

UNIVERSAL PRIME ALUMINIUM LIMITED

Regd. Office : Century Bhawan, 1st Floor
771, Dr. Annie Besant Road, Worli, Mumbai - 400 030
Tel. No. : 022 - 2430 7437
E mail : upalbby@gmail.com
Website : www.universalprime.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIVERSAL PRIME ALUMINIUM LIMITED WILL BE HELD ON FRIDAY, 20TH SEPTEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT CENTURY BHAVAN, 771, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 030 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited financial statement for the year ended 31st March 2019 along with the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Gokul Chand Damani (DIN : 00191101), who retires by rotation at this Annual General Meeting 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 resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Nawal Kishore Bagri (DIN : 08480264) who was appointed as an Additional Director on the Board of the Company on 13th June, 2019 in the category of Independent Director and who holds office up to the date of this Annual General Meeting who is eligible to be appointed as an Independent Director to hold office for a term of five consecutive years up to 12th June, 2024, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, signifying his candidature as an Independent Director of the Company and based on recommendation of Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director and that he shall not be liable to retire by rotation.”

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 and such other provisions, rules and regulations of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable, and the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee, Shri Gokul Chand Damani (DIN : 00191101) be and is hereby appointed as Whole-Time Director of the Company, for a period of three years commencing from 13th day of June, 2019 and ending on 12th day of June, 2022 on terms and conditions as given in explanatory statement subject to review from time to time by the Board of Directors.”

“**RESOLVED FURTHER THAT** Shri Gokul Chand Damani (DIN : 00191101), will work under direct control and supervision of the Board of Directors, and that the Board shall be at liberty to alter, amend, and vary the terms and conditions of his appointment in the best interest of the company.”

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“RESOLVED FURTHER THAT if in any financial year during the tenure of Shri Gokul Chand Damani (DIN : 00191101), the company incurs loss, or has inadequate profits, the company may pay such remuneration to him by way of salary, performance bonus, and other allowances, as minimum remuneration or such other minimum limit as may be, mutually agreed between the Board of Directors and said Whole-Time Director.”

“RESOLVED FURTHER THAT pursuant to the provisions of such laws, rules, and regulations (including any statutory modification(s) or re-enactments thereof for the time being in force), as may be applicable, Shri Gokul Chand Damani (DIN : 00191101), be and is hereby given complete authority and responsibility to :

1. Look after the administration and operation work in the Company.
 2. Ensure compliance with all the applicable present and future Acts, Rules, Regulations, Guidelines, Circulars, Notifications, Orders and other Directives as may be issued by the competent authorities in this regard from time to time including but not restricted to Corporate Laws, Industrial Laws, Labour Laws, Pollution Control Laws, and any other Law etc.; and
 3. Obtain various registration(s) and their renewal(s) with jurisdictional statutory and other authorities; and
 4. To get, prepare and submit various Returns, Forms, Letters, Correspondences, reply to Show Cause Notices/ Letters and other documents, money/ies etc. and obtaining and issuing receipts/ acknowledgements thereof; and
 5. To get, Prepare and maintain statutory registers and records; and
 6. Institute and defend legal cases filed by or against the company including settlement thereof or to prefer an appeal at appropriate forums or submission thereof to alternate dispute redressal mechanism; and
 7. To do all acts, deeds and things as are required from time to time for installation, erection, operation, maintenance, up-gradation, and disposal of new/ existing/ obsolete/ damaged/ worn out/ abandoned plant and machinery (including any part thereof), tools and equipments, safety equipments, pollution control equipments; and
 8. To do all acts, deeds and things as are required from time to time for providing and ensuring safety and welfare of workmen, employees, government officers and such other persons who may visit the factory premises for any purpose whatsoever, by providing requisite safety equipments, information, access, guidance, instruction, training, monitoring, and ensure maintenance of safe working conditions at the office/site and other premises belonging to the company; and
 9. To ensure Management Human Resources and Industrial Relations; and
 10. Procure raw materials and its transportation to factory/site whether by road or through railways or any other mode; and
 11. Maintenance of adequate Insurance cover against accidental or other loss or damage to plant & machineries, buildings, sheds, civil and mechanical constructions, equipments, motor vehicles and other assets; and
 12. Maintenance of adequate Insurance cover against accident, injury, death or disablement caused to any persons or employees in connection with employment or any other work or assignment.
- and to do such other acts and deeds as may be required for the smooth functioning of the business and operations of the company.”
5. To consider and thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

“RESOLVED THAT in supersession of the Resolution passed under Section 293(1) (d) of the Companies Act 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company

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(hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) pursuant to Section 180(1)(c) of the Companies Act, 2013 ("the Act") to borrow any sum or sums of money from time to time for the purpose of the Company on such terms and conditions and with or without security as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary Loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate paid up Share Capital of the Company and its free reserves provided that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs. 15 Crores (Rupees Fifteen Crores Only)"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or requisite."

