

Date: May 09<sup>th</sup>, 2024

Ref: UAF/2024-25/08

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001 (Maharashtra)

**Ref: Universal Autofoundry Limited (539314/UNIAUTO)**

**Sub.: Notice under Section 110 of the Companies Act, 2013 to Members.**

Dear Sir/ Madam,

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice dated Thursday, 21<sup>st</sup> March, 2024 for seeking approval from the Members of the Company for the resolutions stated in the attached Notice.

The Notice is being sent on 09<sup>th</sup> May, 2024 to the Members whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Friday, 03<sup>rd</sup> May, 2024. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing regulation"), Secretarial Standard on General Meetings ("SS-2") Issued by the Institute of Company Secretaries of India, read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3 / 2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the Ordinary Resolution appended in the attached Notice is proposed to be passed through electronic voting (remote e-voting).

The Company has engaged National Securities Depository Limited ("NSDL") for facilitating e-voting in a secure manner.

This is for your information and record.

**Thanking you,  
Yours faithfully,  
For Universal Autofoundry Limited**

VIMAL  
CHAND JAIN  
Digitally signed by  
VIMAL CHAND JAIN  
Date: 2024.05.09  
11:13:21 +05'30'

**Vimal Chand Jain  
Chairman and Managing Director  
DIN: 00295667**

**Enclosed: - Notice of Postal Ballot dt.21.03.2024**

**UNIVERSAL AUTOFOUNDRY LIMITED**

Unit-1: B-307, Road No. 16, V.K.I. Area, Jaipur, Rajasthan - 302013 (India)  
Unit-2: B-51, SKS Industrial Area, Reengus, Sikar, Rajasthan - 332404 (India)  
Unit-3: A2-4, A18-20, Udhog Vihar, Sargoth, Reengus, Sri Madhopur, Rajasthan - 332404 (India)  
E-Mail: support@ufindia.com, Cont. No.: 0141-4109598, Website: www.ufindia.com, GSTIN: 08AABCU1171A1ZV

**UNIVERSAL AUTOFOUNDRY LIMITED**  
**Regd. Office- B-307, ROAD NO. 16 V.K.I AREA, JAIPUR, RAJASTHAN-302013**

**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 and the MCA Circulars)

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), as amended from time to time, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India, General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15<sup>th</sup> June 2020, No. 33/2020 dated 28<sup>th</sup> September 2020, No. 39/2020 dated 31<sup>st</sup> December 2020, No. 10/2021 dated 23<sup>rd</sup> June 2021, No. 20/2021 dated 08<sup>th</sup> December 2021, No. 03/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) other applicable rules/regulations/guidelines/ circulars/ notifications (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), **UNIVERSAL AUTOFOUNDRY LIMITED**(**“the Company”**) is seeking consent of the members of the Company on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting (**“e-Voting”**).

In terms of the MCA Circulars, companies are advised to take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and the Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (**“RTA”**) of the Company or Depository/ Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope **will not** be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement provided by the Company and thereafter record your assent or dissent by means of e-voting system by **5:00 p.m. on 09<sup>th</sup> June, 2024**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **09<sup>th</sup> June, 2024**. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**TO CONSIDER THE RE-CLASSIFICATION REQUEST RECEIVED FROM PERSONS BELONGING TO THE PROMOTER AND PROMOTER GROUP OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of the Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the shareholders of the company hereby consent to reject the request of applicant promoters and promoter group members, namely Mr. Kishan Lal Gupta, Ms. Urmila Gupta, Mr. Amit Gupta and Mr. Ajay Gupta, for re-classification of their status from ‘Promoter and Promoter Group’ to ‘Public’ category for reasons more particularly described in the Explanatory statement to this resolution.”

“**RESOLVED FURTHER THAT** Mr. Vimal Chand Jain, Chairman and Managing Director (DIN: 00295667), Mr. Vinit Jain, Wholetime Director and CFO (DIN: 02312319) and Ms. Ambika Sharma, Compliance officer of the Company be and are hereby severally authorised to complete the necessary formalities with regard to prompt submission of the requisite information about this resolution to the stock exchanges and to other stakeholders, as may be considered necessary.

