

**UNIVERSAL AUTOFOUNDRY LIMITED**  
**Regd. Office- B-307, ROAD NO. 16 V.K.I AREA, JAIPUR, RAJASTHAN-302013**

**POSTAL BALLOT NOTICE**

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India, General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15<sup>th</sup> June 2020, No. 33/2020 dated 28<sup>th</sup> September 2020, No. 39/2020 dated 31<sup>st</sup> December 2020, No. 10/2021 dated 23<sup>rd</sup> June 2021, No. 20/2021 dated 08<sup>th</sup> December 2021, No. 03/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) other applicable rules/regulations/guidelines/ circulars/ notifications (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), **UNIVERSAL AUTOFOUNDRY LIMITED** (**“the Company”**) is seeking consent of the members of the Company on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting (**“e-Voting”**).

In terms of the MCA Circulars and in view of requirement of social distancing due to COVID-19, companies are advised to take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and the Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (**“RTA”**) of the Company or Depository/ Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope **will not** be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement provided by the Company and thereafter record your assent or dissent by means of e-voting system by **5:00 p.m. on Thursday, 31<sup>st</sup> August, 2023**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Thursday, 31<sup>st</sup> August, 2023**. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**TO APPOINT MR. VINIT JAIN (DIN: 02312319) AS WHOLETIME DIRECTOR AND SHALL CONTINUE AS CHIEF FINANCIAL OFFICER OF THE COMPANY.**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment of Mr. Vinit Jain (**DIN: 02312319**) as a Whole-Time Director and shall continue as Chief Financial Officer “CFO” of the Company at a total remuneration not exceeding Rs. 5,00,000/- (Rupees Five Lakh Only) per Month for a period of 5 (Five) years with effect from July 25, 2023 to July 24, 2028 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors and Nomination and Remuneration Committee to alter, amend vary and modify the terms and conditions of the said appointment and / or remuneration as it may deem fit in such manner as prescribed under Schedule V to the Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vinit Jain not exceeding the limit under Section II of the Schedule V of the Act as amended from time to time.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Vinit Jain, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**ITEM NO. 2**

**TO APPOINT MR. VIKRAM JAIN (DIN: 02312298) AS WHOLETIME DIRECTOR OF THE COMPANY.**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment of Mr. Vikram Jain (DIN: 02312298) as a Whole-Time Director (“ Director- Marketing”) of the Company at a total remuneration not exceeding Rs. 5,00,000/- (Rupees Five Lakh Only) per month for a period of 5 (Five) years with effect from July 25, 2023 to July 24, 2028 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors and Nomination and Remuneration Committee to alter, amend vary and modify the terms and conditions of the said appointment and / or remuneration as it may deem fit in such manner as prescribed under Schedule V to the Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vikram Jain not exceeding the limit under Section II of the Schedule V of the Act as amended from time to time.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Vikram Jain, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**ITEM NO. 3**

**TO APPOINT MR. GAJENDRA KUMAR TYAGI (DIN: 00371981) AS WHOLETIME DIRECTOR.**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment of Mr. Gajendra Kumar Tyagi (DIN: 00371981) as a Whole-Time Director (“ Director-Operations”) of the Company at a total remuneration not exceeding Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month for a period of 5 (Five) years with effect from July 25, 2023 to July 24, 2028 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors and Nomination and Remuneration Committee to alter, amend vary and modify the terms and conditions of the said appointment and / or remuneration as it may deem fit in such manner as prescribed under Schedule V to the Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Gajendra Kumar Tyagi not exceeding the limit under Section II of the Schedule V of the Act as amended from time to time.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Gajendra Kumar Tyagi, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**ITEM NO. 4**

**TO APPOINT MR. ADITYA JAIN (DIN: 08975359) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Board, Mr. Aditya Jain (DIN: 08975359), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years w.e.f July 25, 2023 till July 24, 2028, and that he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT the Mr. Vimal Chand Jain, Chairman & Managing Director and Mr. Vinit Jain, CFO of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**ITEM NO. 5**

**TO APPOINT MR. ANUPAM JAIN (DIN: 09730862) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Board, Mr. Anupam Jain (DIN: 09730862), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years w.e.f July 25, 2023 till July 24, 2028, and that he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT the Mr. Vimal Chand Jain, Chairman & Managing Director and Mr. Vinit Jain, CFO of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**ITEM NO. 6**

