

## NOTICE

Notice is hereby given that **30<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of M/s. UTL Industries Limited (“the Company”) will be held on **Monday, 30<sup>th</sup> day of September 2019** at the Registered Office of the Company at **607, World Trade Center, Sayajigunj, Vadodara-390005**, at **11.00 a.m.** to transact the following Business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements for Financial Year ended 31<sup>st</sup> March 2019 along with the report of Board of Directors and the Reports of the Auditors thereon;
2. To appoint a director in place of Shri Bhavik Vasantbhai Patel (DIN: 07521766), who retires by rotation and being eligible offered himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration,

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, M/s Shirish Desai & Co., Chartered Accountants, having Firm’s Registration No: 112226W, be and are hereby appointed as the Auditor of the Company to hold office for period of 5 (five) years from the conclusion of this meeting until the conclusion of 35<sup>th</sup> Annual General Meeting to be held for Financial year 2023-24 of the Company and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

### **SPECIAL BUSINESS:**

4. **Re-appointment of Mr. Parimal Rameshbhai Shah (DIN NO: 00569489) as Managing 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 provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard and subject to such modifications, variations as may be approved and acceptable to the appointee, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Parimal Rameshbhai Shah (DIN NO: 00569489) as Managing Director of the Company for a period of five years with effect from 18<sup>th</sup> day of April

2019 to 17<sup>th</sup> day of April 2024 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Parimal Rameshbhai Shah, Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr. Parimal Rameshbhai Shah, without any further reference to the shareholders in general meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**Place: Vadodara**  
**Date: 28<sup>th</sup> May, 2019**

**By Order of the Board**  
**For UTL Industries Limited**

**Parimal Shah**  
**Managing Director**  
**DIN : 00569489**

## **NOTES**

1. The Explanatory Statement pursuant to Section 102 (2) of the Companies Act, 2013 in respect of the business under Item No. 4 as set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment and re-appointment at this Annual General Meeting (AGM) are annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted

on behalf of Companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable;

3. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting;
4. The Register of Members and Share transfer Books of the Company shall remain closed **from Tuesday, 24<sup>th</sup> September 2019 to Monday, 30<sup>th</sup> September 2019 (both days inclusive)** for the purpose of 30<sup>th</sup> Annual General Meeting and the Company has fixed Monday, 23<sup>rd</sup> September, 2019 as the 'Record Date/Cut-off Date' for determining entitlement of Members to final dividend for the financial year ended 31<sup>st</sup> March, 2019 (if, declared at the AGM).
5. As per the SEBI Listing Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants.
6. Members, Proxies and Authorised representatives are requested to bring to the Meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days except on holiday, during business hours between i.e. 11.00 AM to 01.00 PM upto the date of the Meeting.
8. Members desirous of obtaining any information relating to accounts and operations of the Company may address their queries/questions to the Company's Head Office, so as to reach at least five days before the date of the meeting so that the information may be made available at the meeting to the best extent possible.
9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar/Company.
10. SEBI vide circular dated 20th April 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly individual letters are being sent to those shareholders whose PAN and Bank account details are not available with the Company. Such shareholders are requested to provide the information at the earliest to the Company/Registrar and Share Transfer Agent.
11. As per Regulation 40 of ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of

this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s Purva Share Registry (India) Limited for assistance in this regard.

12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request;
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs is registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM;
14. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
15. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting along with the Annual Report 2018 - 2019 will also be available on the Company's website [www.utlindustries.com](http://www.utlindustries.com). The Notice of AGM shall also be available on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
17. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them.

Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to M/s Purva Share Registry (India) Limited, Registrar & Transfer Agent, 9, Shiv Industrial Estate, Lower Parel(E), Mumbai-400001. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

18. The route map showing directions to reach the venue of the 30<sup>th</sup> Annual General Meeting (AGM) is annexed.

## PROCEDURE OF VOTING AT AGM

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio No, DP ID & Client ID No. and number of shares held etc.

