

UTL INDUSTRIES LIMITED

[CIN: L27100GJ1989PLC012843]

Registered Office: 607, World Trade Centre, Sayajigunj, Vadodara-390005, Gujarat

Email:-utlindustries@gmail.com Website: www.utlindustries.com

Postal Ballot Notice

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below are proposed to be passed as Special Resolutions by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors, at its meeting held on 13th December 2019, has appointed Mr. Mohd Daraz Khan, Proprietor of MD Khan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 20th January, 2020.

In compliance with the Regulation 44 of the SEBI (Listing obligations & Disclosure Requirements), Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Tuesday on January 21, 2020 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.utlindustries.com.

Special Business:

Item No. 1: ADDITION OF NEW OBJECTS IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and subject to the approval of the Registrar of Companies, Gujarat State, Ahmedabad (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (A) (Main Object Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following new sub-clauses numbered as A(5) and A(6) after the existing sub-clauses A(4) of the Memorandum of Association of the Company:

- A(5) To carry on the business of providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology, dealing in SMS, Data, Voice, Video, etc business, BPO, KPO, technical support, back-office work, analysis, cloud services, data entry. It also includes data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software and mobile or desktop based applications, provide consultancy, software/application solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers and to do related activities.
- A(6) To carry on the business of generating, accumulating, distributing and supplying Solar Energy for its own use or for sale to Governments, State Electricity Boards, Intermediaries in Power Transmission or Distribution, Companies, Industrial Units, or to other types of users or consumers of Energy and to acquire concessions or licenses granted by or to enter into contracts with, the Government of India, any State Government, Municipal, Local Authority or other Statutory bodies, Companies or any other person for the development, erection, installation, establishment, construction, operation and maintenance of Solar Power Plants, and in this regard to promote, develop, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate alter, control, take on hire or lease, carry out and run all necessary Plants, equipments, sub-stations, workshops, generators, transmission facilities, machinery, electrical equipment, accumulators, repair shops, wires, cables, lamps, fittings and apparatus in the capacity of principals, contractors, developers or otherwise and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar Energy, setting up of Solar Plants of various sizes, envisaging, identifying and acquiring and selling suitable land, developing the site for Solar Parks; design, engineer, supply, erect, commission and, or operate and maintain the plants, accessories, components, spare parts thereof and provide renewable energy solutions; Sell or otherwise dispose of part or whole of the Solar Plants, both in India and abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies”.

By Order of the Board of Directors

Bhavik Vasantbhai Patel
Director
DIN: 07521766

Place: Vadodara

Dated: 13th December, 2019

Registered office:

607, World Trade Centre,
Sayajigunj,
Vadodara-390005, Gujarat

Notes :

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act 2013, stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members /List of Beneficial Owners as received from the Central Depository Services (India) Limited as on 13th December, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 13th December, 2019, will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to utlindustries@gmail.com The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 13th December, 2019. The special resolutions mentioned herein shall

be declared as passed if the number of votes cast in its favor is not less than three times the number of votes cast against the special resolution.

8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.

9. A Member cannot exercise his vote by proxy on postal ballot.

10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 pm) on Monday, 20th January, 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 p.m. on Monday, 20th January, 2020, it will be considered that no reply from the Member has been received.

11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Tuesday, 21st January, 2020 at the registered office and will also be displayed on the website of the Company (www.utlindustries.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.

12. The date of declaration of results of the postal ballot, i.e. on or before Tuesday, 21st January, 2020, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

13. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to 20th January, 2020.

14. The e-voting period will commence on 21st December, 2019 (09:00 a.m.) and end on 20th January, 2020 (5:00 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members can not change it subsequently.

15. The Scrutinizer shall on 21st January, 2020, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Managing Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 21st January, 2020 at the Registered Office of the Company. The said results will also be intimated to the stock exchanges and uploaded on the Company's website viz. www.utlindustries.com and of NSDL viz. <https://www.evoting.nsdl.com>.

16. Instructions for voting:

A. Voting through physical Ballot Form

(i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz. M/s. MD Khan & Associates, Practicing Company Secretaries, not later than Monday, 20th January, 2020 (5.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.

(ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his / her own expense, such Ballot Form will also be accepted.

(iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company / Depository Participant(s). In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. A Power of Attorney (“POA”) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.

(iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.

(v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.

(vi) A Member need not use all the votes or cast all the votes in the same way.

(vii) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to utlindustries@gmail.com mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. 16 (A) (i) above.

(viii) Unsigned, incomplete, tick marked at both “FOR” and “AGAINST”, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Process and manner of remote e-voting through Electronic Means:

How do I vote electronically using NSDL e-Voting system?

