

**UNIVERSAL PRIME ALUMINIUM LIMITED**  
**Regd. Office: Century Bhawan, 1<sup>st</sup> Floor,**  
**771, Dr. Annie Besant Road, Worli, Mumbai - 400025.**  
**Tel. No. 022-24304198 • CIN: U28129MH1971PLC015207**  
**E mail: [upalbbby@gmail.com](mailto:upalbbby@gmail.com) • Website: [www.universalprime.in](http://www.universalprime.in)**

**NOTICE**

Notice is hereby given that the Fiftieth (50<sup>th</sup>) Annual General Meeting ('AGM') of the Members of Universal Prime Aluminium Limited will be held on Saturday, September 24, 2022 at 1:00 P.M. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') pursuant to the MCA general circular no. 02/2022 dated May 5, 2022 read with general circular No. 02/2021 dated January 13, 2021 and general circular no. 20/2020 dated May 05, 2020 to transact the following businesses:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statement for the year ended 31<sup>st</sup> March 2022 comprises of Balance Sheet as at 31<sup>st</sup> March, 2022, the Statement of Profit and Loss and Cash Flow for the financial year ended on that date together with the reports of the Board of Directors' and Auditors' thereon;
2. To appoint a director in place of Mr. Nawal Kishor Bagri (DIN 08480264), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. R. K. Khandelwal & Co., Chartered Accountants (Registration Number 105054W), as Statutory Auditors of the Company for a second term of 5 (five) years and to fix their remuneration, 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 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to recommendations of Audit Committee and Board of Directors of the Company ("Board"), M/s. R. K. Khandelwal & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration Number 105054W, be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this 50<sup>th</sup> Annual General Meeting till the conclusion of the 55<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the Statutory Auditors appointed herein.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

**By order of the Board of Directors**  
**Universal Prime Aluminium Limited**

Sd/-

**GOKUL CHAND DAMANI**  
**DIRECTOR**  
**DIN: 00191101**

**Place: Mumbai**

**Date: August 29, 2022**

**Registered Office:**

Century Bhavan, 771 Dr. A B Road Worli  
Mumbai 400025

Tel No.: 022-24307437/24304198

[www.universalprime.in](http://www.universalprime.in)

## NOTES:

### GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 50<sup>TH</sup> AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

1. The 50<sup>th</sup> Annual General Meeting (AGM) is being held through video conferencing/other audiovisual means (VC/ OAVC) in accordance with the procedure prescribed in MCA general circular no. 02/2022 dated May 5, 2022 read with general circular No. 02/2021 dated January 13, 2021 and general circular no. 20/2020 dated May 05, 2020. The Members can attend the AGM through VC/ OAVM by following instructions given in Notice. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company at 771, Dr. Annie Besant Road, Worli, Mumbai 400025. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC/ OAVM and do not visit the registered office to attend the AGM.
2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy form, Attendance Slip and the Route Map are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 ("the Act"), representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.
3. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of the AGM will be also available on the website of the Company at [www.universalprime.in](http://www.universalprime.in) and also on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. Central Depository Services Limited ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.
5. The Members can join this 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. **The facility of participation at this AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis.** This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend this AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending this AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. A Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of the AGM is annexed hereto and forms a part of this Notice.
8. A Statement giving details of the Directors seeking appointment / re-appointment is also annexed with the Notice pursuant to Secretarial Standard on General Meeting ("SS-2").
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with MCA

Circulars, the Company is providing remote e-Voting facility to its Members in respect of the specified business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

10. Electronic copy of the Annual Report for 2021-22 including the Notice which includes the process and manner of attending this AGM through VC/OAVM and e-voting is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participants.
11. Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the e-AGM circulars.
12. The Members who have not registered their e-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering e-mail address, the Members are requested follow the below steps:
  - i. Members holding shares in physical mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar card through e-mail on <http://mdpl.in/form/email-update> and <http://mdpl.in/form/pan-update>.
  - ii. Members holding shares in dematerialized mode are requested to contact their respective Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP.
13. The electronic copies of the documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on [upalbby@gmail.com](mailto:upalbby@gmail.com) with Depository participant ID and Client ID or Folio number.
14. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an e-mail.
15. Pursuant to Section 91 of the Companies Act, 2013 read with Rules made thereunder, notice is also hereby given that the Register of Members of the Company and Share Transfer Books will remain closed from Saturday, September 17, 2022 to Saturday, September 24, 2022 (both days inclusive) for the purpose of Annual General Meeting.
16. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on [upalbby@gmail.com](mailto:upalbby@gmail.com) at least seven days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the information ready and provide it at the AGM.
17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
18. The appropriate authority 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 depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, Maheshwari Datamatics Private Limited.
19. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.

20. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the e-AGM circulars, the Company is pleased to provide to the Members facility to attend the Annual General Meeting (AGM) through video conferencing/other audio visual (VC), exercise their right to vote at the AGM by electronic means and the business will be transacted through remote e-voting prior to and during the AGM.

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

- (i) The remote e-Voting period will commence on September 21, 2022 (9:00 am IST) and ends on September 23, 2022 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17, 2022, 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	For Shareholders 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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (ix) After entering these details appropriately, click on “**SUBMIT**” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVS**N for the relevant < **UNIVERSAL PRIME ALUMINIUM LIMITED** > on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops /iPad for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [upalbby@gmail.com](mailto:upalbby@gmail.com) latest by Saturday, September 18, 2021 by 5:00 p.m. IST. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [upalbby@gmail.com](mailto:upalbby@gmail.com) . These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**NOTE FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [upalbby@gmail.com](mailto:upalbby@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### **OTHER INSTRUCTION FOR MEMBERS:**

- (i) The Board of Directors of the Company has appointed Mr. Harsh Hiren Shah, Proprietor of M/s. Harsh Hiren Shah & Associates, Practicing Company Secretaries, as "Scrutinizer" to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the AGM in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM
- (iii) The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith
- (iv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.universalprime.in](http://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.

- (v) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. The members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at [www.universalprime.in](http://www.universalprime.in) and the members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Maheshwari Datamatics Pvt. Ltd., in case the shares are held in physical form.

**By order of the Board of Directors  
Universal Prime Aluminium Limited**

**GOKUL CHAND DAMANI  
DIRECTOR  
DIN: 00191101**

**Registered office:  
Century Bhavan, 771,  
Dr. A. B. Road, Worli,  
Mumbai - 400 025  
Tel No.: 022-24307437/24304198  
[www.universalprime.in](http://www.universalprime.in)**

ANNEXURE

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO SECRETARIAL STANDARD-2:**

<b>Name of the Director</b>	<b>MR. NAWAL KISHOR BAGRI</b>
<b>Director Identification Number</b>	08480264
<b>Age</b>	66
<b>Date of Appointment under current designation</b>	June 30, 2022
<b>Brief resume of the Director including nature of expertise in specific functional areas and qualifications</b>	B.Com.
<b>No. of shares held in the Company</b>	None
<b>Directorships and Committee memberships held in other companies</b> (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.)	None
<b>Inter-se relationships between Directors</b>	None
<b>Terms and conditions of appointment or re-appointment</b>	Non-Executive Director liable for retirement
<b>Remuneration sought to be paid</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Date of first appointment</b>	June 13, 2019
<b>Number of Meetings of the Board attended during the financial year 2021-22</b>	Six (6)