



U. P. ASBESTOS LIMITED

CIN: L26942UP1973PLC003743

Regd. Office: Mohanlalganj -226301, Dist. Lucknow

Tel.: +91 7897885557/58

E-mail: upasbestos@upasbestos.com

Web: www.upasbestos.com

Serial No. : SLNO

Name & Registered Address of the Sole/First named Member : HOLDER
HOLDER_ADD
HOLDER_AD1
HOLDER_AD2
HOLDER_AD3
PIN : HOLDER_PIN

Name(s) of the joint Member(s), if any : SECOND
THIRD

Registered Folio No. /DP & Client ID No. : DPID / HOLDER_FOL

No. of Shares held : TOTAL_SHAR

Dear Shareholder(s):

Please find enclosed the Notice convening the 43rd Annual General Meeting of the U. P. Asbestos Limited (the Company) to be held on 29th September, 2017 at Mohanlalganj-226301 Dist. Lucknow, U.P.

The Company is also offering remote e-voting facility to its Members enabling them to cast their votes electronically from 26th September, 2017 (09:00 Hrs) to 28th September, 2017 (17:00 Hrs). The Company has appointed M/s. Karvy Computershare Private Limited ('KCPL' 'Karvy' or 'Service Provider') for facilitating e-voting to enable the Members to cast their vote electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended.

The details of EVEN and Login details are as below:

EVEN (E Voting Event Number)	User ID	Password
EVENT_NO	USER_ID	PWD

The instructions for e-voting are forming part of the Notice convening the 43rd Annual General Meeting of the Company.

Instructions and other information relating to remote e-voting are as under:

- I. Please take note of the below:
 - A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. **User ID and Password mentioned in the Covering Letter**). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e. U.P. Asbestos Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer/Company at e-mail ID: amitguptacs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO." The documents should reach the Scrutinizer and such other person on or before 28th September, 2017, 17.00 hours.
 - B. In case of Members receiving physical copy of the AGM Notice by Courier [for Members whose email IDs are not registered with the Company/Depository Participant(s) can request physical copy]:
 - i. User ID and initial password as provided in the Covering Letter.
 - ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
 - C. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 22nd September, 2017, may write to the Karvy on the email evoting@karvy.com (or) contact Mrs. C Shobha Anand on 040-67162222, at Karvy Computershare Private Limited, Unit – U.P. Asbestos Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
2. The remote e-voting period commences on 26th September, 2017 at 9.00 hours and ends on 28th September, 2017 at 17.00 hours. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being 22nd September, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote at the AGM.
3. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
4. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility to the members of the Company.
5. The Board of Directors of the Company has appointed Mr. Amit Gupta, Practicing Company Secretary as Scrutinizer to scrutinize the votes cast through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as such.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd September, 2017.
7. 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, i.e. 22nd September, 2017, only shall be entitled to avail the facility of remote e-voting/voting at 43rd AGM.
8. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: From 9:00 hours (IST) on 26th September, 2017. End of remote e-voting: Up to 17:00 hours (IST) on 28th September, 2017. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, 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 will make, not later than 72 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2017.
11. The Results on resolutions shall be declared not later than 72 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
12. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.upasbestos@com) and on Service Provider's website (<https://evoting.karvy.com>) and will be communicated to the BSE Limited within 72 hours from the conclusion of the AGM.