



# UNITED COTFAB LIMITED

(Formerly Known as United Cotfab Private Limited)

CIN : L13111GJ2023PLC145961

Registered Office : Survey No. 191 Village Timba, Taluka-Dascroi, Timba,  
Ahmedabad, Dascroi, Gujarat 382425. E-mail : info@unitedcotfab.com Contact No. 9879874955

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Dated: September 06, 2024

To,  
Listing Department  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort,  
Mumbai-400001

**Symbol: COTFAB / ISIN: INE0S0I01011 (Scrip Code: 544195)**

Dear Sir/Madam,

**Sub: Submission of Notice of 1<sup>st</sup> Annual General Meeting.**

We wish to inform you that the 1<sup>st</sup> Annual General Meeting of the Company will be held on **Monday, 30<sup>th</sup> September, 2024 at 04:00 P.M. IST** through Video Conferencing (VC) or Other Audio Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses as mentioned in the Notice of 1<sup>st</sup> Annual General Meeting.

We have attached herewith the Notice of 1<sup>st</sup> Annual General Meeting of our Company for kind perusal of Stakeholders.

We would further like to inform that the Company has fixed Monday, September 23, 2024 as the cut-off date for ascertaining the names of the members holding shares in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

Thanking you

Yours faithfully,

For **United Cotfab Limited**  
(Formerly known as United Cotfab Private Limited)

**Gagan NirmalKumar Mittal**  
**Chairman and Managing Director**  
(DIN: 00593377)

**Place: Ahmedabad**

**Encl: Notice of 1<sup>st</sup> AGM**



## NOTICE OF 1<sup>ST</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **1<sup>st</sup> Annual General Meeting (AGM)** of the members of M/s. United Cotfab Limited will be held on **Monday, the 30<sup>th</sup> day of September, 2024 at 04:00 P.M (IST)** through Video Conferencing/ Other Audio Visual Means (“VC”/“OAVM”) to transact the following matter(s):

The deemed venue of the proceedings of the 1<sup>st</sup> AGM shall be the Registered Office of the Company at Survey No. 191, Village-Timba, Taluka-Dascroi, Timba, Ahmedabad, Dascroi (GJ)-382425.

### **ORDINARY BUSINESS**

#### **ITEM NO. 01- ADOPTION OF FINANCIAL STATEMENTS**

To Receive, Consider and Adopt Audited Financial Statements (Standalone) of the company for the financial year ended on 31<sup>st</sup> March, 2024 and the reports of the Board of Director’s and the Auditor’s thereon.

“**RESOLVED THAT** the Audited Financial Statements (Standalone) of the Company for the financial year ended on 31<sup>st</sup> March, 2024 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024, the statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date along with the Notes appended thereto and Reports of the Auditors and Directors Report thereon, as circulated to the members, be and are hereby considered and adopted.”

#### **ITEM NO. 02- APPOINTMENT OF MR. NIRMALKUMAR MANGALCHAND MITTAL (DIN: 01528758) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint Mr. Nirmalkumar Mangalchand Mittal (DIN: 01528758), who retires by rotation as a Director and being eligible, has offered himself for re-appointment, as a Director. In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nirmalkumar Mangalchand Mittal (DIN: 01528758), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment Thus, be and is hereby appointed as a Director of the Company.

#### **ITEM NO. 03- APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION FOR PERIOD OF FIVE CONSECUTIVE YEARS:**

Appointment of M/s. Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) as Statutory Auditor of the Company to hold office as such from the conclusion of this 1<sup>st</sup> Annual General Meeting until the conclusion of 6<sup>th</sup> Annual General Meeting of the Company and to authorize the Board of Directors to fix their fees in consultation with the Auditor.

**Explanation:** Under Section 139 of the Companies Act, 2013 (“the Act”) and the Rules made there under, every Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Further, section also provides for rotation of the statutory auditors on completion of the maximum term permitted under the said section. The Company has received written consent from M/s. Rajiv Shah & Associates, Chartered Accountants Ahmedabad (Firm Registration (No. 108554W) and also received certificate to the effect



that they are eligible and qualified to be appointed as such and have not incurred any disqualification cited under Section 141(3) of the act.

In line with the requirements of the Act, the Audit Committee has proposed and the Board of Directors has recommended the reappointment of M/s. Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of this 1<sup>st</sup> Annual General Meeting till the conclusion of 6<sup>th</sup> Annual General Meeting of the Company.

