



UNITED POLYFAB GUJARAT LIMITED

(Formerly known as United Polyfab(Unit-II) Pvt. Ltd.)

Survey No. 238/239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, AHMEDABAD - 382405.
PHONE : 91-079-25731155, 9925232824 Fax : +91-79-25731144 E-mail : unitedpolyfab@unitedpolyfab.com
info@unitedpolyfab.com CIN No. : L18109GJ2010PLC062928

September 01, 2018

To,
National Stock Exchange of India Limited
Listing Compliance Department
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai - 400051

Respected Sir / Ma'am,

Sub: Intimation of 8th Annual General Meeting of the Company and Book Closure Dates

Ref: *United Polyfab Gujarat Limited (SYMBOL: UNITEDPOLY)*

This is to inform you that the 8th Annual General Meeting of our Company is scheduled to be held on Friday, September 28, 2018, 12:00 Noon At Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Sarkhej Highway, Ahmedabad- 382405.

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of 8th Annual General Meeting of the Company which will be re-opened from Sunday, September 30, 2018 onwards.

Kindly take the same on your record and oblige us.

FOR, UNITED POLYFAB GUJARAT LIMITED

Nidhi
NIDHI AGRAWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
(MEMBERSHIP NO.-ACS: 51021)



ENCL:- NOTICE OF AGM

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting of the Members of United Polyfab Gujarat Limited will be held on Friday, September 28, 2018 at 12:00 Noon at the Registered Office of the Company situated at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol- Sarkhej Highway, Ahmedabad – 382 405, Gujarat, India to transact the following businesses:-

ORDINARY BUSINESS

Item No. 1- Adoption of financial statements

To receive, consider and adopt audited financial statements of the company for the financial year ended on March 31, 2018 and the reports of the Board of Director's ('The Board') and the Auditor's thereon.

Item No. 2- Appointment of Mr. Ritesh Hada (DIN: 01919749) as a director liable to retire by rotation

To appoint a Director in place of Mr. Ritesh Hada (DIN: 01919749) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:-

Item No. 3 - Appointment of Mr. Sumit Ramesh Saraf (DIN: 08193454) as Non-Executive Independent Director of the Company

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

RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sumit Ramesh Saraf (DIN: 08193454), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from August 13, 2018 and who holds office till the date of this AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sumit Ramesh Saraf (DIN: 08193454) as a candidate for the office of an independent director of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period up to August 13, 2023, not liable to retire by rotation.

Item No. 4 - Service of Documents to Members by the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed there under and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

By order of the Board of Directors
For, **United Polyfab Gujarat Limited**

Place: Ahmedabad
Date: September 1, 2018

Gagan Mittal
Chairman and Managing Director
DIN [00593377](#)

Notes for Shareholders for AGM:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 26, 2018, 04:00 P.M.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

2. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) and same will be re-opened from Sunday, September 30, 2018 onwards.
6. The route map showing directions to reach the venue of the 8th AGM is provided at the end of this Notice.
7. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.upgl.in.
8. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of F.Y. 2017-18. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.
Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
12. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under Section 108 and in case Poll has been demanded, under Section 109 of the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
13. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
14. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment or re-appointment as Director under Item Nos. 2 and 4 of the Notice are provided hereunder;

Name of Director	Mr. Ritesh Hada	Mr. Sumit Ramesh Saraf
Date of Birth	October 26, 2010	August 13, 1985
Date of Appointment at current term and designation	Originally appointed as Director w.e.f. November 16, 2010. Designated as Non-Executive Director in Board Meeting dated January 12, 2016.	Appointed as Additional (Non-Executive Independent) Director w.e.f. August 13, 2018
Qualifications	Master of Arts in Market Administration	He is Commerce Graduate & Inter C.A.
Expertise in Specific Functional Areas	He is a young and promising entrepreneur. He holds the degree of Master of Arts in Market Administration from De Montfort University by qualification and having more than 11 years of experience in the field of education and presently he is also associated with Karnavati Dental College.	He is having a work experience in the field of accounts of around 5 years.

