

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

NOTICE OF ANNUAL GENERAL MEETING

Dear Members

NOTICE is hereby given that **35th Annual General Meeting (“AGM”)** of the Members of the Company will be held on: **Day - Wednesday, Date- December 30, 2020 , Time - at 02.30 P.M.** through **Video Conferencing / Other Audio Visual Means (“VC”/“OAVM”)**, in terms of circular dated 05.05.2020 read with circular dated 08.04.2020 and 13.04.2020 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), to transact the business, as set out in the Notice of the Annual General Meeting. Members can attend and participate in the AGM through VC / OAVM facility only by following the instructions provided in the Notice of AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt standalone and consolidated audited financial statements of the Company for the financial year ended March 31st, 2020 together with the Report of the Board of Directors and Report of the Auditors thereon and other reports.
2. To re-appoint a director Mr. Jayesh Gupta (DIN: 01113988) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S MANTORA OIL PRODUCTS PRIVATE LIMITED

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions, approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/S. Mantora Oil Products Private Limited, related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for receipt of interest during the year against loan agreement executed on 27th March, 2018 , at arm's length basis and in the ordinary course of business, for the Financial Year 2020-21.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).”

4. APPOINTMENT OF MR. SHAILENDER SINGH KUSHWAHA (DIN: 08858144) as AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shailender Singh Kushwaha (DIN: 08858144), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 07th September, 2020.”

5. RE-APPOINTMENT OF MR. ANOOP KUMAR GUPTA (DIN- 07164506) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Anoop Kumar Gupta (DIN: 07164506), who holds office of Independent Director up to 30th June, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Gupta's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 01st July,2020 upto 30th June,2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. RE-APPOINTMENT OF MR. RAJAT GUPTA (DIN- 07164534) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Rajat Gupta (DIN: 07164534), who holds office of Independent Director up to 30th June,2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Rajat Gupta's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 01st July,2020 upto 30th June,2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Date: December 04, 2020

For and on behalf of the Board
For Assam Entrade Limited

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Place: Kanpur

**Sd/-
(CS Shalini Agarwal)**

Company Secretary & Compliance Officer

ACS-37978

NOTES:

a) In view of the continuing COVID-19 pandemic, the Govt. of India, Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the physical presence of the members at the meeting. Accordingly, the MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.

b) In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Corporate Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.

c) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing **facility of remote e-voting to its Members** in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency**. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

d) As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

e) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through electronic voting ("e-voting").

f) Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company at assamentrade1985@gmail.com, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting through e-voting.

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

g) Explanatory Statement pursuant to Section 102(1) of the Act, in respect of item no. 3 to 6 is annexed and forms a part of this Notice. The Board of Directors, at their meeting held had decided that the special business set out under item nos. 3 to 6, being considered unavoidable, be transacted at the AGM of the Company.

h) The Register of Members and Share Transfer Books will remain closed from Thursday, December 24, 2020 to Wednesday, December 30, 2020 (both days inclusive) in terms of the provision of Section 91 the Companies Act, 2013.

i) The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and Rules made thereunder.

k) The Facility of joining the AGM through VC / OAVM will be made available to on first come first served basis as per the MCA Circular. However, the participation of members (holding 2% or more shares), promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Enterprise Risk Management Committee and Auditors are not restricted on first come first serve basis.

l) The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

m) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.assamentrade.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

DISPATCH ON ANNUAL REPORT THROUGH ELECTRONIC MODE

n) In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the Notice of AGM and the Annual Report by electronic mode. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.assamentrade.com, and website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com. MEMBERS CAN ATTEND

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

AND PARTICIPATE IN THE ANNUAL GENERAL MEETING THROUGH VC/OAVM FACILITY ONLY.

k) Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may temporarily get their email address and mobile number provided with the RTA, by contacting them at absconsultant99@gmail.com (ABS Consultant Pvt Ltd). Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to assamentrade1985@gmail.com.

l) For receiving all communication (including Annual Report) from the Company electronically: a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at assamentrade1985@gmail.com or to RTA at absconsultant99@gmail.com b. Members holding shares in dematerialised mode are requested to register / update their email address with the relevant Depository Participant.

INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING

- The voting period begins on 27th December, 2020 (09:00 a.m.) and will end on 29th December, 2020 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd December, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- Further, members (as on cut-off date i.e. 23rd December, 2020), who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting, shall also be eligible to vote through e-voting system available during the AGM.
- Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23rd December, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

- The Members who have cast their vote by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again during the AGM.
- The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members **who have not registered their email addresses** is provided in the instructions for e-voting section which forms part of this Notice (Below mentioned).
- The Board of Directors of the Company has appointed **Mr. Saket Sharma** (Membership No. FCS: 4229, COP: 2565), Partner, GSK & Associates, Practicing Company Secretaries, having its office at 14-Ratan Mahal, 15/197 Civil Lines, Kanpur-208001, Uttar Pradesh as the Scrutinizer to scrutinize the e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
- The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 23rd December, 2020 (cut – off date), are entitled to vote on the resolutions set forth in this Notice.

m. PROCEDURE FOR E-VOTING:

Voting Process using NSDL e-Voting system

Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e.	Your User ID is:
--------------------------------------	-------------------------

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Demat (NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) a) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- b) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

“The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids with respective Depositories with name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the email address they wish to register to enable them to exercise their vote on all businesses as set out in the Notice and to cast their vote through remote e-voting facility provided by NSDL. **NSDL has been engaged in the services of registering email ids of shareholders whose email id not registered through SMS Facility**”

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

n. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by ABS Consultant Private Limited. and After the login at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open on scheduled time and allowed to join up to 30 minutes after the time scheduled for the AGM and will be available for all Members.

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

3. Members who need assistance before or during the AGM, can contact RTA on absconsultant99@gmail.com.

4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at absconsultant99@gmail.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Shareholders mentioning their name, DP ID and Client ID/folio number, PAN, mobile number who wish to attend meeting and having unregistered email with the Depositories, they can mail to our Registrar and Share Transfer Agent (RTA) at absconsultant99@gmail.com on or **before 29th December, 2020** thereafter they shall be provided the link to join the meeting at scheduled time.

o. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

As per the MCA Circulars and SEBI Circular a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 and Regulations 36 (1)(b) and (c) of the SEBI (LO&DR) Regulations, 2015 are dispensed with. The notice of the AGM along with the 35th Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Members may note that the Notice and 35th Annual Report 2019- 20 will also be available on the Company's website i.e. www.assamentrade.com, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com

For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at assamentrade1985@gmail.com.
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant (DP).

Date: December 04, 2020

**For and on behalf of the Board
For Assam Entrade Limited**

**Sd/-
(CS Shalini Agarwal)**

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Place: Kanpur

Company Secretary & Compliance Officer

ACS-37978

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013

Item No. 3 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S MANTORA OIL PRODUCTS PRIVATE LIMITED

The Board at its meeting held on 24th March 2018 had considered and approved to grant working capital loan to M/S. Mantora Oil Products Private Limited for a period of five years amounting to Rs. 342,100,000/- upon the terms and conditions as laid down in the Loan Agreement executed on 27th March, 2018 by the Company.

Further in the Board Meeting held on 30th April, 2020, The Board considered and approved the amount of interest to be received from M/S. Mantora Oil Products Private Limited as per the Loan Agreement stated above subject to the approval of shareholders in the ensuing Annual General Meeting.

The Company is an NBFC Company and M/S. Mantora Oil Products Private Limited (a Related Party entity) approached the Company to grant the loan as stated above for their significant growth.

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

The loan shall be repaid as per the terms of Loan Agreement.

The loan agreement and other allied documents will be available for inspection at the Registered Office of the Company till the date of the EGM during normal business hours, excluding Saturday and Sunday.