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

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals, consents, sanctions and permissions, as may be necessary and as per provisions of the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any other body (ies) corporate and /or give any guarantee or provide security in connection with a loan to any other body(ies) corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody(ies) corporate up to an aggregate amount not exceeding ¹ 30 Crores (Rupees Thirty Crores Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions including finalization of the terms and conditions for giving the loans, guarantees, or providing securities or for making such investments and to execute such documents, deeds, writings, papers, and agreements as may be required and do all such further acts, deeds, matters and things, as it may in its absolute, discretion, deem fit, necessary or appropriate."

Date : July 15, 2019

BY ORDER OF THE BOARD

PRIYANKA MOTWANI

Place : Mumbai

COMPANY SECRETARY

NOTES :

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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2. The Register of Members and Transfer Books of the Company will be closed from Saturday, September 14, 2019 to Friday, September 20, 2019 (both days inclusive).
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting by not less than forty-eight (48) hours before commencement of the AGM.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Maheshwari Datamatics Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to RTA.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form: As pursuant to Notification dated June 8, 2018 except in case of transmission or transposition of securities request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository w.e.f December 5, 2018. The said date was further extended vide SEBI circular till April 1, 2019. Members can contact the Company or RTA for assistance in this regard.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CSDL) on all resolutions set forth in this Notice.
8. Members holding shares of the Company as on Friday, September 13, 2019, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
12. A route map showing directions to reach the venue of the 47th AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings.
13. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013, if any are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting.
14. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
15. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who

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hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

16. Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 Members are informed that they may nominate at any time, in the prescribed manner a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members in physical mode should file their nomination with the Company or with Registrars and Share Transfer Agents of the Company and Members holding shares in demat file their nomination with the respective Depository.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

Item No. 3

Appointment of Shri Nawal Kishor Bagri (DIN: 08480264), as Non-Executive Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee of the Board, and in compliance with the provisions of Section 149, 152 of the Companies Act, 2013 the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 the applicable provisions of the SEBI (LODR) Regulations, 2015 and the Nomination and Remuneration policy of the Company the Board appointed Mr. Nawal Kishor Bagri (DIN : 08480264), as a Non-Executive Independent Additional Director of the Company for a term of 5 (five) consecutive years with effect from 13th June, 2019. Subject to approval of the members of the Company at ensuing AGM. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Nawal Kishor Bagri (DIN : 08480264) shall hold office up to the conclusion of this Annual General Meeting and who is eligible to be appointed as an Independent Director to hold office for a term of consecutive five years up to 12th June, 2024 and that he shall not be liable to retire by rotation.

Mr. Nawal Kishor Bagri has filed requisite disclosures/consent before the Board. The Company has received an intimation from Mr. Bagri to the effect that he is not disqualified and further confirmed that he is also not debarred by the SEBI, Ministry of Corporate Affairs or any such other statutory authority to be appointed as a Director in any Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a signifying his candidature as an Independent Director of the Company. Mr. Nawal Kishor Bagri has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. Considering the knowledge, background, experience and expertise of Mr. Bagri the Nomination and Remuneration Committee and the Board are of the view that the appointment of Mr. Bagri as an Independent Director of the Company shall be of immense benefit to the Company and he is independent of management.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Nawal Kishor Bagri, and his relatives are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

Item No. 4

Appointment of Mr. Gokul Chand Damani (DIN: 00191101) as Whole-Time Director of the Company.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on 13th June, 2019, proposed appointment of Mr. Gokul Chand Damani as Whole-time Director for a period of five years with effect from 13th June, 2019 on the terms and conditions of appointment and remuneration as contained in the draft Agreement) who has attained the age of 70 (Seventy years). If in any

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financial year during the tenure of Shri Gokul Chand Damani (DIN : 00191101), the company incurs loss, or has inadequate profits, the company may pay such remuneration to him by way of salary, performance bonus, and other allowances, as minimum remuneration or such other minimum limit as may be, mutually agreed between the Board of Directors and said Whole-Time Director.

