

## NOTICE OF 44<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 44<sup>th</sup> Annual General Meeting of the members of "U. P. ASBESTOS LIMITED" will be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 11:00 AM at the Registered Office of the Company at PO Mohanlalganj, Lucknow, UP – 226301 to transact the following businesses :

### ORDINARY BUSINESS

- 1 To receive, consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2018, Statement of profit and loss, the Cash Flow statement for the year ended on that date, report of Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Amitabh Tayal, Director (DIN: 00556569) who retires by rotation and being eligible presents himself for re-appointment.
3. Ratification of Appointment of Statutory Auditor Sharma & Prakash Associates, Chartered Accountants, for the financial year 2018-2019 by the members of the company.

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The appointment of M/s Sharma Prakash & Associates, Chartered Accountants, having FRN No. 008028C as the Statutory Auditors of the Company to hold office from the conclusion of the 43<sup>rd</sup> Annual General Meeting as recommended by Audit Committee until the conclusion of 48<sup>th</sup> Annual General Meeting be and is hereby ratified."

### SPECIAL BUSINESS

4. To appoint M/s Skyline Financial Services Pvt. Ltd. in place of M/s Karvy Computershare Pvt. Ltd. as Registrar and Share Transfer Agent

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

"RESOLVED THAT the appointment of M/s. Skyline Financial Services Pvt. Ltd., New Delhi as Registrar & Transfer Agent of the Company to carry out the activities of registry and transfer of Equity Shares of the Company, be and is hereby confirmed and ratified."

5. Ratification of remuneration of M/s Aman Malviya & Associates, Cost Auditors  
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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s Aman Malviya & Associates, Cost Accountants, appointed by the board of directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19 at a remuneration amounting to Rs. 35,000/- p.a. as also the payment of service tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

Date : 13.08.2018  
Place : Lucknow

For and on behalf of  
U.P. Asbestos Ltd.

Dharam Mohan  
Chairman  
DIN : 00161800

**Notes :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 proxy for any other person or shareholder.
3. The copy of annual report, notice of general meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with their depository participant (DPs) / Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company will be sent physical copies of Annual Report, notice of e-voting etc. at their registered address through permitted mode.
4. Annual Reports will also be available in the Investors section on the website of the Company at [www.upasbestos.com](http://www.upasbestos.com).
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 4 to 5 of the accompanying notice is annexed hereto. Explanatory Statement for item no. 4 to 5 include relevant particulars as required under Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015.
6. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
7. Shareholders are requested to provide their E-mail address, telephone numbers and quote their Folio numbers / DP ID & Client ID in all correspondences to facilitate prompt response.
8. E-VOTING : The Company is pleased to provide e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the notice. A separate communication / Notice is being sent to all the shareholders to enable them to cast their votes through e-voting.
9. Members attending the meeting are requested to bring their copy of Annual Report, as extra copies will not be supplied.
10. Members who are holding physical shares in identical names in more than one folio are requested to write to the Company/Share Transfer Agent to enable the Company to consolidate their holdings in one folio. Further, members are also requested to immediately notify to the Company/Share Transfer Agent any change in their address with the postal area pin code number quoting their folio number.
11. Pursuant to rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the company had transferred dividend remaining unclaimed for a period of seven years from the date it first became due for payment, to The Investor Education and Protection Fund (IEPF) constituted by the Central Government and no claim shall lie against the IEPF or the company in respect of individual amount(s) so credited to the IEPF. Further, no amount of dividend etc. is due to be transferred to IEPF during the current year.
12. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

13. Register of Members of the Company will remain closed from Saturday, the 22<sup>nd</sup> September 2018 to Saturday, the 29<sup>th</sup> September 2018 (both days inclusive) for the purpose of Annual General Meeting.
14. Relevant documents referred to in this Notice are available for inspection at the Registered Office of the Company during business hours from 10:00 am to 5:30 pm on any working day up to one day prior to the date of the AGM and will also be available at the meeting venue on the date of meeting.
15. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.**
16. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the prescribed form and send the same to the Company.
17. The e-voting shall remain open from 9:00 am on 26.09.2018 upto 5:00 pm on 28.09.2018.
18. The instructions for e-voting sent separately through permitted mode shall form part of notice.
19. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays during business hours up to the date of the Annual General Meeting.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.  
The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM
21. 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 "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

#### **EXPLANATORY STATEMENT**

s required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under :-

**1. ITEM NO. 4- To appoint M/s Skyline Financial Services Pvt. Ltd. in place of M/s Karvy Computershare Pvt. Ltd. as Registrar and Share Transfer Agent.**

The Company considered the proposal made by the directors to change its existing Registrar and Share Transfer Agent to curtail its expenditure and obtain effective and prompt services.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution. The resolution as set out in **Item no. 4** of this Notice is accordingly re-commended for your approval.

**2. ITEM NO. 5 - Ratification of remuneration of M/s Aman Malviya & Associates, Cost Auditors**

M/s Aman Malviya & Associates, Cost Auditors, Lucknow were appointed as the cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19. As per provisions of Section 148 of the Companies Act, 2013 their remuneration for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 5 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution. The resolution as set out in **Item no. 5** of this Notice is accordingly re-commended for your approval.

**Date : 13.08.2018**  
**Place : Lucknow**

**For and on behalf of**  
**U.P. Asbestos Ltd.**

**Dharam Mohan**  
**Chairman**  
**DIN : 00161800**