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 is 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 to 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.
- 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.

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?

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 _____ **<Please mention the e-mail ID of Scrutinizer>** with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request to atevoting@nsdl.co.in

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 1 of the accompanying Notice of the General Meeting.

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association

The Board of Directors of the Company at its meeting held on 13th December, 2019 decided to explore the possibilities to diversify the existing business of the Company into outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology, dealing in SMS, Data, Voice, Video, etc business, BPO, KPO, technical support, back-office work, analysis, cloud services, data entry and business of generating, accumulating, distributing and supplying Solar Energy and its equipments and therefore the Board of Directors of the Company recommends altering the object clause by inserting new business activities.

To enable the Company to alter object clause in conformity with its business activities as recommends by the Board to diversify the current business, it is proposed to alter the main object of Memorandum of Association accordingly.

Therefore, the approval of the Members is being sought by way of a special resolution in terms of section 13 and other applicable provisions of the Act, if any, read with the rules made there under, to enable the Company to alter the main object of the Memorandum of Association of the Company by inserting new sub clause A(5) and A(6) of clause III (A) of the Memorandum of Association.

The Board accordingly recommends the special resolution set out at Item No. 1 of the accompanying notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

By Order of the Board of Directors

Place: Vadodara

Dated: 13th December, 2019

BhavikVasantbhai Patel

Director

DIN: 07521766

Registered office:

607, World Trade Centre,

Sayajigunj,

Vadodara-390005, Gujarat

UTL INDUSTRIES LIMITED

[CIN: L27100GJ1989PLC012843]

607, World Trade Centre, Sayajigunj, Vadodara-390005, Gujarat

Email:-utlindustries@gmail.com Website: www.utlindustries.com

Sr. No. : _____

POSTAL BALLOT FORM
(To be returned to the Scrutinizer)

1	Name and Registered address of the sole/ first named Shareholder	
2	Names(s) of joint holder(s) if any	
3	Registered Folio No. /*Client ID No. (*applicable to investors holding shares in dematerialized form)	
4	Number of equity share held	

I/we hereby exercise my/our vote in respect of the resolution to be passed through postal ballot for the business stated in the notice of the Company by conveying my/our assent or dissent to the said resolution by placing the tick (✓) at the appropriate box below;

Item No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Alteration in Main Objects by inserting new sub clauses in the Object Clause of the Memorandum of Association of the Company			

Signature of the Member / Beneficial Owner

Place:

Dated:

The Company is pleased to offer all its Members, e-Voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-Voting is optional.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password/PIN

The postal Ballot Form shall reach the Scrutinizer on or before 20th January, 2020. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.

Note: Please read the Instructions given on the back of the form before filling.

Dear Members,

Subject: Instruction for e-voting

Pursuant to provisions of section 108 of the Companies Act 2013, read with Companies (Management & Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the postal ballots. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.

E-voting facility is available at the link: www.evoting.nsdl.com

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

Commencement of E-Voting	End of E-Voting
21 st December, 2019 (09:00 AM)	20 th January, 2020 (05:00 PM)

Please read the following instructions for casting the votes through e-voting mechanism:-

- 1) Please note that the password is an initial password.
- 2) Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- 3) The Postal Ballot Notice inter alia indicating the process and manner of e-Voting process and can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.utlindustries.com>
- 4) Click on "Shareholder - Login".
- 5) Put User ID and password as initial password noted in step (1) above and Click Login. 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 13th December, 2019.
- 6) Password Change Menu appears, change the password with new password of your choice with minimum 8 digits/characters or combination thereof. In case you are already registered with NSDL you can use your existing login and password
- 7) Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- 8) Select "EVEN" of **UTL INDUSTRIES LIMITED**
- 9) Now you are ready for "e-Voting" as "Cast Vote" page opens.
- 10) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted. Kindly note that vote once casted cannot be modified.
- 11) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csmdkhan@yahoo.com
- 12) During the E- Voting period, shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is 13th December, 2019.
- 13) The Company has appointed Mr. Mohd Daraz Khan, Proprietor, M/s MD Khan & Associates, Practicing Company Secretary as the Scrutinizer to count the votes casted in favor or against the resolution proposed for all the items of the Postal Ballot Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report on 21st January, 2020 to the Managing Director of the Company and in turn the Managing Director will announce the same on 21st January, 2020.
- 14) All the documents referred to in this Notice and explanatory statements are open for Inspection of the members at the registered office of the Company on all working day up to the declaration of the results on 20th January, 2020.