

## NOTICE TO MEMBERS

Notice is hereby given that the “16th Annual General Meeting” of the members of **Universal Autofoundry Limited** will be held on **Friday, 19th September, 2025 at 11:00 A.M.** through Video Conferencing/ other audio-visual means (“VC/OAVM”) to transact the following businesses:

### **ORDINARY BUSINESSES:**

#### **Item No. 1: Adoption of Financial Statements**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors (“the Board”) and auditors thereon.

#### **Item No. 2: To appoint a Director in place of Mr. Gajendra Kumar Tyagi (DIN: 00371981), who retires by rotation and being eligible, offers himself for re-appointment**

To appoint a director in place of Mr. Gajendra Kumar Tyagi (DIN: 00371981) who retires by rotation and, being eligible, seeks re-appointment as Wholetime Director.

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, of the Companies Act, 2013 read with provisions of Schedule V of the Act and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 2013, for the time being in force), and applicable clauses of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, consent of shareholders is hereby accorded for re-appointment of Mr. Gajendra Kumar Tyagi (DIN: 00371981) as Wholetime Director of the Company being liable to retire by rotation, upon the terms and conditions as recommended by the Board of Directors in its meeting.

**RESOLVED FURTHER THAT** the shareholders have approved the terms and conditions as recommended by Board of Directors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorized, to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

### **SPECIAL BUSINESSES:**

#### **Item No. 3: Appointment of Secretarial Auditor**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 179 and 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, as amended from time to time, M/s Arms & Associates LLP, Practicing Company Secretaries (Firm registration No. P2011RJ023700), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, on such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company and to avail any other services, certificates, or reports as may be permissible.

**RESOLVED FURTHER THAT** Mr. Vimal Chand Jain, Chairman and Managing Director (DIN:00295667) and Mr. Vinit Jain, Wholetime Director and CFO (DIN: 02312319) of the company be and are hereby severally or jointly authorised to sign and submit necessary forms with the Registrar of Companies and to intimate the same to any other appropriate authority/regulatory body as required and to do all such acts and deeds as may be necessary in this regard.”

#### **Item No. 4: To ratify the remuneration of Cost Auditor for the FY 2025-26**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and reenactment(s) thereof for the time being in force), the remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand only) to M/s Girdhar Choudhary & Co. (Firm Registration No. 103888), Cost Accountants who have been appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, be and is hereby ratified and confirmed.

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

#### **Item No. 5: Approval for the Related Party Transaction u/s 188**

The related party transaction recommended and approved by the Audit Committee.

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

**“RESOLVED THAT** pursuant to section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modifications or re-enactment(s) thereof for the time being in force, and as per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into the related party transactions by the

company with their respective related parties for maximum amount per annum as set out in the explanatory statement Item no. 5 as omnibus approved by Audit Committee is annexed to this notice as ANNEXURE 1 with related parties as defined under various provisions of Companies Act, 2013 and as per applicable Accounting Standards.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and hereby authorized to finalize the terms and to execute agreement, deeds or writings required to be executed in relation to the proposed related party transactions as approved by the Audit Committee and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution.”

**Item No. 6: To appoint Mr. Vimal Chand Jain (DIN: 00295667) as Chairman and Managing Director of the Company**

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

“**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 196, Section 197 and Section 203 of the Companies Act, 2013 read with its relevant rules made thereunder and Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the consent of members be and is hereby accorded to appoint Mr. Vimal Chand Jain (DIN: 00295667), Chairman and Managing Director of the Company who has attained the age of 76 years for a period of 5 (five) years with effect from 06.08.2025 on such terms and conditions as approved by the Board of Directors and the Nomination and Remuneration Committee during the Meeting.

**RESOLVED FURTHER THAT**, the shareholders have approved the terms and conditions and Remuneration set out below:

- Period: 5 Years
- Salary: Rs. 50,04,000 p.a.
- Perquisites: Perquisites shall be allowed in addition to salary and they shall be restricted to the following:

**CATEGORY 'A'**

**1. Housing:** The expenditure by the Company on hiring furnished accommodation for the Chairman will be subject to the following ceiling: 60% of the salary, over and above 10% payable by the Chairman. In case the accommodation is owned by the Company 10% of the salary of the Chairman shall be deducted by the Company. In case no accommodation is provided by the Company, the Chairman shall be entitled to house rent allowance subject to the ceiling laid down in (a) above.