**TO INCREASE OVERALL MAXIMUM MANAGERIAL REMUNERATION PAYABLE TO RS. 188 LAKH PER ANNUM**

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

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable from the Financial Year 2023-24, to Rs.188 lakh per annum which is beyond the limit prescribed in Section 197 read with Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**ITEM NO. 7**

**TO APPROVE REMUNERATION OF MR. VIMAL CHAND JAIN (DIN: 00295667), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable Laws, Rules and Acts [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force] and pursuant to recommendation of the Nomination and Remuneration Committee (“NRC”) and Board of Directors of the Company (“Board”), approval of members of the Company be and is hereby accorded for increase in remuneration of Mr. Vimal Chand Jain (DIN:00295667), Chairman and Managing Director, to Rs. 4,17,000/- (Rupees Four lakh Seventeen thousand Only) per month with effect from financial year 2023-24 and the same shall continue till any further revision.

RESOLVED FURTHER THAT in case the Company has no profit or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vimal Chand Jain, Chairman and Managing Director in accordance with the Schedule V and applicable provisions of the Act

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary to settle all questions, difficulties or doubts that may arise in this regard, as it may in its

sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Officer(s) of the Company.”

**Date: July 25, 2023**

**Place: Jaipur**

**Registered. Office: B-307, Road no. 16 V.K.I  
Area Jaipur, Rajasthan 302013**

**By Order of The Board of Directors  
For UNIVERSAL AUTOFOUNDRY  
LIMITED**

**Sd/-**

**Ishu Jain**

**Company Secretary and Compliance officer  
M. NO.-F10679**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed herewith.
2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to members of the Company.
3. The Board of Directors has appointed CS Mitesh Kasliwal (FCS: 8233), Practicing Company Secretary, as Scrutinizer, for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners and registered e-mail IDs as received from the National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **July 28, 2023 (“Cut-off Date”)**. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.
6. Postal Ballot Notice is also available on the website of the Company i.e. [www.ufindia.com](http://www.ufindia.com) and can also be downloaded by accessing website of the NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and at the relevant section of the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com)
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).
8. The remote e-voting period commences from **Wednesday, August 02, 2023 [9.00 a.m. (IST)] and ends on Thursday, August 31, 2023 [5.00 p.m. (IST)]**. During this period, members holding shares as on Friday, July 28, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Thursday, August 31, 2023 [5.00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut off date i.e., **Friday, 28<sup>th</sup> July 2023**.



9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to [cs@ufindia.in](mailto:cs@ufindia.in) mentioning their Name, Client ID and DP ID.
10. Members whose e-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. Members who are holding shares in physical form may also cast their vote by following the e-voting process given in this notice.
11. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Postal Ballot Notice.
12. The Scrutinizer will submit his report to the Chairman and Managing Director or to the Whole Time Director or to the Chief Financial Officer or to the Company Secretary as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting. The result of the voting by postal ballot will be announced by the Chairman and Managing Director or the Whole Time Director or the Chief Financial Officer or the Company Secretary of the Company within 2 working days from the date of completion of said e-voting. The result of the postal ballot shall be communicated to NSDL and RTA and will also be posted on the Company's website (<https://www.ufindia.in/>) immediately after the declaration of result and the same will also be communicated to BSE Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

### 13. E-VOTING INSTRUCTIONS:

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**





#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store             Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress</li> </ol>

	and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmitesh@gmail.com](mailto:csmitesh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@ufindia.in](mailto:cs@ufindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [cs@ufindia.in](mailto:cs@ufindia.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**FOR ITEM NO. 1, 2 AND 3:**

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated July 25, 2023:

Mr. Vinit Jain, serving as the CFO (Chief Financial Officer) of our Company. He looks after business expansion and fund-raising function of the Company. He initially earned a Bachelor of Commerce (B.Com) degree and subsequently pursued an MBA from Shivaji University Kolhapur in 1997. With a professional journey spanning over 25 years, Mr. Jain possesses extensive industry knowledge and experience in finance. His contributions have been invaluable to the success of Autofoundry.

Mr. Vikram Jain, the President of Marketing of our Company, is a marketing specialist with a remarkable career spanning over 20 years. He completed his Bachelor of Engineering (BE) in Manufacturing Engineering from BMS College of Engineering in 2000. Mr. Jain's expertise in marketing has been instrumental in driving the success of Autofoundry. With his extensive knowledge and experience, he plays a pivotal role in shaping the company's strategic direction and achieving its business objectives.