**Date: March 21, 2024**

**Place: Jaipur**

**Registered. Office: B-307, Road no. 16 V.K.I  
Area Jaipur, Rajasthan 302013**

**By Order of The Board of Directors  
For Universal Autofoundry Limited**

**Sd/-**

**Vimal Chand Jain  
Chairman and Managing Director  
DIN: 00295667**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed herewith.
2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to members of the Company.
3. The Board of Directors has appointed CS Mitesh Kasliwal (FCS: 8233), Practicing Company Secretary, as Scrutinizer, for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners and registered e-mail IDs as received from the National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **03<sup>rd</sup> May, 2024 (“Cut-off Date”)**. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.
6. Postal Ballot Notice is also available on the website of the Company i.e. [www.ufindia.com](http://www.ufindia.com) and can also be downloaded by accessing website of the NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and at the relevant section of the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
8. The remote e-voting period commences from **Friday, 10<sup>th</sup> May, 2024 [9.00 a.m. (IST)] and ends on Sunday, 09<sup>th</sup> June, 2024 [5.00 p.m. (IST)]**. During this period, members holding shares as on **Friday, 03<sup>rd</sup> May, 2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Sunday, 09<sup>th</sup> June, 2024 [5.00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

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 the cut off date i.e., **Friday, 03<sup>rd</sup> May, 2024.**

9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to [cs@ufindia.in](mailto:cs@ufindia.in) mentioning their Name, Client ID and DP ID.
10. Members whose e-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. Members who are holding shares in physical form may also cast their vote by following the e-voting process given in this notice.
11. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Postal Ballot Notice.
12. The Scrutinizer will submit his report to the Chairman and Managing Director or any other officer of the Company as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting. The result of the voting by postal ballot will be announced by the Chairman and Managing Director or any other officer of the Company within 2 working days from the date of completion of said e-voting. The result of the postal ballot shall be communicated to NSDL and RTA and will also be posted on the Company's website (<https://www.ufindia.in/>) immediately after the declaration of result and the same will also be communicated to BSE Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

### **13. E-VOTINGINSTRUCTIONS:**

#### **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: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

|   |   |
|---|---|
|   | <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store      Google Play     </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>   |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress</li> </ol> |

|  |   |
|--|---|
|  | and also able to directly access the system of all e-Voting Service Providers.  |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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<br><br>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<br><br>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<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [csmitesh@gmail.com](mailto:csmitesh@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Mr. Hardik Kumar Thakkar at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@ufindia.in](mailto:cs@ufindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@ufindia.in](mailto:cs@ufindia.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**FOR ITEM NO. 1:**

The Company had received an Email dated 07<sup>th</sup> February, 2024, from following persons belonging to Promoter and Promoter Group of the Company for re-classifying them from Promoter/ Promoter Group to Public Category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

| S.No.        | Name of Promoter/Promoter Group | No. of Shares held | Percentage of the total equity capital of the Company (%) |
|--------------|---------------------------------|--------------------|---|
| 1.           | Kishan Lal Gupta                | 0                  | 0   |
| 2.           | Urmila Gupta                    | 0                  | 0   |
| 3.           | Amit Gupta                      | 0                  | 0   |
| 4.           | Ajay Gupta                      | 0                  | 0   |
| <b>Total</b> |                                 | <b>0</b>           | <b>0</b>  |

In terms of Regulation 31A of the Listing Regulations, the said re-classification shall require the approval of the Board, shareholders/ members of the Company and the stock exchanges where the shares of the Company are listed namely, BSE Limited ("Stock Exchanges").

The shareholders are hereby informed that, the applicant promoter and promoter group, through their Companies [i.e. companies having their control] has had filed many frivolous complaints against the company which are ongoing before different authorities to the extent of approx. Rs 4.50 crores the details of which are given hereunder:

- On 29<sup>th</sup> September 2023, the company received a Notice from the National Company Law Tribunal (NCLT) regarding application filed by Precision Autocastings Private Limited (Operational Creditor) under Section 9 of Insolvency and Bankruptcy Code, 2016 to initiate Company Insolvency Resolution Process against Outstanding dues of supplies made by Precision Autocastings Private Limited to Universal Autofoundry Limited, the Case is still pending.
- On 12<sup>th</sup> October 2023, the company received a Notice from KVG High Tech Auto Components Private Limited under provisions of section 18(1) of delayed payment to Micro Small Enterprises of Micro Small and Medium Enterprises Development Act, 2006, regarding non-payment for supplied goods to the Company as per work order within 45 days, for which the company replied on 8<sup>th</sup> November, 2023, that payment had been made and if there were still difference exists in the books then it was only against the purchase return and pricing difference and debit notes were also issued for them.
- On 17<sup>th</sup> October, 2023, the Company received a Notice from M/s Unicast under provisions of section 18(1) of delayed payment to Micro Small Enterprises of Micro Small and Medium

Enterprises Development Act, 2006, regarding non-payment for supplied goods to the Company as per work order within 45 days, for which the company replied on 8th November, 2023, that payment had been made and if there were still difference exists in the books then it was only against the purchase return and pricing difference and debit notes were also issued for them.