As per Regulation 23(1) of Listing Regulations, as the total amount of interest exceeds the prescribed limit, the transaction with M/S. Mantora Oil Products Private Limited qualifies as a 'material related party transaction'.

Accordingly, as per the said regulations, such material related party transaction requires the approval of the Members of the Company through a special resolution.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board of Directors recommends the passing of the resolution as set out in the Item No. 3 of accompanying Notice as Special Resolution.

M/S. Mantora Oil Products Private Limited belongs to the promoter/promoter group of Assam Entrade Limited.

Except for Mr. Nishant Gupta and Mr. Jayesh Gypta, and/or their relatives, None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested in resolution no. 5

Hence, the proposed special resolution seeks approval of shareholders.

Item No. 4 APPOINTMENT OF MR. SHAILENDER SINGH KUSHWAHA (DIN: 08858144) as AN INDEPENDENT DIRECTOR

Mr. Shailender Singh Kushwaha is a B.Tech Engineer and is successfully associated with construction companies and has vast experience in publicity and marketing related functions.

Performance Evaluation of Mr. Kushwaha was carried out by the Nomination and Remuneration Committee covering the various aspects of SEBI Guidance Note and based on its recommendation, they are being proposed to be appointed for a period of five (5) years. In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Mr. Shailender Singh Kushwaha being eligible, offer themselves for appointment as Independent Director for five consecutive years for a term upto 06th September, 2025. In the opinion of the Board, he fulfils the conditions specified under the Act, the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as Independent Non-Executive Directors of the Company and are independent of the management.

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Copy of the draft letter of appointment of Mr. Shailender Singh Kushwaha as Independent Director setting out the term and condition would be available for inspection without any fee to the members at the registered office of the Company during normal business hours till the date of the AGM, excluding Saturdays and Sundays. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail guidance of Mr. Kushwaha as Independent Director.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in resolution no. 4.

Your Directors recommend the above Ordinary Resolution for approval.

Please refer Annexure given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

Item no. 5 and 6 RE-APPOINTMENT OF MR. ANOOP KUMAR GUPTA (DIN- 07164506) AND MR. RAJAT GUPTA (DIN: 07164534) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on recommendation of "Nomination and Remuneration Committee", the Board of Directors re- appointed MR. ANOOP KUMAR GUPTA (DIN- 07164506) AND MR. RAJAT GUPTA (DIN- 07164534) as an Independent Director of the Company, not liable to retire by rotation, for a 2nd term of five years i.e. 01 July, 2020 upto 30th June, 2025" subject to approval of the Members.

Pursuant to the provisions of the Companies Act, 2013 and Article 102 of the Articles of Association of the Company, both MR. ANOOP KUMAR GUPTA (DIN- 07164506) AND MR. RAJAT GUPTA (DIN- 07164534) shall hold office up to the date of expiry of term and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The profile and specific areas of expertise of MR. ANOOP KUMAR GUPTA (DIN- 07164506) AND MR. RAJAT GUPTA (DIN- 07164534) are provided as ***Annexure to this Notice.***

Mr. Anoop Kumar Gupta (DIN- 07164506) and Mr. Rajat Gupta (DIN- 07164534) have given their declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and are eligible to be appointed as a Director in terms of Section 164 of the Act. They have also given their consent to act as a Director.

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

In the opinion of the Board, both are person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and they are independent of the management.

Given their experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have both on the Board of the Company and accordingly the Board recommends the appointment of Mr. Anoop Kumar Gupta (DIN- 07164506) and Mr. Rajat Gupta (DIN- 07164534) as an Independent Director as proposed in the resolution set out at Item No. 5 and 6 for approval by the members by way of Special resolution.

The terms and conditions of appointment of the Independent Director shall be open for inspection by the members at the Registered Office of the Company on all working days, between Monday to Friday except Saturday (Non-working days), between 10:00 a.m. (IST) to 4:00 p.m. (IST) up to the date of the meeting and also at the venue during the meeting.