Accordingly, the appointment of Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) is being placed before the shareholders for their approval by way of an Ordinary Resolution.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions if any of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Rajiv Shah & Associates, Chartered Accountants (Firm Registration No. 108554W) be and are hereby re-appointed as Statutory Auditors of the Company for a term of 5 consecutive years i.e. from the conclusion of this 1<sup>st</sup> Annual General Meeting till the conclusion of 6<sup>th</sup> Annual General Meeting of the Company at such remuneration shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.

**“RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts deeds things matters and to execute all such documents as may be required to give effect to this Resolution.”

## **SPECIAL BUSINESSES**

### **ITEM NO. 04: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2024-25:**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) per annum plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. M.I. Prajapati & Associates, Cost & Management Accountants, Ahmedabad appointed by the Board of Directors in their meeting held on September 06, 2024, as Cost Auditor of the Company, based on the recommendations of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including its committee of Directors thereof, be and are hereby Authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 05: APPOINTMENT OF MS. SEJALBEN SHANTILAL PARMAR (DIN: 07401639) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 16(1)(b), Regulation 17(1)(c) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Ms. Sejalben Shantilal Parmar (DIN: 07401639), who was appointed as an Additional Independent Director by the Board of Directors of the Company in their meeting held on September 06, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who is eligible for appointment as an Independent Director in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years commencing from September 30, 2024.

**“RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

**ITEM NO. 06: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. VINOD SPINNERS PRIVATE LIMITED FOR FY. 2024-25:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Vinod Spinners Private Limited, ( Companies where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Vinod Spinners Private Limited (Companies, for an aggregate value not exceeding Rs. 100 crore (Rupees One Hundred Crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.”



**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”.

**“RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

**ITEM NO. 07: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. UNITED POLYFAB GUJARAT LIMITED FOR FY. 2024-25:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with United Polyfab Gujarat Limited, ( Companies where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and United Polyfab Gujarat Limited (Companies, for an aggregate value not exceeding Rs. 100 crore (Rupees One Hundred Crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent



that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”.

**“RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

**ITEM NO. 08: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. UNITED POLYFAB PRIVATE LIMITED FOR FY. 2024-25:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with United Polyfab Private Limited, ( Companies where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and United Polyfab Private Limited (Companies, for an aggregate value not exceeding Rs. 50 Crore (Rupees Fifty crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc. on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”

**“RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

**ITEM NO. 09: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. VISHAN INTERNATIONAL LLP FOR FY. 2024-25:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** Pursuant to provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Vishan International LLP, (LLP where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Vishan International LLP (Companies, for an aggregate value not exceeding Rs. 50 Crore (Rupees Fifty crore) for sale, purchase or supply of any goods or materials, during the Financial Year 2024-25, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution”

**“RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

**For and on behalf of Board of Directors,  
United Cotfab Limited**  
*(Formerly Known as United Cotfab Private Limited)*

**Sd/-  
Gagan NirmalKumar Mittal  
Chairman and Managing Director  
DIN: 00593377**

**Place: Ahmedabad  
Date : September 06, 2024**

**NOTES:**

1. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto and forms part of this Notice.
2. Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25 September 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 06 October 2023 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), have permitted holding Annual General Meeting ("AGM") through VC/ OAVM, without physical presence of the Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 14th AGM is being conducted through VC/OAVM herein after called as "e-AGM". **The deemed venue of the proceedings of the 1st AGM shall be the Registered Office of the Company at Survey No. 191, Village-Timba, Taluka-Dascroi, Timba, Ahmedabad, Dascroi (GJ)-382425.**

3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend and vote at the AGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to vote, to the Scrutinizer on their e-mail ID at [welcom2pcs@gmail.com](mailto:welcom2pcs@gmail.com) with a copy marked to [info@unitedcotfab.com](mailto:info@unitedcotfab.com) .
7. 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. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note.
8. The Company has appointed **Purva Sharegistry (India) Private Limited**, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the 1<sup>st</sup> Annual General Meeting and the attendant enablers for conducting of the e-AGM.
9. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2023-24 has been available on the website of the Company at [www.unitedcotfab.com](http://www.unitedcotfab.com). The Notice can also be accessed from the





websites of the Stock Exchange i.e. Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:

- a) 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), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [info@unitedcotfab.com](mailto:info@unitedcotfab.com).
- b) 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 Aadhaar Card) to [info@unitedcotfab.com](mailto:info@unitedcotfab.com).
- c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
- d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited, 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai (MH)- 400 011, E-Mail ID: [support@purvashare.com](mailto:support@purvashare.com) by following the due procedure.
- e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited to enable servicing of notices / documents/ annual Reports electronically to their e-mail address.

11. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

14. The Company has fixed its first cut-off date as August 30, 2024 for the purpose of dispatch of Notice of AGM along with Annual report. Any person who acquires shares after the first cut-off date but before the record date i.e September 23, 2023 may obtain the ID-password from the Company's RTA i.e **Purva Shareregistry (India) Private Limited**.

15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

16. The Company has appointed M/s. Paliwal & Co., Company Secretaries (M. No. 32500 and COP No. 12119), Practicing Company Secretaries to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.



17. The members may cast their votes through electronic voting system (remote e- voting). The remote e-voting period will commence at 9.00 a.m. on Friday, September 27, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. In addition, the facility for e-voting shall also be made available during the AGM.
18. Members participating in the AGM through Video Conference/ Other Audio Visual Means who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to participate in the AGM; however, they shall not be eligible to vote at the meeting.
19. The procedure and instructions for remote e-voting are, as follows:

***Process and manner for members opting for voting through electronic means and participating at the annual general meeting through VC/OAVM:***

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
  - a) There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 23, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - b) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 23, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
  - c) The remote e-voting will commence on 9:00 a.m. on Friday, September 27, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, September 23, 2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
  - d) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - e) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, September 23, 2024

**Instructions for Casting Votes by Remote E-Voting**

The remote e-voting period begins on Friday, September 27, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital



of the Company as on the cut-off date, being i.e. Monday, September 23, 2024.

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

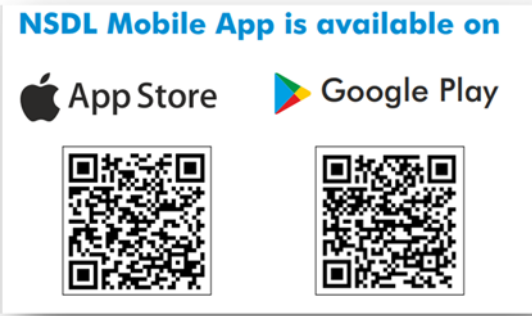
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system:**

#### **A) Login method for e-Voting and joining virtual meeting 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.

<b>Login method for Individual shareholders holding securities in demat mode is given below:</b>	
<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. <b>Existing 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.</li> <li>2. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on <b>company name or 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>3. 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>4. 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>company name or e-Voting service provider i.e. NSDL</b> and you will be redirected to eVoting website of NSDL for casting your vote during the</li> </ol>

	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="635 443 1168 757" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </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 <b>login icon &amp; My Easi New (Token) Tab</b> 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 or joining virtual meeting &amp; voting during the meeting. 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; <b>New System My easi Tab</b> and then click on registration option.</li> <li>4. Alternatively, the user can directly access <b>e-Voting page</b> by providing Demat Account Number and PAN No. from 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login</p>	<p>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</p>



through their depository participants	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 or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.co.in">evoting@nsdl.co.in</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 e-Voting and joining virtual meeting 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?	
<ol style="list-style-type: none"> <li>1. 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.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</li> <li>4. Your User ID details are given below :</li> </ol>	
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***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered.</b></p>		
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>		

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 email to [welcome2pcs@gmail.com](mailto:welcome2pcs@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 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@unitedcotfab.com](mailto:cs@unitedcotfab.com)
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@unitedcotfab.com](mailto:cs@unitedcotfab.com). 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 and joining virtual meeting 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.

#### The instructions for members for e-voting on the day of the EGM/AGM are as under:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.



4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the EGM/AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@unitedcotfab.com](mailto:cs@unitedcotfab.com). The same will be replied by the company suitably.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

20. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.
21. The results declared along with the report of Scrutinizer shall be placed on the website of the Company immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.