List of Public Limited Companies in which Directorships held	1. Meghalaya Global Services Limited 2. Omega Realty Limited 3. United Polyfab Gujarat Limited	1. United Polyfab Gujarat Limited
Chairman / Member of the Committees* of the Board of Directors of the Public Company	Members – Nil Chairman - Nil	Members – 1Committee Chairman –1 Committee
Inter-se relationship with other Directors^	-	-

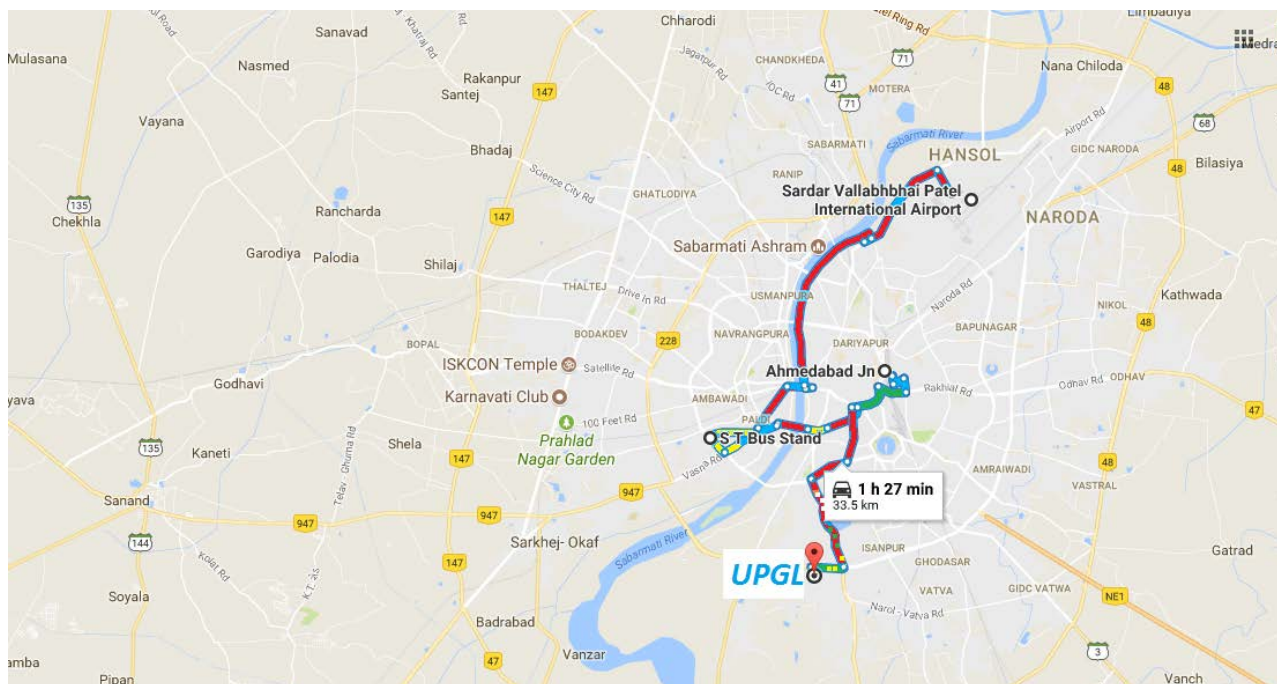
*Committee includes the Audit Committee and Stakeholders' Grievance Committee

^ in accordance with SEBI (ICDR) Regulations, 2009 and the Companies Act, 2013

Specific Attention of the Members is drawn to the followings:

1. 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 not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
3. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to BSPL.
4. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Satellite Corporate Services Private Limited. Members holding shares in physical form may submit the same to Satellite Corporate Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Satellite Corporate Services Private Limited to enable us to send you the communications via email.