### Voting through electronic means:

a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 30<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

b) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

d) If a person was a Member on the record date but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote and attend the AGM. Such person should treat this Notice for information purpose only.

e) The remote e-voting period commences on **Thursday, 26th day of September, 2019 (9:00 am) and ends on Sunday, 29<sup>th</sup> day of September, 2019 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 23<sup>rd</sup> day of September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

### The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-into 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) 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 enter the ‘initial password’ and the system will force you to change your password.

c) 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, your 'initial password' is communicated to you on your postal address.

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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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 are given below:**

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

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.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmdkhan@yahoo.com](mailto:csmdkhan@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Other Instructions:**

1. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 23<sup>rd</sup> day of September, 2019.**
2. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> day of September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, M/s. Purva Share Registry (India) Limited.
3. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
5. Mr. Mohd Daraz Khan, Practicing Company Secretary (Membership No. 24077), Proprietor of M/s MD Khan & Associates has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot



Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

7. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.utlindustries.com](http://www.utlindustries.com) and on the website of NSDL immediately 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 BSE Limited, Mumbai.

**Place: Vadodara**  
**Date: 28<sup>th</sup> May, 2019**

**By Order of the Board**  
**For UTL Industries Limited**

**Parimal Shah**  
**Managing Director**  
**DIN : 00569489**

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4

**To re appoint of Mr. Parimal Rameshbhai Shah (DIN NO: 00569489) as Managing Director of the Company:**

The Board of Directors of the Company, at its meeting held on 18<sup>th</sup> day of April, 2019, subject to the approval of members, has re-appointed Mr. Parimal Rameshbhai Shah (DIN NO: 00569489) as a Managing Director of the Company, for a period of 5 (Five) years with effect from 18<sup>th</sup> day of April 2019 to 17<sup>th</sup> day of April 2024 at the remuneration recommended and approved by the Board, in terms of the applicable provisions of the Act. The requisite information stipulated under Schedule V is furnished hereunder:

1. Term of Appointment: 5 years from 18<sup>th</sup> day of April 2019 to 17<sup>th</sup> day of April, 2024.
2. Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):
  - a) Salary : Rs. 23,000/- per month upto a maximum of Rs. 30,000/- per month with increments as may be decided by the Board of Directors from time to time.
  - b) Perquisites/Allowances:
    - i) Medical Reimbursement: Medical Insurance and Personal Accident Insurance, as per rules of the Company.
    - ii) Travel Concession/Assistance: Travel Concession/Assistance (domestic) in respect of himself and his family as per rules of the Company.
    - iii) Conveyance: as per rules of the Company.
    - iv) Leave: Leave with full pay or encashment thereof, as per the rules of the Company.
    - v) Communication Facilities: Telephone, Tele-fax & other communication facilities at residence as per rules of the Company..

Other Perquisites: Subject to overall ceiling on remuneration, Mr. Parimal Rameshbhai Shah (DIN NO: 00569489) may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

#### **3. Minimum Remuneration:**

Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Parimal Rameshbhai Shah remuneration by way of salary, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Parimal Rameshbhai Shah.

#### **4. Nature of Duties:**

- a. The Managing Director shall devote his whole time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and

in the best interests of the business of the Company including performing duties as assigned by the Board from time to time.

- b. The Managing Director shall not exceed the powers so delegated by the Board pursuant to Clause 2(a) above.
- c. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**5. Other Terms & condition:**

- a. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
- b. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated Company to which he is required by the Agreement to render services; or
- c. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director; or
- d. In the event the Board expresses its loss of confidence in the Managing Director.
- e. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- f. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Mr. Parimal Rameshbhai Shah will cease to be the Managing Director and also cease to be a Director. If at any time, Mr. Mr. Parimal Rameshbhai Shah, ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate.