Mr. GK Tyagi is a seasoned professional specializing in operations and new product development (NPD). With an impressive work experience of over 50 years, he brings a wealth of expertise to his role. Mr. Tyagi pursued his Bachelor of Science (BSc) degree from Jamia Millia Islamia University in 1973. His extensive knowledge and skills in operations and NPD have contributed significantly to his success in the field.

Their expertise lies in overall business growth of the Company

In view of all the three appointees' detailed practical knowledge in the core businesses of the Company, the Board at its meeting held on July 25, 2023, on the recommendation of the NRC, approved and recommended to members their appointment as proposed in item no. 1, 2 and 3 with effect from July 25, 2023 to July 24, 2028 and Mr. Vinit Jain shall also continue as CFO of the Company.

None of them is disqualified and debarred from being appointed as Whole Time Director, in terms of Sections 164 & 196 of the Companies Act or by order of SEBI or any other such authority and has given their consents to act as Whole Time Director of the Company.

Brief profile and other additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as Annexure-I to the Notice.

The details of remuneration of the aforesaid Managerial Personnels are given in Annexure-II.

The information pursuant to Schedule V of the Act, as amended, are given in Annexure-III forming part of this Notice.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any Non-Convertible Debentures.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vimal Chand Jain, father of the appointee director, Mr. Vikram Jain, brother of the appointee director and Mr. Vinit Jain, being appointee director and/or their relatives, are directly or indirectly, concerned or interested in the resolution set out at item Nos. 1.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vimal Chand Jain, father of the appointee director, Mr. Vinit Jain, brother of the appointee director and Mr. Vikram Jain, being appointee director and/or their relatives, are directly or indirectly, concerned or interested in the resolution set out at item No. 2.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. G K Tyagi, being appointee director and/or their relatives, are directly or indirectly, concerned or interested in the resolution set out at item No. 3.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item No. 1 and 2 and Special Resolution as set out in item No. 3 of the Notice.

**FOR ITEM NO. 4**

The Board of Directors of the Company at its meeting held on July 25, 2023, recommended appointment of Mr. Aditya Jain as Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 25, 2023 subject to the approval of the Members of the Company. The Board on recommendation of Nomination and Remuneration Committee have recommended the appointment of Mr. Aditya Jain as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013

The Company has received a declaration from Mr. Aditya Jain confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Aditya Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from July 25, 2023 to July 24, 2028. Additional information in respect of his appointment, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure -I to this Notice.

Brief profile of Mr. Aditya Jain is given at Annexure-I to this Notice. Except Mr. Aditya Jain, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4

Your directors recommend the Resolutions set out in Item No. 4 of the Notice for adoption by the Shareholders as Special Resolution.

#### **FOR ITEM NO. 5**

The Board of Directors of the Company at its meeting held on July 25, 2023, recommended appointment of Mr. Anupam Jain as Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 25, 2023 subject to the approval of the Members of the Company. The Board on recommendation of Nomination and Remuneration Committee have recommended the appointment of Mr. Anupam Jain as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013

The Company has received a declaration from Mr. Anupam Jain confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Anupam Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from July 25, 2023 to July 24, 2028. Additional information in respect of his appointment, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure-I to this Notice.

Brief profile of Mr. Anupam Jain is given at Annexure-I to this Notice. Except Mr. Anupam Jain, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

Your directors recommend the Resolutions set out in Item No. 5 of the Notice for adoption by the Shareholders as Special Resolution.

#### **FOR ITEM NO. 6**

In order to structure the remuneration of Whole-Time Directors and Managing Directors providing for fixed component of the remuneration and performance based commission, and also increase in the total number of Whole-Time Directors and Managing Directors within the overall permissible limit, it's considered expedient to increase the overall percentage of the remuneration payable to Whole-Time Directors and Managing Directors, to 188 lakh per annum which is beyond the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 w.e.f FY 2023-24.

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11 % (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution. The requirement of Central Government approval which was

hitherto required has been done away with. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on July 25, 2023 recommended to pay overall managerial remuneration in respect of any financial year to 188 lakh per annum which is beyond the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 w.e.f FY 2023-24.