**Explanation.-** The expenditure incurred by the Company on gas, electricity, water and furnishing will be valued as per the Income-tax Rules, 1962. This shall however be subject to a ceiling of 10% of the salary of the Chairman.

**2. Medical Reimbursement:** Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

**3. Leave Travel Concession:** For self and family, once in a year incurred in accordance with the rules of the Company.

**4. Club Fees:** Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

**5. Personal Accident Insurance:** Premium not to exceed Rs. 15,000 per annum.

**Explanation.** - "Family" means the spouse, the dependent children and dependent parents of Chairman. Perquisites as above, shall be restricted to an amount equal to the annual salary or Rs. 50,000 per annum, whichever is less.

**CATEGORY 'B'**

(a) Company's contribution towards Provident Fund and Family Pension: Fund as per the Rules of the Company but not exceeding 12% of the Salary.

(b) Company's contribution towards Superannuation Fund as per the Rules of the Company but it shall not, together with Company's contribution to Provident Fund, exceed 25% of the Salary. Contribution to Provident Fund, Family Pension Fund and Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.

**6. Gratuity** as per the Rules of the Company, but shall not exceed one-half month's salary for each completed year of service.

**7. 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. Leave accumulated shall be encashable at the end of the every financial year. Encashment of leave at the end of the every financial year will not be included in the computation of the ceiling on perquisites.

**CATEGORY 'C'**

- Free use of Company's car on Company's business and telephone at residence and mobile phone will not be considered as perquisites.

- Personal long-distance calls and use of car for private purpose shall be billed by the Company.

- Reimbursement of entertainment expenses, travelling and all other expenses actually and properly incurred for the purpose of Company's business.

- No sitting fees shall be paid for attending the meeting of Board of Directors or Committee thereof.

- Unless otherwise stipulated, for the purpose of this resolution, the perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

- The total remuneration and perquisites benefits contemplated as per Category (A) and (B) above, including contribution towards Provident fund, Superannuation Fund, Annuity Fund, Gratuity fund (including any unfunded retirement benefits as per the rules of the Company), overseas medical, leave

encashment, home leave expenses for expatriates, etc. payable to all the Managing/Whole time Directors of the Company shall not exceed 10% of the profits of the Company calculated in accordance with Section 197 of the Companies Act, 2013.

- The limits stipulated in this Resolution are the maximum limits and the Board may in its absolute discretion pay a lower remuneration and revise the same from time to time within the maximum limits stipulated by this resolution.
- In the absence or inadequacy of profits in any financial year, the remuneration payable to Chairman by way of salary and perquisites shall not exceed the maximum limits prescribed under Schedule V of the Companies Act, 2013.
- The maximum limit for salary and other perquisites shall be enhanced by 15% every year over the preceding year's salary and other perquisites.
- In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or the Amendment thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 2013, or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Vinit Jain (DIN: 02312319), Wholetime Director and CFO of the Company be and is hereby authorised, to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**Item No. 7: To revise the Overall Maximum Managerial Remuneration of the directors of the Company**

In this regard to consider and if thought fit, to pass the following resolution with or without modification(s) 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 revise the overall managerial remuneration limit from Rs. 188 lacs per annum to Rs. 225 lacs per annum w.e.f. FY 2025-26 payable beyond specified limits under Section 197 of Companies Act 2013 read with Schedule V of Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall

not exceed as approved and recommended by nomination and remuneration committee.