**CONTACT DETAILS:**

Company	<p><b>UNITED COTFAB LIMITED</b>  <u>Reg. Office:</u> Survey No. 191, Village-Timba, Taluka-Dascroi, Timba, Ahmedabad, Dascroi - 382425, Gujarat, India.  <u>Corporate Office:</u> Survey No.238, 239, Shahwadi Nr Pirana Octroi Naka, Narol, Ahmedabad 382405, Gujarat, India.            Contact Person: CS Muskan Kashyap            Mobile No: +91 987987 4955            Email Id: <a href="mailto:info@unitedcotfab.com">info@unitedcotfab.com</a>, <a href="mailto:cs@unitedcotfab.com">cs@unitedcotfab.com</a>            Website: <a href="http://www.unitedcotfab.com">www.unitedcotfab.com</a></p>
Registrar and Transfer Agent	<p><b>Purva Sharegistry (India) Private Limited</b>            Address: 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011, Maharashtra, India.            Tel. Number: +91 022 4961 4132 / 3199 8810            Fax- +91 022 2301 2517            Email Id: <a href="mailto:support@purvashare.com">support@purvashare.com</a>            Investors Grievance            Id: <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a>            Website: <a href="http://www.purvashare.com">www.purvashare.com</a></p>
E-Voting Agency & VC / OAVM	<p>Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>            NSDL help desk: 1800 1020 990 and 1800 22 44 30.            You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p>
Scrutinizer	<p>M/s Paliwal &amp; Co.,            Company Secretaries            Email: <a href="mailto:welcome2pcs@gmail.com">welcome2pcs@gmail.com</a>            Contact No. +91 8000133307</p>

**ANNEXURE TO NOTICE****Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and / or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****In respect of Item No. 04: Ratification of Remuneration Payable to Cost Auditor for the Financial Year 2024-25: Ordinary Resolution**

The Board of Directors of the Company, upon the recommendation of the Audit Committee, has approved the appointment of M/s. M.I. Prajapati & Associates, Cost & Management Accountants, Ahmedabad to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of Rs. 30000/- (Rupees Thirty Thousand Only) per annum as applicable, at its meeting held on September 06, 2024.

In pursuance of Section 148 of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 04 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board recommends the passing of Ordinary Resolution as set out at Item No. 03 of the Notice by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 03 of the Notice.

**In respect of Item No. 05: Appointment of Ms. Sejalben Shantilal Parmar (DIN: 07401639) as an Independent Director of the company: Special Resolution**

Members be informed that to comply with the provisions of Section 149 of the Companies Act, 2013, Ms. Sejalben Shantilal Parmar (DIN: 07401639) was appointed as an Additional Independent Director of the Company w.e.f September 06, 2024 by the Board of Directors of the Company. Ms. Sejalben Shantilal Parmar holds office upto the conclusion of the date of this Annual General Meeting.

Keeping in view her experience and knowledge and upon receipt of recommendation of Nomination and Remuneration Committee and notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a member of the Company recommending her candidature for the office of Director, the Board recommends the appointment of Mrs. Sejalben Shantilal Parmar (DIN: 07401639) as an Independent Director for a period of 5 (five) years commencing from September 30, 2024.

Mrs. Sejalben Shantilal Parmar (DIN: 07401639) possesses Master degree in the field of arts and the requisite knowledge, experience and skill for the position of the Independent Director. Further, she is not related to any of the Directors of the Company.

In the opinion of the Board, Ms. Sejalben Shantilal Parmar fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Ms. Sejalben Shantilal Parmar as an Independent Director is now being placed before the Members for their approval.



None of the Directors (Except Ms. Sejalben Shantilal Parmar) and Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

The Board of Directors at its meeting held on September 06, 2024 recommended the resolution set out at Item no. 5 to be passed as a Special Resolution by the members.

**In respect of Item No. 06: Approval of Material Related Party Transaction(S) With M/s. Vinod Spinners Private Limited for FY. 2024-25: Ordinary Resolution**

Pursuant to Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder state that any related party transaction in relation to sale, purchase or supply of goods or material, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the last audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution.

Further, Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides the non- applicability of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) on companies listed on SME exchange for the related party transactions.

During the Financial Year 2024-25, the Company, proposes to enter into certain related party transaction(s) with Vinod Spinners Private Limited as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds.

Accordingly, transaction(s) entered with Vinod Spinners Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The Board of Directors, at its meeting held on April 04, 2024, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved an aggregate limit not exceeding Rs. 100 crores per company for transactions involving purchase and sales for the Financial Year 2024-25, with Vinod Spinners Private Limited, related parties within the definition of Section 2(76) of the Act.