In accordance with proviso to Schedule V, Part II, Section II (A), it is proposed to pay the remuneration in excess of the limits prescribed in Section II (A) of Part II of Schedule V, accordingly Board of Directors of the Company recommends the passing of the Special Resolutions as set out in item No. 6 of the Notice.

Except Mr. Vimal Chand Jain, Chairman and Managing Director, Mr. Vinit Jain, Mr. Vikram Jain and Mr. Gajendra Kumar Tyagi, Wholetime Directors, none of Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

#### **FOR ITEM NO. 7**

Mr. Vimal Chand Jain (DIN: 00295667), born in 1948, is the esteemed Chairman and Managing Director of the Company. With an impressive tenure since the company's incorporation, he has been an integral part of the Board. Mr. Jain holds a Bachelor's degree in Engineering (Electrical) from Osmania University, Hyderabad.

With over five decades of experience in the casting and foundry industry, Mr. Vimal Jain has developed extensive expertise in various aspects of manufacturing castings. His journey began as the founder of Partnership Firm Universal Foundry, which subsequently transitioned into our Company under the provisions of the Companies Act. Since its establishment in 1971 as a Partnership firm, he has played a pivotal role in driving the growth and development of the organization

Mr. Vimal Chand Jain is withdrawing remuneration of Rs. 2,00,000 (Rupees Two Lakh Only) per month and in view of his contribution being important for future growth of the Company, the Board at its meeting held on July 25, 2023, based on the recommendation of the NRC, approved and recommended to members to increase his remuneration from Rs. 2,00,000 (Rupees Two Lakh Only) per month to Rs. 4,17,000 (Rupees Four Lakh Seventeen thousand Only) per month as proposed in item no. 7 with effect from Financial Year 2023-24, which shall continue till any further revision.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vimal Chand Jain, Chairman and Managing Director, Mr. Vinit Jain and Mr. Vikram Jain, Wholetime Directors of the Company and/or his relatives, are directly or indirectly, concerned or interested in the resolution set out at item Nos. 7

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item No. 7 of the Notice.

**Annexure-I**

<b>Name of the Director:</b>	Mr. Vinit Jain	Mr. Vikram Jain	Mr. Gajendra Kumar Tyagi	Mr. Aditya Jain	Mr. Anupam Jain
<b>Age:</b>	49 years	45 years	70 years	37 years	40 years
<b>Date of first Appointment on the board:</b>	July 25, 2023	July 25, 2023	July 25, 2023	July 25, 2023	July 25, 2023
<b>Designation:</b>	Wholetime Director & Chief Financial Officer	Wholetime Director	Wholetime Director	Independent Director	Independent Director
<b>Brief Resume:</b>	Mr. Vinit Jain, serving as the CFO (Chief Financial Officer) of our Company. He looks after business expansion and fund-raising function of the Company. He initially earned a Bachelor of Commerce (B.Com) degree and subsequently pursued an MBA from Shivaji University Kolhapur in 1997.	Mr. Vikram Jain, the President of Marketing of our Company, is a marketing specialist with a remarkable career spanning over 20 years. He completed his Bachelor of Engineering (BE) in Manufacturing Engineering from BMS College of Engineering in 2000. Mr. Jain's expertise in marketing has been instrumental in driving the	Mr. GK Tyagi is a seasoned professional specializing in operations and new product development (NPD). With an impressive work experience of over 50 years, he brings a wealth of expertise to his role. Mr. Tyagi pursued his Bachelor of Science (BSc) degree from Jamia Millia Islamia University	Mr. Aditya Jain is a seasoned professional specializing in management, he runs his own business in the name "VRG IMAGING AND RESEARCH CENTRE PRIVATE LIMITED". His expertise will help organizations to solve issues, create value, maximize growth and improve business performance	Mr. Anupam Jain is MBA by profession his education is Masters in Commerce & Masters in Business Administration. He has wide range of experience of around 15 Years experience in Logistics & Transport Sector, 5 Years experience in Designing & Décor, 15 Years experience in LPG distribution.