Route Map to the Venue of Annual General Meeting



NEAR BY RAILWAY STATION



AIRPORT



NEAR BY BUS ROUTE



VENUE- SURVEY NO. 238, 239, SHAHWADI, OPP. NEW AARVEE DENIM, NAROL-SURKHEJ HIGHWAY, AHMEDABAD GJ 382405

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

Item No. 3

Appointment of Mr. Sumit Ramesh Saraf (DIN: 08193454) as Non-Executive Independent Director of the Company:

The Board of Directors has, at its meeting held on August 13, 2018, appointed Mr. Sumit Ramesh Saraf (DIN: 08193454) as an Additional (Non-Executive Independent) Director of the Company with effect from August 13, 2018, pursuant to Sections 149 and 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sumit Ramesh Saraf (DIN: 08193454) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Sumit Ramesh Saraf (DIN: 08193454) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Sumit Ramesh Saraf (DIN: 08193454) is having a work experience in the field of accounts of around 5 years.

The Company has received from Mr. Sumit Ramesh Saraf (DIN: 08193454) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Sumit Ramesh Saraf (DIN: 08193454), the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Sumit Ramesh Saraf (DIN: 08193454) as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The resolution seeking the approval of members for the appointment of Mr. Sumit Ramesh Saraf (DIN: 08193454) as Non-Executive Independent Director of the Company for a period up to August 12, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Mr. Sumit Ramesh Saraf (DIN: 08193454), to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Item No. 4

Service of Documents to Members by the Company:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 4 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above resolution.

Registered office:

Survey No. 238, 239, Shahwadi, Opp. New
Aarvee Denim, Narol-Surkhej Highway,
Ahmedabad – 382 405, Gujarat, India

**By order of the Board of Directors
For, United Polyfab Gujarat Limited**

Place: Ahmedabad

Date: September 1, 2018

**Gagan Mittal
Chairman and Managing Director
DIN 00593377**

UNITED POLYFAB GUJARAT LIMITED

CIN: L18109GJ2010PLC062928

Regd. Off: Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Surkhej Highway, Ahmedabad – 382 405, Gujarat, India

Phone: +91-79-2573 1155; **Fax:** +91-2573 1144; **E-mail:** info@unitedpolyfab.com; **Web:** www.upgl.in

ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 8th Annual General Meeting of United Polyfab Gujarat Limited held on Friday, September 28, 2018 at 12:00 Noon at the Registered Office of the Company situated at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Surkhej Highway, Ahmedabad – 382 405, Gujarat, India.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting and/or any adjournment thereof of United Polyfab Gujarat Limited to be held on Friday, September 28, 2018 at 12:00 p.m. at the Registered Office of the Company at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Surkhej Highway, Ahmedabad – 382 405, Gujarat, India and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares		
Ordinary businesses		For	Against	Abstain
1.	To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Director's and the Auditor's thereon.			
2.	To appoint a Director in place of Mr. Ritesh Hada (DIN: 01919749) who retires by rotation and being eligible, offers himself for re-appointment.			
Special Businesses				
3.	Mr. Sumit Ramesh Saraf (DIN: 08193454) as Non-Executive Independent Director of the Company-Ordinary Resolution			
4.	Service of Documents to Members by the Company- Special Resolution			

Signed this.....day of.....2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
Rs. 1

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting on or before September 27, 2018 at 04:00 P.M.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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To,
Satellite Corporate Services Private Limited
 Unit No. 49, Bldg No.13-A-B, 2nd Floor,
 Samhita Commercial Co-Op. Soc. Ltd.
 Off Andheri Kurla Road, MTNL Lane,
 Sakinaka, Mumbai - 400 072

Dear Sir/Ma'am,

Sub: Updation of Shareholder Information

Ref: UNITED POLYFAB GUJARAT LIMITED (CIN: L18109GJ2010PLC062928)

I/we request you to record the following information against my/our folio no;

Folio Number		No of Shares Held	
Name of the Shareholder	1. 2.		
Address of The First Holder			
Email Id			
PAN		Telephone No(s)	
Specimen Signature(s)	1. 2.		
Attestation By Bank Under Their Stamp Name of the officer Authorization Code Number Contact Number			

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made thereunder, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

Place:

Date:

Signature of sole / First Holder

Note:

- Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
- Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
- Attach following documents along with form;
 - Attested copy of the PAN card.
 - Attested copy of Aadhar Card/Passport/ration Card/Driving Licence/Voter Id (any one) (If PAN card is not obtained)
 - Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
 - In case of death of any holder kindly send attested copy of the death certificate.

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