Except Mr. Gagan Mittal & Mr. Nirmalkumar Mittal along with and/or his relatives are concerned or interested in the resolutions. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 06 of the Notice.

The Board recommends the relevant **Ordinary resolution** set forth at Item no. 06 in the Notice for the approval of the Members for the said Related Party Transaction(s) proposed to be entered by our Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Vinod Spinners Private Limited are as follows:

Sl.	Particulars	Remarks
1.	Name of Related Parties	Vinod Spinners Private Limited



2.	<b>Name of the Director or KMP who is related</b>	Mr. Nirmalkumar Mangalchand Mittal
3.	<b>Nature of Relationship</b>	Mr. Nirmalkumar Mangalchand Mittal is promoter & director of United Cotfab Limited and Promoter & Director of Vinod Spinners Private Limited.
4.	<b>Type of transaction</b>	Purchase & Sale
5.	<b>Monetary Value</b>	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 100 Crores for FY 2024-25 with Vinod Spinners Private Limited.
6.	<b>Justification as to why the RPTs are in the interest of the Company</b>	Company has taken approval for Sale of Products and Raw Materials to fulfil temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation.
7.	<b>Nature materials terms and particulars of the Contracts/arrangements/</b>	Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
8.	<b>Any advance paid or received for the contracts/arrangements</b>	As per industry norms customs and usages.
9.	<b>Tenure of contracts/arrangement</b>	April 1, 2024 to March 31, 2025 and onwards
10.	<b>Any other information relevant or important for the members to take a decision on the proposed resolution.</b>	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

**In respect of Item No. 07, 08 and 09: Approval of Material Related Party Transaction(S) With M/s. United Polyfab Gujarat Limited, United Polyfab Private Limited & Vishan International LLP for FY. 2024-25: Ordinary Resolution**

Pursuant to Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder state that any related party transaction in relation to sale, purchase or supply of goods or material, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the last audited financial statement for the preceding financial year shall not be entered into by the company except with the prior approval of the Company by a resolution.

Furthermore, Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 states the non- applicability of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) on companies listed on SME exchange for the related party transactions.



During the Financial Year 2024-25, the Company, proposes to enter into certain related party transaction(s) with United Polyfab Gujarat Limited, United Polyfab Private Limited & Vishan International LLP as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds.

Accordingly, transaction(s) entered with United Polyfab Gujarat Limited, United Polyfab Private Limited & Vishan International LLP comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The Board of Directors, at its meeting held on April 04, 2024, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved an aggregate limit not exceeding Rs. 100 Crores, Rs. 50 Crore and Rs. 50 Crores respectively per company for transactions involving purchase and sales for the Financial Year 2024-25, with above mentioned related parties within the definition of Section 2(76) of the Act.

Except Mr. Gagan Mittal & Mr. Nirmalkumar Mittal along with and/or his relatives are concerned or interested in the resolutions. None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 06 of the Notice.

The Board recommends the relevant **Ordinary resolution** set forth at Item no. 07, 08 and 09 in the Notice for the approval of the Members for the said Related Party Transaction(s) proposed to be entered by our Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Vinod Spinners Private Limited are as follows:

		Item No. 7	Item No. 8	Item No. 9
Sl.	Particulars	Remarks	Remarks	Remarks
1.	Name of Related Parties	United Polyfab Gujarat Limited	United Polyfab Private Limited	Vishan International LLP
2.	Name of the Director or KMP who is related	Mr. Nirmalkumar Mangalchand Mittal & Mr. Gagan Nirmalkumar Mittal	Mr. Nirmalkumar Mangalchand Mittal & Mr. Gagan Nirmalkumar Mittal	None of the directors are related
3.	Nature of Relationship	Mr. Nirmalkumar Mangalchand Mittal is promoter & director of United Cotfab Limited and promoter & director of United Polyfab Gujarat Limited.	Mr. Nirmalkumar Mangalchand Mittal is promoter & director of United Cotfab Limited and promoter & director of United Polyfab Private Limited.	Vishan International LLP is part of promoter group of United Cotfab Limited.
4.	Type of transaction	Purchase & Sale	Purchase & Sale	Purchase & Sales
5.	Monetary Value	The estimated aggregate value of transaction for the matters proposed in the resolution shall not exceed Rs. 100 Crores for FY 2024-25.	The estimated aggregate value of transaction for the matters proposed in the resolution shall not exceed Rs. 50 Crores for FY 2024-25	The estimated aggregate value of transaction for the matters proposed in the resolution shall not exceed Rs. 50 Crores for FY 2024-25
6.	Justification as to why the RPTs are in the interest of the Company	Company has taken approval for Purchase and Sale of Products and Raw Materials to	Company has taken approval for Purchase and Sale of Products and Raw Materials	Company has taken approval for Purchase & Sale of Products and Raw Materials



