



# U.H. Zaveri Limited

CIN L74999GJ20 17PLC098848

Date: November 13, 2023

To,  
Corporate Relations Department.  
Listing Compliance,  
BSE Limited,  
Floor 25, P.J. Tower, Dalal Street,  
Mumbai -400001

Scrip Code – 541338

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and further to our intimation dated October 20, 2023, we submit Notice of postal ballot by way of remote e-voting process for seeking approval of the members for businesses mentioned therein.

The Notice is being sent through e-mail to those members whose e-mail addresses are registered with the Company.

The remote e-voting period will commence on Tuesday, November 14, 2023, at 9:00 am and end on Wednesday, December 13, 2023, at 5:00 pm. During this period, the members holding shares either in physical mode or in demat mode, as on the cut-off date of Friday, November 10, 2023, may cast their votes electronically.

Kindly acknowledge receipt of the above.

Thanking You,

Yours Faithfully,

For and on behalf of  
For, U. H. ZAVERI LIMITED

Hiteshkumar M Shah  
Digitally signed by  
Hiteshkumar M Shah  
Date: 2023.11.13  
10:46:05 +05'30'

Hitesh M. Shah  
Managing Director  
(DIN: 07907609)



# U.H. Zaveri Limited

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Dear Sir / Madam,

Further to the outcome of meeting of the Board of directors of the Company dated October 19, 2023, we hereby enclose a copy of the postal ballot notice dated November 8<sup>th</sup>, 2023 ("Postal Ballot Notice"). Postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Friday 10<sup>th</sup> November, 2023 ("Cut-off date")**.

The Company has engaged the services of National Securities Depository Limited ("NDSL") to provide remote e-voting facility to its Members. The remote e-voting period **commences from 9.00 A.M. (IST) on Tuesday 14<sup>th</sup> November, 2023 and ends at 5.00 P.M. (IST) on Wednesday 13<sup>th</sup> December, 2023**. The e-voting module shall be disabled by NDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company's website [www.uhzaveri.in](http://www.uhzaveri.in) and on the website of NDSL [www.nsdl.com](http://www.nsdl.com) .

You are requested to kindly take the above information on record.

Thanking You,

Yours Truly



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## **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]**

To,  
The Members of U. H. Zaveri Limited

**NOTICE** is hereby given pursuant to Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 05, 2022, 11/2022 dated September 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of **U. H. Zaveri Limited** to transact the Business as set out below and as contained in the Postal Ballot Notice dated **13<sup>th</sup> November, 2023 (“Postal Ballot Notice”)**, by passing the said resolutions through Postal Ballot, only by way of remote e-voting process. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

The Postal Ballot Notice is being sent by e-mail only to those eligible Members who are on **Record Date (10<sup>th</sup> November 2023)** and have already registered their e-mail



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address with the Depositories / their depository participant / the Company's Registrar and Share Transfer Agents (KFIN Technologies Ltd.) / the Company.

In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in remote e-Voting on the (1 nos. of resolution) placed by the Company on e-Voting system.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	09:00 AM; 14 <sup>th</sup> November, 2023
End of e-Voting	05:00 PM; 13 <sup>th</sup> December , 2023

Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5.00 p.m. (IST) on 13<sup>th</sup> December, 2023. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e. 10 November, 2023, shall cast their vote electronically. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-Voting are detailed in the Notes forming part of the attached Notice.

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 toll free no.: 1800 1020 990 /1800 224 430 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) .

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Ms. Neelam Rathi (FCS No.10993 & C. P. No: 12454), Proprietor of M/s. Neelam Somani





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& Associates, Firm of Practicing Company Secretaries, having office at Ahmedabad, Gujarat who will act as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

**The remote e-voting period commences from 9.00 A.M (IST) on Tuesday, November 14, 2023 and ends at 5.00 P.M. (IST) on Wednesday, December 13, 2023.** The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairperson of the Company by Thursday, 14<sup>th</sup> December, 2023 at the Company's registered office. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed.

The duly completed postal ballot form(s) should reach not later than 05:00 p.m. on Wednesday, December 13, 2023 otherwise it will be strictly treated as if reply from the member has not been received.

In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. [www.uhzaveri.in](http://www.uhzaveri.in)

## **PROPOSED RESOLUTIONS:**



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**ITEM NO. 1: TO INCREASE THE AUTHORISED SHARED CAPITAL AND ALTERATION IN CAPITAL CLAUSE “V” OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing INR 10,25,00,000/- (Indian Rupees Ten Crore Twenty Five Lakhs Only) divided into 1,02,50,000 (One Crore Two Lakh Fifty Thousands) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 15,25,00,000/- (Indian Rupees Fifteen Crore Twenty Five Lakhs Only) divided into 1,52,50,000 (One Crore Fifty Two Lakhs Fifty Thousand ) Equity Shares of INR 10/- (Rupees Ten Only) each by creating additional INR 5,00,00,000/-(Indian Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) of Equity Shares of INR 10/- (Rupees Ten Only) each ranking pari-pasu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

***“V. The Authorized Share Capital of the Company is INR 15,25,00,000/- (Indian Rupees Fifteen Crore Twenty Five Lakhs Only) divided into 1,52,50,000 (One Crore Fifty Two Lakhs Fifty Thousand ) Equity Shares of INR 10/- (Rupees Ten Only) each.”***

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving



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effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

## **NOTES:**

Registered office: GF/2, Manish Complex, Indrajit Tenaments, Opp. Diamond Mill, Nikol Road, Ahmedabad-382350  
E-mail:[uhzl.compliance@gmail.com](mailto:uhzl.compliance@gmail.com) Website : [www.uhzaveri.in](http://www.uhzaveri.in) Contact No. . 079 -22703991.'92



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1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.

2) Postal Ballot Notice is being sent to all the members/Beneficiaries, whose names appear as on 10<sup>th</sup> November, 2023, in the Register of members maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (NDSL). Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/ Depositories and to other shareholders by Registered Post/ Courier. Any person who is not a Member as on the said cut-off date should treat this Notice for information purposes only.

3) 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, **KFIN Technologies Limited** to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

4) The Notice is available on the Company's website <http://www.uhzaveri.in/> and the websites of the Stock Exchange viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the NDSL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .

5) The Company has appointed Ms. Neelam Rathi Proprietor of **M/s. Neelam Somani & Associates**, Practicing Company Secretaries as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Thursday, December 14, 2023 and will be displayed on the website of the Company at <http://www.uhzaveri.in/> and intimated to Stock Exchanges and shall also be intimated to NDSL and Kfin technologies Limited (RTA).



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6) The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on 10th November, 2023 (Friday). A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., 10th November, 2023) only shall be entitled to avail the facility of E-voting.

7) Voting rights in e-voting cannot be exercised by a proxy. However, corporate, and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

8) The last date for the E-voting i.e., **Wednesday December 13, 2023** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at <http://www.uhzaveri.in/> until the last date for the E-voting.

## VOTING THROUGH ELECTRONIC MEANS

In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company (“Remote e-voting”) to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members

The E-voting period begins at 09:00 a.m. IST on Tuesday 14<sup>th</sup> November, 2023 and ends at 5.00 p.m. (IST) on Wednesday, December 13, 2023. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., November 10, 2023 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by NSDL for voting thereafter.





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The instructions for electronic voting are annexed to this Notice are as under:-

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be



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re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**





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Individual Shareholders holding securities in demat mode with CDSL

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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.