**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."

**By Order of the Board  
For Universal Autofoundry Limited**

Sd/-  
**Vimal Chand Jain**  
Chairman and Managing Director  
DIN:00295667  
Date: 06.08.2025  
Place: Jaipur

**Registered Office:**  
B-307, Road No. 16 V.K.I Area,  
Jaipur-302013, Rajasthan  
CIN: L27310RJ2009PLC030038  
Website: [www.ufindia.com](http://www.ufindia.com)  
E-mail: [cs@ufindia.in](mailto:cs@ufindia.in)  
Contact: - 0141-4109598

**NOTES:**

1. The AGM of the Company is being conducted through video conferencing (VC) or other audio-visual means (OAVM) in compliance with General Circular No. 09/2024 dated September 19, 2024 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by The Ministry of Corporate Affairs and read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India read with the circulars issued earlier on the subject (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 3, 4, 5, 6 and 7 of the accompanying Notice is annexed hereto.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA and SEBI Circulars through VC, the facility for the appointment of proxies by the members will not be available.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to Mitesh Kasliwal csmitesh@gmail.com with a copy marked to evoting@nsdl.co.in.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act. and the relevant documents referred to in the Notice will be available electronically for inspection by the member during the AGM All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@ufindia.com.
7. The relevant details, pursuant to Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant clause of Secretarial Standard on General Meetings (SS-2) issued by ICSI, in respect to the profile of the director to be re-appointed is enclosed as Annexure 1 to the Notice.
8. The register of members and transfer books of the company will remain closed from 13th September, 2025, to 19th September, 2025 (both days inclusive) for the purpose of the 16th Annual General Meeting or any adjournment thereof.
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
10. As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has designated email ID: cs@ufindia.in of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email-id: cs@ufindia.in.
11. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, read with Circular dated January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023, Notice of the AGM along with the Annual Report of 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of 2024-25 will also be available on the Company's website www.ufindia.com, website of the Stock Exchange i.e. BSE Limited www.bseindia.com.
12. The Members can join the EGM/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 the EGM/AGM through VC/OAVM will be made available for 1000 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 the EGM/AGM without restriction on account of first come first served basis. All the members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the Meeting.
13. In compliance with provisions of section 108 of Companies Act, 2013 read with the Companies

(Management and Administration) Rules, 2014, and Listing Regulations, the company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in the notice.

14. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 12th September, 2025, may cast their votes electronically. The e-voting period commences on Monday, 15th September, 2025 (09:00 a.m. IST) and ends on Thursday, 18th September, 2025 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been casted. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 12th September, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
15. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
16. The Board of Directors of the Company has appointed Mr. Mitesh Kasliwal, a Practicing Company Secretary (Membership No. FCS 8233), Partner, M/s. Arms & Associates LLP as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
17. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website [www.ufindia.com](http://www.ufindia.com).
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time
19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with section 108 of the Companies Act, 2013

and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars in this regard, the Company is providing facility of remote e-voting to its members with respect to the business to be transacted at the AGM. For this purpose, the Company has finalized National Depository Securities Limited for facilitating voting through remote e-voting.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Monday, 15th September, 2025 (09:00 a.m. IST) and ends on Thursday, 18th September, 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 12th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 12th September, 2025.**

#### **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 and joining virtual meeting 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**

Individual Shareholders holding securities in demat mode with NSDL.

#### **Login Method**

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 or joining virtual meeting & voting during the meeting.

- 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>
- 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 or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



### Type of shareholders

Individual Shareholders holding securities in demat mode with CDSL

#### Login Method

- 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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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.

- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & 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 and also able to directly access the system of all e-Voting Service Providers.

### Type of shareholders

Individual Shareholders (holding securities in demat mode) login through their depository participants

#### Login Method

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 or joining virtual meeting & voting during the meeting.

**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.**

#### Login type

Individual Shareholders holding securities in demat mode with NSDL

#### Helpdesk details

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000

#### Login type

Individual Shareholders holding securities in demat mode with CDSL

#### Helpdesk details

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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:

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

- a) For Members who hold shares in demat account with NSDL.

**Your User ID is:**

8 Character DPID 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\*\*\*\*\*.

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

- b) For Members who hold shares in demat account with CDSL.