		fulfill temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation	to fulfil temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation.	to fulfil temporary shortage of any products or Raw Materials and to co-ordinate at the time of unavailability or unfavourable situation.
7.	<b>Nature materials terms and particulars of the Contracts/arrangements /</b>	Purchase and Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis	Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.	Sale of Products and Raw Materials and these are dependent on the requirement of both for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
8.	<b>Any advance paid or received for the contracts/arrangements</b>	As per industry norms customs and usages.	As per industry norms customs and usages.	As per industry norms customs and usages.
9.	<b>Tenure of contracts/arrangement</b>	April 1, 2024 to March 31, 2025 and onwards	April 1, 2024 to March 31, 2025 and onwards	April 1, 2024 to March 31, 2025 and onwards
10.	<b>Any other information relevant or important for the members to take a decision on the proposed resolution.</b>	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.		

**For and on behalf of Board of Directors,  
United Cotfab Limited**  
*(Formerly Known as United Cotfab Private Limited)*

**Sd/-  
Gagan NirmalKumar Mittal  
Chairman and Managing Director  
DIN: 00593377**

Place: Ahmedabad  
Date : September 06, 2024



**Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI:**

**Item No. 2:**

<b>Name</b>	<b>Mr. Nirmalkumar Mangalchand Mittal</b>
<b>Date of Birth</b>	May 08, 1957
<b>Qualification</b>	-
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	Mr. Nirmalkumar Mangalchand Mittal is having 40 years of experience in textile business.
<b>No. of Shares held as on March 31, 2024</b>	6,003,000 Equity Shares
<b>Terms &amp; Conditions</b>	Liable to retire by rotation
<b>Remuneration Last Drawn</b>	Rs. 31,250/-
<b>Remuneration sought to be paid</b>	Rs. 31,250/-
<b>Number of Board Meetings attended during the Financial Year 2023-24</b>	14 out of 14
<b>Date of Original Appointment</b>	November 02, 2023
<b>Date of Appointment in current terms</b>	November 02, 2023
<b>Directorships held in other public companies including deemed public companies and excluding our Company, Section 8 Companies, Struck off Companies and LLPs.</b>	1. United Polyfab Gujarat Limited
<b>Memberships / Chairmanships of committees of public companies*</b>	Membership – 1 Committees Chairmanship – Nil
<b>Inter-se Relationship with other Directors.</b>	Father of Mr. Gagan Nirmalkumar Mittal
<b>Information as required pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018</b>	Mr. Nirmalkumar Mittal is not debarred from holding the office of director pursuant to any SEBI order or any other authority
<b>Listed Entities from which Director has resigned as Director in past 3 years.</b>	NIL

\*Committee includes the Audit Committee and Stakeholders' Grievance Committee



To,

**Purva Sharegistry (India) Private Limited**

9 Shiv Shakti Industrial Estate, J.R. Boricha Marg,  
Near Lodha Excelus, Lower Parel East,  
Mumbai - 400 011, Maharashtra, India

Dear Sir/Ma'am,

**Sub: Updation of Shareholder Information**

**Ref: UNITED COTFAB LIMITED (CIN: L13111GJ2023PLC145961)**

I/we request you to record the following information against my/our folio no;

Folio Number/DPID/Client ID	No of Shares Held :	
Name of the Shareholder	1. 2.	
Address of The First Holder		
Email Id		
PAN		Telephone No(s)
Specimen Signature(s)	1.	2.
<b>Attestation By Bank Under Their Stamp</b>		
Name of the officer		
Authorization Code Number		
Contact Number		

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made thereunder, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

Place:

Signature

Date:

\_\_\_\_\_  
Signature of sole/ First Holder

**Note:**

- Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
- Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
- Attach following documents along with form;
  - Attested copy of the PAN card.
  - Attested copy of Aadhar Card/Passport/ration Card/Driving License/Voter Id (any one) (If PAN card is not obtained)
  - Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
  - In case of death of any holder kindly send attested copy of the death certificate.