- On 30th October, 2023, the company received a Notice from Jain Autocastings Private Limited under provisions of section 18(1) of delayed payment to Micro Small Enterprises of Micro Small and Medium Enterprises Development Act, 2006, regarding non-payment for supplied goods to the Company as per work order within 45 days, for which the company replied on 8th November, 2023, that payment had been made and if still difference existing in the books then it was only against the purchase return and pricing difference and debit notes were also issued for them.
- M/s Precision Autocasting Pvt. Ltd. has filed an Application under section 12A of the Commercial Courts Act, 2015 before Rajasthan High Court Mediation Centre, Jaipur titled as Precision Autocasting Pvt Ltd vs Universal Autofoundry Ltd for recovery of Rs. 9,74,244/- on the pretext that out of total 918 number of goods, 336 have not been received back by the Applicant upon which the present dispute has been filed under the Commercial Courts Act. Since before filing of any suit before Commercial Court, an Application under section 12A has to be filed before Mediation Centre, therefore this Application has been filed for recovery of Rs. 9,74,244/-.

The shareholders are hereby informed that the time period of transactions in all the above cases falls between June 2022 to June 2023 and in matter of case filed by Precision Autocastings Private Limited the period of transactions is from June 2022 to September 2023. The point to be taken note of is that Mr. Kishan Lal Gupta was the Chairman of Universal Autofoundry Limited till December 23, 2022 and was a whole-time director of the company till June 08, 2023.

In addition to above, the applicant promoters through their Companies as mentioned above [the applicant companies for litigations stated above] have cheated on our company by poaching our customers and by supplying goods and materials to them by approaching them directly.

Apart from this, Universal's property like Jigs and fixtures, patterns, etc. are still in their possession and they are not returning back inspite of several reminders and rather have started direct business for these parts with various customers of Universal Autofoundry Limited

The shareholders may please further apprise that the persons applying for re-classification have indirect shareholding in Universal Autofoundry Limited through our promoter group company namely AV Casters Private Limited in which the applicants has considerable shareholding of around 50%

Below is the table explaining the position and shareholding held by the applicant promoters and promoter group members in AV Casters Private Limited.

| Person applying for Re-classification | Status of Directorship in AV Casters Private Limited | Shareholding in AV Casters Private Limited |
|---------------------------------------|--|--|
| Mr. Kishan Lal Gupta                  | Director   | 37,500 (7.14%)                             |
| Mr. Amit Gupta                        | Director   | 56,250 (10.71%)                            |
| Mr. Ajay Gupta                        | Director   | 93,750 (17.86%)                            |
| Mrs. Urmila Gupta                     | Not a director                                       | 37,500 (7.14%)                             |

In addition to above, Mrs Chhavi Gupta wife of Mr Amit Gupta is also holding 37,500 Equity shares of this company totalling the shareholding control of the applicant promoters and their family to be 49.99%.

In the light of the above facts, the Board of directors of the company are of the view that this request of removal of their names from the Promoter and Promoter group of the Company cannot be accepted.

Accordingly, the Board unanimously decided to present all the facts relating to re-classification request and related matters to the shareholders for their consideration through postal ballot.

The letters received from the persons belonging to the 'promoter and promoter group' of the Company are attached herewith for information of the shareholders.

Accordingly, the shareholders are requested to approve the above resolution being passed for rejecting the request of re-classification of the names of the applicants from promoters and promoter group of the company.

Further, none of the present Promoters, Promoter Group and Key Managerial Personnel excluding the applicant promoters and promoter group may be considered interested in this resolution.

**Date: March 21, 2024**  
**Place: Jaipur**  
**Registered. Office: B-307, Road No 16 VKI**  
**Area Jaipur -302013, Rajasthan**

**By Order of The Board of Directors**  
**For Universal Autofoundry Limited**

**Sd/-**  
**Vimal Chand Jain**  
**Chairman and Managing Director**  
**DIN: 00295667**