**Your User ID is:**

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

- c) For Members holding shares in Physical Form

**Your User ID is:**

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 use 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.com](mailto:evoting@nsdl.com) 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.com](mailto:evoting@nsdl.com). 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 or send a request to Mr. Kartik Sharma at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@ufindia.in](mailto:cs@ufindia.in). The same will be replied by the company suitably

## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies, Act, 2013, the following Explanatory statement sets out all the material facts relating to the Resolution(s) mentioned in the accompanying Notice:

### Item No. 3:

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable statutory provisions, and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on Thursday May 15, 2025, has proposed the appointment of M/s Arms & Associates LLP, Company Secretaries, Jaipur as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, from FY 2025-26 to FY 2029-30. The recommendation is based on the fulfilment of eligibility criteria and qualifications prescribed under the Companies Act, 2013, the rules made thereunder, and the Listing Regulations, including assessment of the individual's experience, secretarial audit expertise, audit capability, independence, and evaluation of the quality of audit work previously carried out. M/s Arms & Associates LLP has consented to their proposed appointment for a term of five years and confirmed that he is peer-reviewed and eligible to be appointed as Secretarial Auditor. They have further confirmed that they are not disqualified for appointment under the provisions of the Company Secretaries Act, 1980, the rules and regulations made thereunder, and the ICSI Auditing Standards, as amended from time to time.

M/S Arms and Associates LLP (ICSI URN P2011RJ023700) is a practicing Company Secretaries firm, based out of Jaipur (Rajasthan), known for its professionals who are immensely experienced and have a vast knowledge base, expertise, and exposure in corporate laws, corporate restructuring, Initial public offers, all kinds of compliances under the Companies Act, SCRA, listing agreements, SEBI matters, Taxation matters, corporate advisory, project analysis, and management consultancy.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said Resolution. The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

### Item No. 4:

The Board of Directors, at its Meeting held on May 15, 2025, upon the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Girdhar Choudhary & Co. (FRN: 103888), Cost Accountant, Udaipur as Cost Auditors of the Company for conducting the audit of the cost records of the Company,

for the financial year ending on 31st March, 2026 at a remuneration of Rs 35,000/- Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2026 as approved by the Board of Directors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said Resolution. The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

### Item No. 5:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between related parties of the company. The provisions of Section 188(1) of Companies Act, 2013 and listing regulations that govern the related party transactions, requires that for entering into any contract or arrangement as mentioned herein below at ANNEXURE 1 with the related party, the company must obtain prior approval of the Board of Directors and in case transactions exceeding prescribed amount, prior approval of shareholders is required.

In the light of provisions of Companies Act, 2013 and Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 the Board of Directors of your company has approved the transactions provided at Annexure 1 along with annual limit that your company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial other than Mr. Vimal Chand Jain, Mr. Vinit Jain and Mr. Vikram Jain. The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

### Item No. 6:

At the Nomination and Remuneration Committee Meeting dated 06th August, 2025 and Board of Directors Meeting dated 06th August, 2025, the directors of the Company approved the re-appointment of Mr. Vimal Chand Jain (DIN: 00295667) as Chairman & Managing Director of the

Company for the period of five years with effect from 06.08.2025 on such terms and conditions as approved by the Board of Directors and the Nomination and Remuneration Committee during the Meeting.

Further, Mr. Vimal Chand Jain (DIN: 00295667) has been appointed by the shareholders on 29th September, 2020 for the term of 5 Years and the same has been completed on 09th July 2025. Hence on the basis of his experience and eligibility the NRC and the Board has recommended for fresh appointment as Chairman and Managing Director (CMD) for the term of 5 years w.e.f. 06.08.2025 which requires the approval of members by way of a special resolution. Keeping in view that Mr. Vimal Chand Jain has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to appoint the employment of Mr. Vimal Chand Jain (DIN: 00295667) as Chairman and Managing Director.

Except Mr. Vimal Chand Jain, Chairman and Managing Director, Mr. Vinit Jain and Mr. Vikram Jain, 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.

This explanation together with the notice is and should be treated as abstract of the terms of appointment of Mr. Vimal Chand Jain (DIN: 00295667), Chairman & Whole Time Director of the Company and a Memorandum as to the nature of the concern in the said appointment, as required under Section 190 of the Companies Act, 2013.

Information required on the matter pursuant to Section II, Part II of Schedule V to the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 is given in Annexure.

**Item No. 7:**

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. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on Wednesday, August 06, 2025 recommended to revise overall managerial remuneration payable in any financial year to Rs. 225 lakh per annum which is beyond the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 w.e.f. FY 2025-26.

