

U. H. ZAVERI LIMITED

Regd. Off.: GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road
Ahmedabad – 382350, Gujarat
CIN: L74999GJ2017PLC098848

E-Mail: uhzl.compliance@gmail.com Website: www.uhzaveri.in Phone: 079-22703991

Date: 7th September, 2021

To
The General Manager-Listing
Corporate Relationship Department
The BSE Limited
Phiroz Jeejeebhoy Tower
Dalal Street, Mumbai-400001

SUBJECT: Submission of Notice of Annual General Meeting under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Ref: U. H. ZAVERI LIMITED (Script Code - 541338)

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 2:00 p.m. at the registered office of the company. The aforesaid notice is being sent to all eligible shareholders through permitted mode and is also available on the website of the Company at www.uhzaveri.in.

This is for your information and records.

Yours faithfully,

For U. H. ZAVERI LIMITED

Hitesh

Hitesh M. Shah
Managing Director
(DIN: 07907609)



NOTICE is hereby given that the 4th **ANNUAL GENERAL MEETING** of the members of **U. H. ZAVERI LIMITED** (“the Company”) will be held as scheduled below:

Date : 30th day of September, 2021

Day : Thursday

Time : 2:00 P.M.

Place : At registered office of the Company situated at
GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road Ahmedabad –
382350, Gujarat

To transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31, 2021 together with Report of Board of Directors and Auditors’ Report thereon.
2. To Appoint a Director in place of **Mrs. Sunitaben H. Shah (DIN:07907643)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider, and if thought fit, to pass with or without modification(s), the following as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the Consent of the Members be and is hereby accorded for revision in remuneration of Mr. Hitesh Mahendrakumar Shah (DIN :07907609), Managing Director, with effect from April 1, 2021 for the remaining period of his tenure ending on December 26, 2022.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Hitesh Mahendrakumar Shah, Managing Director with effect from April 1, 2021 shall be as under:

- Salary: Not exceeding Rs.12,00,000/- per annum with effect from April 1, 2021 inclusive of all perquisite.

“RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Hitesh Mahendrakumar Shah, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances not exceeding Rs.12,00,000/- (Rupees Twelve Lakhs Only) per annum for the remaining period in case the Company has no profits or its profit are inadequate.”

“RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Hitesh Mahendrakumar Shah, Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged

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

Place: Ahmedabad
Date: September 7, 2021

**BY ORDER OF THE BOARD OF DIRECTORS OF
U. H. ZAVERI LIMITED**

Registered Office:
GF/2, Manish Complex,
Indrajit Tenaments, Opp-Diamond Mill,
Nikol Road, Ahmedabad – 382350, Gujarat

Sd/-
Hitesh M. Shah
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.

3. The Register of Members and Share Transfer Books will remain closed from September 24, 2021 to September 30, 2021 (both days inclusive) for the purpose of Annual General Meeting (AGM).

4. 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 the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.

5. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

6. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

7. 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.

8. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

9. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, KFIN TECHNOLOGIES PRIVATE LIMITED for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. **The Annual Report of the company will also be available on the Company's website www.uhzaveri.in.**

11. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, will be available for inspection by the members at AGM.

13. The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.

14. BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2 are as follows.

Particular	Mrs. Sunitaben H. Shah
Date of Birth	11/01/1979
Date of Appointment	28/08/2017
Qualification	She has done Matriculation
Brief Profile and Nature of Expertise	Mrs. Sunitaben H. Shah is an Executive Director and Promoter of our Company. She joined the company since inception. She looks after the designing department of the Company. With over 8 years of experience, she brings skills in designing the jewellery and has vast knowledge of current trends in jewellery industry. She guides the artisans in jewellery designing as per the customer's requirement.
Terms & Conditions of Appointment / Re-	Subject to such terms and conditions of

appointment	appointment as Executive Director
Relationships between Directors inter se	She is wife of Hitesh M. Shah and Daughter in law of Mahendrakumar H. Shah
Directorship held in other companies	Nil
Membership/Chairmanships of Committee in other Public Companies	Nil
No. of shares held in the Company	1,56,960
No. of Board Meetings attended during the Year	8 out of 8