	With a professional journey spanning over 25 years, Mr. Jain possesses extensive industry knowledge and experience in finance. His contributions have been invaluable to the success of Autofoundry	success of Autofoundry. With his extensive knowledge and experience, he plays a pivotal role in shaping the company's strategic direction and achieving its business objectives	in 1973. His extensive knowledge and skills in operations and NPD have contributed significantly to his success in the field	e. his business skills will provide objective advice and expertise, and help organisation to develop any specialist skills that it may be lacking	
<b>Expertise in specific functional area:</b>	He is an expert in Finance	He is an expert in Marketing	He is an expert in operations and NPD	He is an expert in management	He is an expert in management, finance and operations
<b>Qualification:</b>	MBA	Bachelor of Engineering	BSc	BCom	MBA
<b>Experience:</b>	25 Years approx	20 year Approx	35 years approx.	15 year approx.	15 year approx
<b>Terms and conditions of Appointment/Reappointment:</b>	Appointment as Wholetime Director	Appointment as Wholetime Director	Appointment as Wholetime Director	Appointment as Independent Director	Appointment as Independent Director
<b>Remuneration drawn in the Company for the Financial year 2022-23</b>	Nil	Nil	Nil	Nil	Nil
<b>Remuneration sought to be paid:</b>	Rs. 5 Lakh P.m.	Rs. 5 Lakh P.m.	Rs. 1.5 Lakh P.m.	Sitting fee for the meetings attended during the year	Sitting fee for the meetings attended during the year

<b>Directorship in other listed Companies as on July 25, 2023</b>	NIL	NIL	NIL	NIL	NIL
<b>Member/Chairman of the Committees of the Board of other listed Companies:</b>	NIL	NIL	NIL	NIL	NIL
<b>Directorship in other Public Companies as on July 25, 2023</b>	NIL	NIL	NIL	NIL	NIL
<b>Member/Chairman of the Committees of the Board of other Public Companies:</b>	NIL	NIL	NIL	NIL	NIL
<b>No. of shares held in Company:</b>	11,45,627	11,33,126	19,281	NIL	25987
<b>Relationship between the directors and KMP's interest :</b>	Mr. Vinit Jain is son of Mr. Vimal Chand Jain, Chairman and Managing Director and Brother of Mr. Vikram Jain, Wholetime Director of the Company	Mr. Vikram Jain is son of Mr. Vimal Chand Jain, Chairman and Managing Director and Brother of Mr. Vinit Jain, Wholetime Director and CFO of the Company	Not related to any director or KMP of the Company	Independent	Independent
<b>No. of meetings of the Board attended during the year (FY 2022-23)</b>	N.A.	N.A.	N.A.	N.A.	N.A.



**Annexure-II**

Sr.No.	Particulars	Name of Director		
		Vinit Jain	Vikram Jain	G K Tyagi
1.	Salary	Not exceeding Rs. 5,00,000/- per month	Not exceeding Rs. 5,00,000/- per month	Not exceeding Rs. 1,50,000/- per month

**In addition to aforesaid basic salary the following perquisites and benefits shall be payable.**

**CATEGORY (A)**

**a) Insurance:**

Reimbursement of expenses/Premium actually incurred, for self and family for insurance (General and Life); the total cost to the Company shall not exceed one month's salary per year. However only those expenses will be reimbursed which have not been reimbursed in the insurance policy, if any, taken by the Company from time to time.

**b) Leave Travel Concession:**

For self and family the total cost to the Company shall not exceed one months' salary per year.

**c) Club Fees:**

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

**d) Networking group Fees:**

Fees of networking group payable for company growth and expansion.

**e) Children's education allowance:**

In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.

**CATEGORY (B)**

In addition to the perquisites, they shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

**a) Provident Fund / Superannuation Fund or Annuity Fund:**

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

**b) Gratuity:**

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

**c) Leave:**

Earned leave on full pay and allowances as per the rules of the Company, but not exceeding one month's leave for every eleven months of service.

**CATEGORY (C)**

**a) Conveyance**

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

**b) Telephone**

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

**c) Reimbursement of Expenses**

Apart from the remuneration as aforesaid, they shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**d) Sitting Fee**

No sitting fee shall be paid to them for attending the Meetings of the Board of Directors or any committee thereof.

**e) Commission:** They shall be entitled for the profit-based commission ascertained on the basis of profit of the Company for each Financial Year end.

**Other Terms and Conditions:**

- a) They will perform the duties and exercise the powers, which from time to time may be assigned to or vested in them by the Board of Directors of the Company.
- b) They shall be liable to retire by rotation.
- c) Either party giving the other party three months prior notice in writing to that effect may terminate the agreement.

