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CIN : L27100GJ1989PLC012843

Date: 29/08/2025

To,
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda
Building, P. J. Towers, Dalal Street, Fort,
Mumbai -400 001
Script code: 500426

Sub: Notice of 36th Annual General Meeting

Dear Sir/ Ma'am,

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of the 36th Annual General Meeting of the Members of the Company ('the AGM') to be held on Tuesday, 23rd September, 2025 at 04: 00PM a.m. (IST) through Video Conferencing (VC) / (VC) / Another Audio-Visual Means (OAVM). The Notice of the 36th AGM along with the Annual Report for the financial year 2024-2025 will be circulated through electronic mode to those Members whose email IDs are registered with the Company/Registrar & Share Transfer Agent ('RTA')/Depository Participant(s) ('DPs').

Further, in accordance with the Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing a web-link for accessing the notice of 36th AGM and Annual Report for FY 2024-2025 will be sent to all those Members who have not registered their e-mail IDs and the same are also available on the website of the Company www.utlindustries.com Kindly take the same on record.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For, UTL Industries Limited

Mr. Paras Jain
Managing Director
Email id: utlindustrie@gmail.com

NOTICE

To,
The Members,
UTL Industries Limited

Notice is hereby given that the 36TH Annual General Meeting of the Members of M/s. UTL Industries Limited ("the Company") will be held on Tuesday, 23rd September, 2025 at 04:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Shri Paravin Naik (DIN: 01768877), who retires by rotation and being eligible, offers himself for re-appointment as a director.

SPECIAL BUSINESS:

3. To re appoint Mr. Jatin Patel (DIN: 09090597) Independent Director of the Company for the further period of five years

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Jatin Patel(DIN: 09090597) , Independent Director of the Company whose period of Office will expire on 12th February, 2026 and who has submitted a declaration that he meets criteria of independent director under section 149(6) of the Companies act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made there under and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from 13th February, 2026 to 12th February, 2031 and the term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

4. To re appoint Mrs. Ami Shah (DIN: 09090596) Independent Director of the Company for the further period of five years

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mrs. Ami Shah (DIN: 09090596) , Independent Director of the Company whose period of Office will expire on 12th February, 2026 and who has submitted a declaration that he meets criteria of independent director under section 149(6) of the Companies act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made there

under and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from 13th February, 2026 to 12th February, 2031 and the term shall not be subject to retirement by rotation.”

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Place: Vadodara

Date: 29th August, 2025

By Order of the Board

Mr. Paras Jain

Managing Director

DIN: 10293593

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular Nos14/2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, in relation to followed by General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”). Further, Securities and Exchange Board of India (‘SEBI’), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) in compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the Company is convening the 40th AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (‘Act’), setting out material facts concerning the business under Item No. 3 and Item No. 4 of the accompanying Notice, are annexed hereto and forms part of this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. 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.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the various Circulars issued by the Ministry of Corporate Affairs 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 agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Pursuant to the provisions of the Companies Act, 2013 (‘Act’), a member entitled to attend and vote at the 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. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, 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, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.utlindustries.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various Circular issued by MCA.
9. The Register of Members and Share Transfer Register will remain closed from 17th September, 2025 to 23rd September, 2025 (both days inclusive).
10. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach the Registered Office of the Company at least ten days before the date of the Meeting to enable the Company to make available the relevant information and answer them in the Meeting.
1. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars or any change in their residential address or registration of E-mail Id for obtaining Annual Report and User id/password for e-voting are requested to immediately intimate to Purva Sharegistry (India) Private Limited, E mail: support@purvashare.com, Registrars and Transfer Agent of the Company, providing Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) so that change could be effected in the Register of Members before closure. Members are encouraged to convert their physical holdings to dematerialized form at the earliest in view of the restrictions imposed by SEBI on physical transfer of Shares and to update their bank details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated Clearing House (ACH) mode or such other permitted mode for credit of dividend. Also, 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 and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
2. Members who are holding shares in dematerialized mode are requested to notify to their Depository Participants (DP) any change in their residential address, Bank A/c details and/ or e-mail address immediately and are hereby informed that bank particulars registered with their respective DP, with whom they maintain their demat accounts, will be used by the Company for corporate actions.
3. Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose e-mail Id's are registered with the Company/ Depository Participant(s). Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.
11. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made there under, 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 Purva Sharegistry (India) Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
12. Since the AGM will be held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not applicable and hence not attached to this notice.

EXPLANATORY STATEMENT

[Pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Item No. 3:

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long rich experience, continued valuable guidance to the management and strong Board performance of Mr. Jatin Patel(DIN: 09090597) it is proposed to re appoint him for the second term as an Independent Director on the Board of UTL Industries Limited for a period of five years.

In the opinion of the Board Mr. Jatin Patel (DIN: 09090597) fulfils the conditions specified in the Act and he is Independent of the management. Copy of the draft letter for appointment of Mr. Jatin Patel(DIN: 09090597) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jatin Patel (DIN: 09090597) as an Independent Director.

Except Mr. Jatin Patel (DIN: 09090597), being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No.

Item No. 4:

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Ami Shah (DIN 09090596) it is proposed to re appoint him for the second term as an Independent Director on the Board of UTL Industries Limited for a period of five years.

In the opinion of the Board Mrs. Ami Shah (DIN 09090596) fulfils the conditions specified in the Act and he is Independent of the management. Copy of the draft letter for appointment of Mrs. Ami Shah (DIN 09090596) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Ami Shah (DIN 09090596) as an Independent Director.

Except Mrs. Ami Shah (DIN 09090596), being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No.

**Place: Vadodara
Date: 29th August, 2025**

**By Order of the Board
Mr. Paras Jain
Managing Director
DIN: 10293593**

Particulars of the Directors Seeking re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard:

Name of Directors	Mr. Pravin Naik
DIN	09388334
Date of Birth	23-01-1962
Age	63
Nationality	Indian
Brief Profile	<ul style="list-style-type: none">• He is Graduate and has a good experience of more than 30 years in Business.• He has worked in various global Companies.
Relationship with other Directors and Key Managerial Personnel of the Company	None
Name of other Companies in which he/she holds Directorship	None
Chairman/ Member of the Committee(s) of the Board of the Company Member	Na
Shareholding in the Company	0