The Board commends the Resolutions set out at Item No. 4 of the Notice for approval by the Shareholders.

Except Mr. Mr. Parimal Rameshbhai Shah, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the Notice.

**Place: Vadodara**  
**Date: 28<sup>th</sup> May, 2019**

**By Order of the Board**  
**For UTL Industries Limited**

**Parimal Shah**  
**Managing Director**  
**DIN : 00569489**

In terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, a brief profile Directors who are proposed to be re-appointed/Appointed in this AGM, Nature of their expertise in specific functional areas, their other directorships and committee membership, their shareholdings and relationship with other Directors of the Company are given below :

<b>Name</b>	:	SHRI BHAVIK VASANTBHAI PATEL
Date of birth	:	14/04/1980
Qualification	:	B.COM.
Expertise	:	More than 19 years' experience in Accounts & Financial Operation.
Director of the Company since	:	10/05/2016
Relationships between directors inter-se	:	Nil
Directorship in other public limited companies	:	NIL
Membership of Committees of other public limited companies	:	NIL
No. of Shares held in the Company	:	NIL

<b>Name</b>	:	SHRI PARIMAL RAMESHBHAI SHAH
Date of birth	:	11/02/1963
Qualification	:	Diploma in Mechanical Engineering from M.S. University, Baroda, Gujarat.
Expertise	:	More than 33 years' experience in Management, Business strategy, Accounts & Financial Operations.
Director of the Company since	:	06/10/1989
Relationships between directors inter-se	:	Nil
Directorship in other public limited companies	:	Pro-Leasing and Finance Limited Prudent Business Prospects Limited
Membership of Committees of other public limited companies	:	NIL
No. of Shares held in the Company	:	4,23,800

**Place: Vadodara**  
**Date: 28<sup>th</sup> May, 2019**

**By Order of the Board**  
**For UTL Industries Limited**

**Parimal Shah**  
**Managing Director**  
**DIN : 00569489**

**UTL INDUSTRIES LIMITED**

Registered office : 607, World Trade Centre,  
Sayajigunj, VADODARA – 390005.

CIN No : L27100GJ1989PLC012843, Email Id : [utlindustries@gmail.com](mailto:utlindustries@gmail.com)

**ATTENDANCE SLIP**

**30<sup>th</sup> ANNUAL GENERAL MEETING – September 30, 2019**

Name of the Member(s) / Proxy* (In Block Letters)	
Folio No.	
DP ID – Client ID	
No. of Shares held	

I certify that I am a member/proxy/authorized representative for the member of the Company.

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company at 607, World Trade Centre, Sayajigunj, VADODARA – 390005 on Monday, September 30, 2019.

\_\_\_\_\_  
**Signature of the Member(s) / Proxy\***

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**EVOTING PARTICULARS**

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-Voting
26 <sup>th</sup> September, 2019 (9:00 am)	29 <sup>th</sup> September, 2019 (5:00 pm)

Note: Please refer the instructions forming part of the notice convening this Annual General Meeting.

**UTL INDUSTRIES LIMITED**

Registered office : 607, World Trade Centre,  
Sayajigunj, VADODARA – 390005.

CIN No : L27100GJ1989PLC012843, Email Id : utlindustries@gmail.com

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No./DP ID:	
Client ID:	

I/we, being the member(s) of ..... shares of the above named company, hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual general meeting of the company, to be held on the 30<sup>th</sup> day of September, 2019 At 11.00 a.m. at 607, WORLD TRADE CENTRE, SAYAJIGUNJ, VADODARA-390005 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolutions Resolutions**

**No.**

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**Ordinary Business:**

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- 1 Adoption of Audited Financial Statements as on March 31, 2019.
  - 2 Re-appointment of Shri. Bhavik Vasantbhai Patel (DIN: 07521766), who retire by rotation.
  - 3 Appointment of Auditors of the Company and fixing their remuneration.
- 