**Annexure-III**

The information pursuant to Schedule V of the Act with respect to Item Nos. 1, 2 and 3 of the Notice are as follows:

**I. General Information**

**i. Nature of industry**

The Company is engaged in the Casting of Iron and Steel.

**ii. Date or expected date of commencement of commercial production**

The Company was incorporated in 2009 and has already commenced commercial production since 1971.

**iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable**

**iv. Financial performance based on given indicators:**

**(Rs. In lakh)**

Sr. No.	For the Financial Year	2022-23	2021-22	2020-21
1.	Revenue	23,617.72	16,244.87	12773.90
2.	Net Profit/(loss) before Tax	1,477.06	(367.17)	184.38
3.	Net Profit/(loss) after Tax	1,048.92	(336.76)	205.99
4.	Paid up Equity Share Capital	1,21,12,500	1,01,37,500	81,10,000
5.	Earnings per share	10.38	(3.32)	2.54
6.	Dividend (if any)	Nil	Nil	Rs. 0.50/- per equity share

**v. Foreign investments or collaborations if any: Nil**

**II. Information about the appointee Directors**

Sr. No.	Particulars	Vinit Jain	Vikram Jain	G K Tyagi
1.	<b>Background details and Job Profile and his suitability</b>	Mr. Vinit Jain, serving as the CFO (Chief Financial Officer) of our Company. He looks after business expansion and fund-raising	Mr. Vikram Jain, the President of Marketing of our Company, is a marketing specialist with a remarkable career spanning over 20 years. He completed his	Mr. GK Tyagi is a seasoned professional specializing in operations and new product development (NPD). With an impressive work experience of

		function of the Company. He initially earned a Bachelor of Commerce (B.Com) degree and subsequently pursued an MBA from Shivaji University Kolhapur in 1997. With a professional journey spanning over 25 years, Mr. Jain possesses extensive industry knowledge and experience in finance. His contributions have been invaluable to the success of Autofoundry.	Bachelor of Engineering (BE) in Manufacturing Engineering from BMS College of Engineering in 2000. Mr. Jain's expertise in marketing has been instrumental in driving the success of Autofoundry. With his extensive knowledge and experience, he plays a pivotal role in shaping the company's strategic direction and achieving its business objectives.	over 50 years, he brings a wealth of expertise to his role. Mr. Tyagi pursued his Bachelor of Science (BSc) degree from Jamia Millia Islamia University in 1973. His extensive knowledge and skills in operations and NPD have contributed significantly to his success in the field.
2.	<b>Past Remuneration</b>	5,00,000 per month	2,50,000 per month	50,000 per month
3.	<b>Recognition or awards</b>	National President of Indian Institute of Foundryman	Convenor of EEPC, India	NIL
5.	<b>Remuneration proposed</b>	Not exceeding Rs. 5,00,000/- per month	Not exceeding Rs. 5,00,000/- per month	Not exceeding Rs. 1,50,000/- per month
6.	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.

7.	<b>Pecuniary relationship directly or indirectly with the Company</b>	Mr. Vinit Jain is Currently a CFO of the Company	Mr. Vikram Jain is Currently holding a position of President of Marketing in the Company.	Mr. G K Tyagi is Currently holding a position of President of Operations & NPD in the Company.
8.	<b>Relationship with other Directors &amp; KMP</b>	Mr. Vinit Jain is son of Mr. Vimal Chand Jain and brother of Mr. Vikram Jain.	Mr. Vikram Jain is son of Mr. Vimal Chand Jain and brother of Mr. Vinit Jain.	Does not have any relationship with any Director or KMP.

### III. Other Information

**i. Reasons of loss or inadequate profits:**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**ii. Steps taken during the year for improvement:**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**iii. Expected increase in productivity and profits in measurable terms:**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

### IV. Disclosures

The details required to be given under this head shall be disclosed in Corporate Governance Report of the Company in the forthcoming Annual Report of 2023-24.

**Date: July 25, 2023**  
**Place: Jaipur**  
**Registered. Office: B-307, Road NO 16 VKI**  
**Area Jaipur -302013, Rajasthan**

**By Order of The Board of Directors**  
**For Universal Autofoundry Limited**

**Sd/-**  
**Ishu Jain**  
**Company Secretary and Compliance officer**  
**[M. NO.: F10679]**