Place: Ahmedabad
Date: September 7, 2021

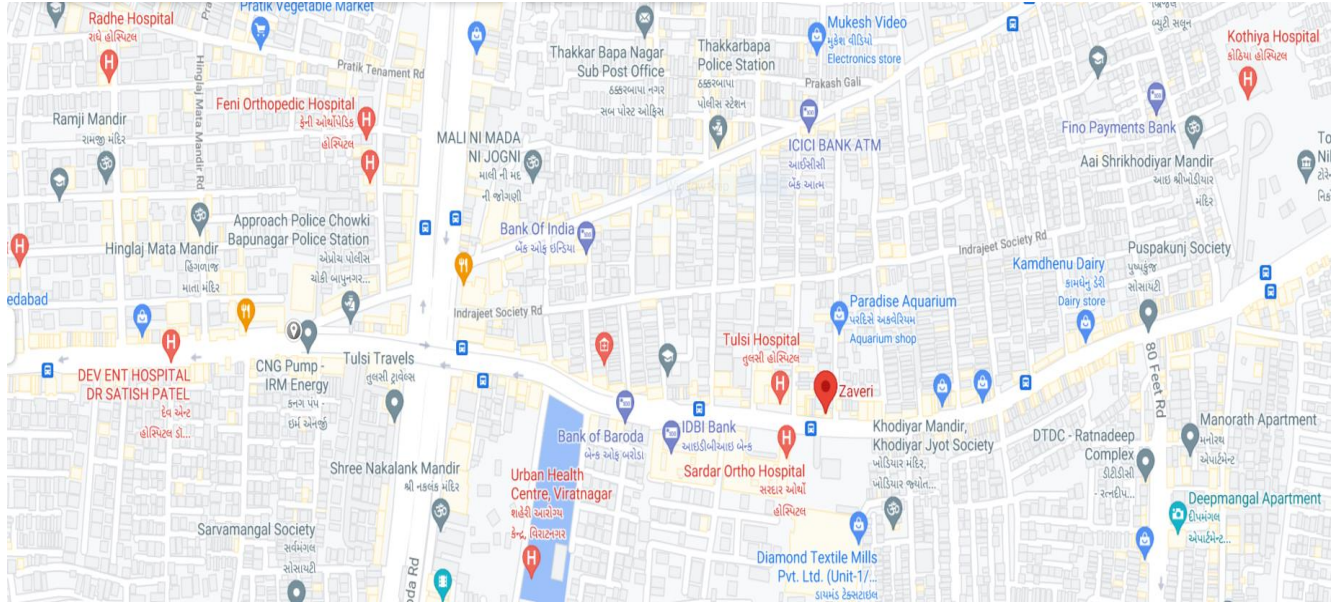
**BY ORDER OF THE BOARD OF DIRECTORS OF
U. H. ZAVERI LIMITED**

Registered Office:
GF/2, Manish Complex,
Indrajit Tenaments, Opp-Diamond Mill,
Nikol Road Ahmedabad – 382350, Gujarat

Sd/-
Hitesh M. Shah
Managing Director

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

**GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road
Ahmedabad – 382350,**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3:**

Mr. Hitesh Mahendrakumar Shah, is the Promoter and Managing Director of the company. He has been appointed as the Director since incorporation and designated as Managing Director of the Company with effect from December 27, 2017.

Mr. Hitesh Mahendrakumar Shah, aged 44 years, have successfully managed various phases of expansion and growth of our business and operations. He has more than 20 years of experience in Jewellery Industry and has been instrumental in formulating growth strategy of our company.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Hitesh Mahendrakumar Shah, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the salary of Mr. Hitesh Mahendrakumar Shah, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 3 of the accompanying notice w.e.f. April 1, 2021 for the remaining period of his tenure i.e. upto December 26, 2022.

Where in any financial year, during the currency of the tenure of Mr. Hitesh Mahendrakumar Shah as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 3 of the accompanying notice, subject to the limits and conditions as prescribed under Schedule V of the Companies Act , 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profit, the remuneration can be paid by the Company to its managerial personnel within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting has already approved the above remuneration payable to Mr. Hitesh Mahendrakumar Shah, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.