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. 7 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. 7.

### ANNEXURE 1

#### DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORAS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY ICSI:

<b>Name of the Director:</b>	Mr. Gajendra Kumar Tyagi (DIN: 00371981)	Mr. Vimal Chand Jain (DIN: 00295667)
<b>Age:</b>	72 years	76 Years
<b>Date of first Appointment on the board:</b>	July 25, 2023	Since Incorporation i.e., 08.10.2009
<b>Designation:</b>	Wholetime Director	Chairman and Managing Director
<b>Brief Resume:</b>	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	Mr. Vimal Chand Jain has been on the Board since inception of the company and currently holds the position as the Chairman and Managing Director of our company. He has done Bachelors of Engineering (Electrical) from Osmania University, Hyderabad. He is involved in identifying, developing and directing the implementation of business strategy. He is heavily involved in maintaining the budget and oversees cost and general accounting, accounts receivable/collection and payroll and risk management. He also guides financial decisions by establishing, monitoring and enforcing policies and procedures. He is also responsible for the company's health and to maintain links with other trade and professional associations.
<b>Expertise in specific functional area:</b>	He is an expert in operations and NPD	He is an expert in operations and management
<b>Qualification:</b>	B. Sc.	B. E
<b>Experience:</b>	36 Years approx..	More than 50 Years
<b>Terms and conditions of Appointment/Reappointment:</b>	Wholetime Director liable to retire by rotation	Chairman and Managing director not liable to retire by rotation
<b>Remuneration drawn in the Company for the Financial year 2024-25</b>	Rs. 18.00 Lakh	Rs. 50.04 Lakhs
<b>Remuneration sought to be paid:</b>	Rs. 1.50 Lakh P.M.	Rs. 4.17 Lakh P.M.
<b>Directorship in other listed Companies as on 06th August, 2025</b>	NIL	NIL
<b>Member/Chairman of the Committees of the Board of other listed Companies:</b>	NIL	NIL
<b>Directorship in other Public Companies as on 06th August, 2025</b>	NIL	NIL
<b>Member/Chairman of the Committees of the Board of other Public Companies:</b>	NIL	NIL
<b>No. of shares held in Company as on 06th August, 2025</b>	54681 (0.44 %)	1605000 (12.91%)
<b>Relationship between the directors and KMP's inter se:</b>	Not related to any director or KMP of the Company	He is father of Mr. Vinit Jain who is CFO & WTD and Mr. Vikram Jain, who is WTD of the Company
<b>No. of meetings of the Board attended during the year (FY2024-25)</b>	06	06

**DISCLOSURES REGARDING DETAILS OF RELATED PARTY TRANSACTIONS AS SPECIFIED AT ITEM NO. 5 OF THE NOTICE**

S. NO.	TYPE OF TRANSACTION	NAME OF RELATED PARTY	NATURE OF RELATIONSHIP	NATURE, MATERIAL TERMS AND PARTICULARS OF CONTRACT OR ARRANGEMENT	MAXIMUM LIMIT (RS. IN CRORE)	ANY OTHER INFORMATION (PERIOD OF TRANSACTION)
1	Purchase/Sale/ Job Work	Precision Auto castings Private Limited	Promoter's Major Stake	As per contract	1.00	1 year
2	Purchase/Sale	KVG High Tech Auto Components Private Limited	Promoter's Major Stake	As per contract	1.00	1 year
3	Purchase/Sale	Jain Auto castings Private Limited	Promoter's Major Stake	As per contract	1.00	1 year
4	Purchase/Sale	Unicast	Promoter's Major Stake	As per contract	1.00	1 year
5	Rent Agreement	Indian Metal foundry Institute Private Limited	Common Director	Rent Agreement	3.00	1 year

By Order of the Board  
For Universal Autofoundry Limited

Sd/-  
Vimal Chand Jain  
Chairman and Managing Director  
DIN:00295667

Date: 06.08.2025  
Place: Jaipur

Registered Office:  
B-307, Road No. 16 V.K.I Area,  
Jaipur-302013, Rajasthan  
CIN: L27310RJ2009PLC030038  
Website: www.ufindia.com  
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