Except for Mr. Anoop Kumar Gupta and Mr. Rajat Gupta, and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Date: December 04, 2020

Place: Kanpur

**For and on behalf of the Board
For Assam Entrade Limited**

**Sd/-
(CS Shalini Agarwal)**

Company Secretary & Compliance Officer

ACS-37978

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Annexure to the Notice

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

1.

	Name of Director	Mr. Shailender Singh Kushwaha
	Date of Birth	03/10/1987
	Date of Appointment at Board Meeting	07/09/2020, for a term of 5 years
Brief Resume of the Director	Brief Profile Mr. Shailender Singh Kushwaha aged 33 years, is the Non-Executive Director and Independent Director of our Company and was appointed on our Board on 07 th September, 2020 for a term of 5 years. He holds a B.Tech degree from Lucknow University. He possesses an experience and knowledge of 10 years in one or more fields of sales, marketing, administration, or other disciplines related to the company's business. As an Independent Director as he fulfils the criteria of good expertise and knowledge in the field of his work and also fulfils the criteria of independency.	
Nature of his expertise in specific functional Areas	Administration and Sales management	
Disclosure of relationship between directors inter-se	There is no relationship inter-se between Mr. Shailender Singh Kushwaha and other members on board and Key Managerial Personnel of the company.	

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Name of listed entities in which the person also hold directorship and the membership of Committees of the Board	NIL
Shareholding of director	Nil

2.

Brief Resume of the Director		
	Name of Director	Mr. Anoop Kumar Gupta
	Date of Birth	03-12-1965
	Date of Re-Appointment at Board Meeting	25/06/2020, for a term of 5 years
	Brief Profile Mr. Anoop Kumar Gupta aged 55 years, is the Non-Executive Director and Independent Director of our Company and was appointed on our Board on 01 st July, 2015 for a term of 5 years. He holds a Bachelor's degree in Commerce from Kanpur University. He possesses an experience and knowledge of 16 years in one or more fields of management, sales, marketing, administration, or other disciplines related to the company's business. As an Independent Director as he fulfils the criteria of good expertise and knowledge in the field of his work and also fulfils the criteria of independency.	
Nature of his expertise in specific functional Areas	Marketing Management	
Disclosure of relationship between directors inter-se	There is no relationship inter-se between Mr. Anoop Kumar Gupta and other members on board and Key Managerial Personnel of the company.	
Name of listed entities in which the person also hold directorship and the	NIL	

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

membership of Committees of the Board	
Shareholding of director	Nil

3.

	Name of Director	Mr. Rajat Gupta
	Date of Birth	14.02.1958
	Date of Re-Appointment at Board Meeting	25/06/2020, for a term of 5 years
Brief Resume of the Director	<p>Brief Profile</p> <p>Mr. Rajat Gupta aged 62, is the Non-Executive Director and Independent Director of our Company and was appointed on our Board on July 01st, 2015. He holds a Bachelor's degree in Commerce from Kanpur University. He possesses appropriate skills, experience and knowledge of 28 years in one or more fields of finance, management, sales, marketing or other disciplines related to the company's business. As an Independent Director as he fulfils the criteria of good expertise and knowledge in the field of his work and also fulfils the criteria of independency.</p>	
Nature of his expertise in specific functional Areas	Finance	
Disclosure of relationship between directors inter-se	There is no relationship inter-se between Mr. Rajat Gupta and other members on board and Key Managerial Personnel of the company.	

ASSAM ENTRADE LIMITED

Regd. Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700 073

CIN No. U20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Name of listed entities in which the person also hold directorship and the membership of Committees of the Board	NIL
Shareholding of directors	NIL

Date: December 04, 2020

Place: Kanpur

**For and on behalf of the Board
For Assam Entrade Limited**

Sd/-

(CS Shalini Agarwal)

Company Secretary & Compliance Officer

ACS-37978