In compliance with the provisions of Section 196, 197, 198 and 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 and such other provisions, rules and regulations of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable, and the Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee, the Board are recommends the appointment of Shri Gokul Chand Damani as Whole-Time Director of the Company.

The Board commends the Special Resolution set out at Item no. 4 for approval of the Members.

No other Director or Key Managerial Personnel except Mr. Damani & his relatives is concerned or financially interested in the resolution.

Item No. 5

To borrow from time to time, any sum or sums of monies, in excess of the paid-up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.15 Crores (Rupees Fifteen Crores Only).

In supersession of all the earlier Resolutions passed in this regard, consent of the Company be and is hereby accorded, pursuant to Sections 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for borrowing from time to time, any sum or sums of money for the purposes of the Company, upon such terms and conditions and with or without security, as the Board may in its discretion think fit, notwithstanding that the money or monies to be so borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the sums already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed Rs.15 Crores (Rupees Fifteen Crores Only)."

None of the Directors /key Managerial Personnel of the Company /their relatives are in any way concerned or interested financially or otherwise in this resolution.

The Directors recommend the Resolution as stated in Item No. 5 for approval of the Members by way of Special Resolution.

Item No. 6

To make Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013 up to an amount of 1 30 Crores (Rupees thirty Crores Only).

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company is required to authorize the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or

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provided by the Company, from time to time, in future, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of RS. 30 Crores (Rupees Thirty Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company /their relatives are in any way concerned or interested financially or otherwise in this resolution.

The Directors recommend the Resolution as stated in Item No. 6 for approval of the Members by way of Special Resolution.

E-voting

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and that the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
2. The facility for voting through ballot paper shall be made available at the AGM premises and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Tuesday, September 17, 2019 at 9.00 A.M. and ends on Thursday, September 19, 2019 at 5.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 13, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participant(s) :
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
 - (vi) If you are a first time user follow the steps given below

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For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on there solutions contained in this Notice.
- (x) Click on the EVSN for the relevant "UNIVERSAL PRIME ALUMINIUM LIMITED" on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders & Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) /folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting menu available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- (xviii) The Company has appointed Mr. Pravin Drolia, Practicing Company Secretary, as scrutinizer (the ‘Scrutinizer’) for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
- (xix) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xx) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.universalprime.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**BY ORDER OF THE BOARD
COMPANY SECRETARY
PRIYANKA MOTWANI**

Registered Office :
Centruy Bhavan
771, Dr. Annie Beasant Road
Worli, Mumbai - 400 030
Tel No. : 2430 7437
E-mail : upalbby@gmail.com
Website : www.universalprime.in

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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 36(3) OF THE LISTING AGREEMENT)

Name of the Director	Mr. Gokul Chand Damani
Director Identification Number	00191101
Date of Appointment	17.06.2016
Nationality	Indian
Brief resume of the Director including nature of expertise in specific functional areas	B. Com. (Hons) more than three decades of experience with finance and taxation knowledge and expertise
No. of shares held in the Company	10,200 Equity Shares
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	<ul style="list-style-type: none"> • Pee Bee Steel Industries Ltd. (Listed Company Audit Committee and Stakeholders Relationship Committee member) • Universal Enterprises Limited (Listed Company Audit Committee and Stakeholders Relationship Committee member) • Avadh Mercantile Co. Ltd. (Listed Company) Audit Committee and Stakeholders Relationship Committee member • P P Packagings Private Limited • Indo Asian Securities Private Limited • Kumar Metals Private Limited • Rudra Procon Private Limited • Diplomat Limited • Bluebird Mercantiles Private Limited • Gangadham Merchandise Private Limited • Meridian Commercial Private Limited • Mudrika Goods Private Limited
Inter-se relationships between Directors	N. A.

Name of the Director	Mr. Nawal Kishore Bagri
Director Identification Number	08480264
Date of Appointment	13.06.2019
Nationality	Indian
Brief resume of the Director including nature of expertise in specific functional areas	B. Com. (Hons) expertise in marketing, management skill and leadership qualities and finance matters.
No. of shares held in the Company	0
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	N.A.
Inter-se relationships between Directors	N.A.

Universal Prime Aluminium Limited

ROUTE MAP TO AGM HALL

Venue : Universal Prime Aluminium Limited
Century Bhavan,
771, Dr. Annie Besant Road
Worli, Mumbai – 400 030

