NOTICE is hereby given that the 2nd ANNUAL GENERAL MEETING of the members of U. H. ZAVERI LIMITED (“the Company”) will be held as scheduled below:

Date : 30th day of September, 2019
Day : Monday
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:**


2. To Appoint a Director in place of Mr. Hitesh Mahendrakumar Shah (DIN: 07907609), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

Place: Ahmedabad
Date: 02nd September, 2019

**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 Statement pursuant to section 102(1) of the Companies act, 2013, which sets out details relating to 
the special business to be transacted at the Meeting, is annexed hereto.

4. The Register of Members and Share Transfer Books will remain closed from 23rd September, 2019 to 
30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting (AGM).

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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, KARVY FINTECH PRIVATE LIMITED for 
shares held in physical form and to their respective Depository Participants (DP) for shares held in 
electronic form.

11. 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.com

12. 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.
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.

<table>
<thead>
<tr>
<th>Particular</th>
<th>Mr. Hitesh Mahendrakumar Shah</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>06/10/1977</td>
</tr>
<tr>
<td>Date of Appointment</td>
<td>28/08/2017</td>
</tr>
<tr>
<td>Qualification</td>
<td>He has done B.Com from Gujarat University and also holds the Provisional National trade Certificate in data Preparation &amp; Computer Software</td>
</tr>
<tr>
<td>Relationships between directors inter se</td>
<td>He is Husband of Sunita H Shah and Son of Mahendrakumar H. Shah</td>
</tr>
<tr>
<td>Directorship held in other companies</td>
<td>Nil</td>
</tr>
<tr>
<td>Membership/Chairmanships of Committee in other Public Companies</td>
<td>Nil</td>
</tr>
</tbody>
</table>

Place: Ahmedabad  
Date: 02\textsuperscript{nd} September, 2019  
Registered Office:  
GF/2, Manish Complex,  
Indrajit Tenaments, Opp-Diamond Mill,  
Nikol Road Ahmedabad – 382350, Gujarat

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

Sd/-  
Hitesh M. Shah  
MANAGING DIRECTOR