**Special Business**

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- 4 Re-Appointment of Mr. Parimal Rameshbhai Shah (DIN NO: 00569489) as Managing Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the Member(s) : \_\_\_\_\_

Signature of the Proxy holder(s) : \_\_\_\_\_

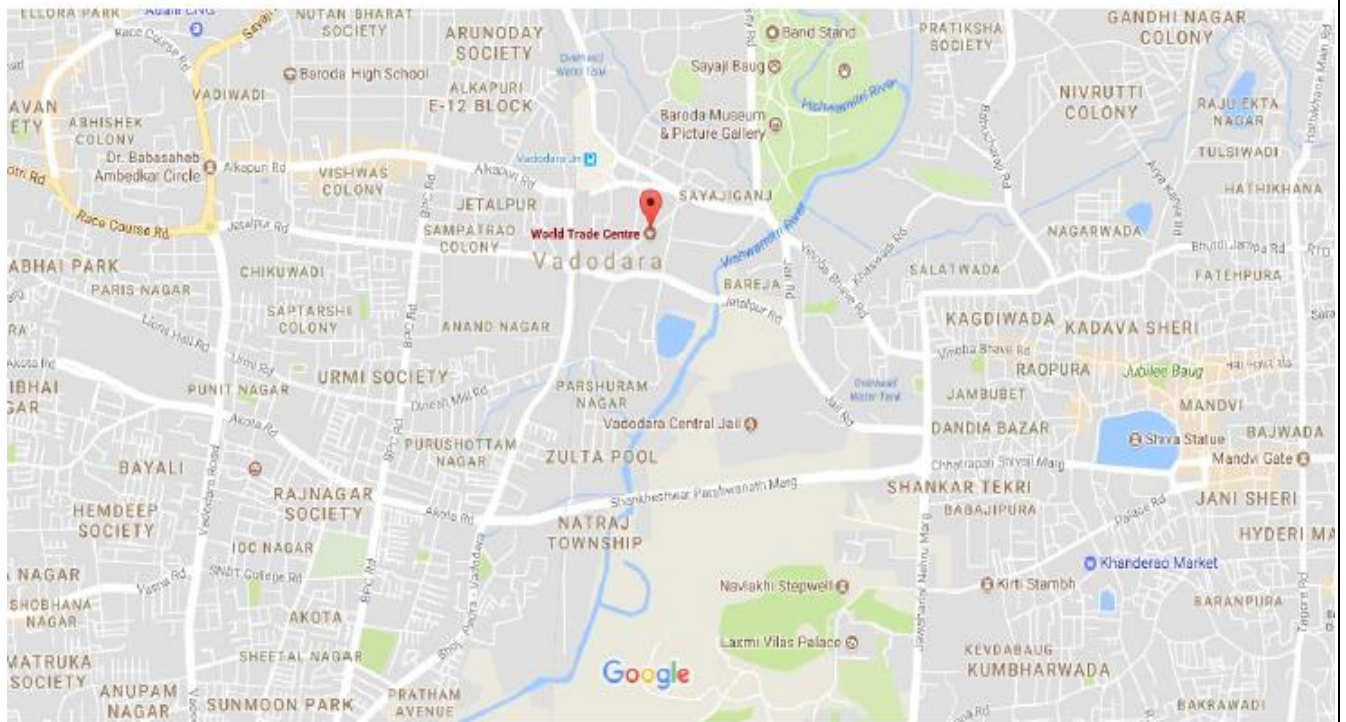
Affix  
Revenue  
Stamp Rs. 1

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

## Route Map for Venue of 30<sup>th</sup> Annual General Meeting (“AGM”)

### UTL INDUSTRIES LIMITED





**Book-Post**

**To,**

***If undelivered to:***

Registered office:  
UTL INDUSTRIES LIMITED  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ,  
VADODARA – 390 005. (GUJARAT)  
Email : utlindustries@gmail.com