Considering Mr. Hitesh Mahendrakumar Shah's experience in Jewellery Industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Hitesh Mahendrakumar Shah, are in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No.3 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under Section-II, Pari-II of Schedule V to the Companies Act, 2013

I. General Information			
1	Nature of Industry	The Company is engaged in trading of precious metals and Jewellery Industry	
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2017	
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
	Financial performance based on given indicators	Particulars	2020-21 (as per Audited Financials Report) (In Rs.)
		Paid up Capital	6,11,64,000
		Reserves and Surplus	7,03,39,340
		Total Revenue from Operations	7,01,51,695
		Total Expenses	6,84,91,219
		Profit before Tax	16,60,476
		Tax Expenses including Deferred Tax	2,16,986
	Profit after Tax	14,43,490	
	Foreign investments or collaborators, if any	Not applicable	
II Information about the Appointee:			
	Background detail	Mr. Hitesh Mahendrakumar Shah has been on the board of the company since 2017. He is having valuable experience of more than 20 years in Jewellery Industry and has been	

		instrumental in formulating growth strategy of the company
	Past Remuneration (per month)	
	Job profile and his suitability	<p>As a Managing Director, Mr. Hitesh Mahendrakumar Shah, is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them by the Board.</p> <p>Mr. Hitesh Mahendrakumar Shah is of proven caliber and skill and having wide ranging experience in the industry.</p> <p>Mr. Hitesh Mahendrakumar Shah, shall have all powers and duties as the Board may determine from time to time.</p>
	Remuneration proposed	Not exceeding Rs.12,00,000/- (Rupees Twelve Lakhs Only) per annum
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, profile of Mr. Hitesh Mahendrakumar Shah, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the remuneration and receiving of rent against property rented to the Company, the Mr. Hitesh Mahendrakumar Shah does not have any pecuniary relationship with the Company.</p> <p>Mr. Hitesh Mahendrakumar Shah is husband of Mrs. Sunitaben H. Shah, Director of the Company.</p> <p>Mr. Hitesh Mahendrakumar Shah is promoter of the Company and his shareholding as on March 31, 2021 is 35,83,719 shares in the share capital of the Company.</p>

III	Other Information	
	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profit in measurable terms.

Place: Ahmedabad
Date: September 7, 2021

**BY ORDER OF THE BOARD OF DIRECTORS OF
U. H. ZAVERI LIMITED**

Registered Office:
GF/2, Manish Complex,
Indrajit Tenaments, Opp-Diamond Mill,
Nikol Road Ahmedabad – 382350, Gujarat

Sd/-
Hitesh M. Shah
Managing Director



Registered Office: GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road Ahmedabad – 382350, Gujarat

Email- uhzl.compliance@gmail.com Tele No- 079-22703991/92 Website: www.uhzaveri.in

4th Annual General Meeting – Thursday, September 30, 2021

ATTENDANCE SLIP

Folio No. /Client Id:	
Name of Shareholder:	
Address of Shareholder:	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 2.00 PM at **GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road Ahmedabad – 382350, Gujarat.**

Signature of the Member

Notes:

- A. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- B. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Member/Proxy should bring his/her copy of the Notice of Annual General Meeting for reference at the meeting.



U. H. Zaveri Limited

Registered Office: GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road Ahmedabad – 382350, Gujarat

Email- uhzl.compliance@gmail.com Tele No- 079-22703991/92 Website: www.uhzaveri.in

Form MGT-11 PROXY FORM

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

4th Annual General Meeting – Wednesday, September 30, 2021

Name of the shareholder(s): _____

Registered Address: _____

E-mail ID: _____ Folio No ./Client Id : _____ DP ID : _____

I/We, being member(S) of U. H. Zaveri Limited, holding _____ share of the company, hereby appoint

A: Name _____

Address: _____

E-mail ID: _____

Signature: _____ Or failing him/her

B: Name _____

Address: _____

E-mail ID: _____

Signature _____ Or failing him/her

C: Name _____

Address: _____

E-mail ID: _____

Signature: _____ Or failing him/her

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the 4th Annual General Meeting of the Company to be held on – Thursday, September 30, 2021 at 2.00 PM at GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road Ahmedabad – 382350, Gujarat, India. And/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	VOTING	
		FOR	AGAINST
Ordinary Business			
1.	To receive, consider and adopt Audited Financial Statement of the Company for the financial year ended on March 31, 2021 together with Report of Board of Directors and Auditors' Report thereon.		
2.	To appoint a Director in place of Mrs. Sunitaben H. Shah (DIN:07907643) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.		
Special Business			



U. H. Zaveri Limited

1.	Revision in remuneration of Mr. Hitesh Mahendrakumar Shah (DIN :07907609), Managing Director of the Company		
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Signed this..... day of..... 20....

Signature of shareholder Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.