

U. H. ZAVERI LIMITED

Regd. Off.: GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road
Ahmedabad – 382350, Gujarat
CIN: L74999GJ2017PLC098848

E-Mail: uhzl.compliance@gmail.com Website: www.uhzaveri.in Phone: 079-22703991

14th September, 2021

To
The General Manager-Listing
Corporate Relationship Department
The BSE Limited
Phiroz Jeejeebhoy Tower
Dalal Street, Mumbai-400001

SUBJECT: Addendum to the Notice of 4th Annual General Meeting (AGM).

Ref: U. H. ZAVERI LIMITED (Script Code - 541338)

Dear Sir,

We enclose herewith an Addendum to the Notice of 4th Annual General Meeting (AGM) of the Company.

The addendum to the Notice of 4th Annual General Meeting is also being dispatched through electronic mode to those Members whose e-mail addresses are registered with the Company or Registrar & Transfer Agent and Depositories.

Kindly take the above information on record.

Thanking You,

Yours Faithfully,

For U. H. ZAVERI LIMITED

Hitesh

Hitesh M. Shah
Managing Director
(DIN: 07907609)



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ADDENDUM TO THE NOTICE OF 4TH ANNUAL GENERAL MEETING

To the Members of U. H. ZAVERI LIMITED

Notice is hereby given in respect of the business proposed at the 4th Annual General Meeting of U. H. Zaveri Limited (“the company”) scheduled to be held on Thursday, 30th September, 2021 at 02.00 P.M at the registered office of the company at GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road, Ahmedabad – 382350, Gujarat, notice (Original Notice) of which was sent on 07th September, 2021 along with the Annual Report 2020-21 through permitted mode, to transact 3 (three) business items (02 Ordinary Business and 1 Special Business) as specified in the said notice. Further to the above, the Board of Directors wish to propose the additional Two (2) Special business set out below Item No. 04 and Item No. 05 respectively to the existing resolutions for your consideration and approval.

SPECIAL BUSINESS:

Item No. 4: Increase in Authorised Share Capital

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

“**RESOLVED THAT** pursuant to the provisions of section 61 read with section 64 and all other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed there under, the consent of the members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.6,40,00,000 (Rupees Six Crore Forty Lakhs Only) divided into 64,00,000 (Sixty Four Lakhs only) Equity Shares of Rs.10/- each (Rupees Ten Only) each to Rs.10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- each (Rupees Ten Only) by creating additional 36,00,000 (Thirty-Six Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.”

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Item No. 05: Alteration in Capital Clause of Memorandum of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the members of the company, be and is hereby accorded for substituting Clause V of Memorandum of Association of the Company with the following clause.”

“**V. The Authorised Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorised Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company as they may think fit.”

Place: Ahmedabad

**By Order of the Board of Directors
U. H. Zaveri Limited**

Date: 14/09/2021

Registered Office:

GF/2, Manish Complex
Indrajit Tenaments, Opp-Diamond Mill,
Nikol Road, Ahmedabad – 382350, Gujarat

**Sd/-
Hitesh M. Shah
Managing Director**

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ANNEXURE TO THE NOTICE

Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 04 and 05:

Presently, the Authorized Share Capital of the Company is Rs.6,40,00,000/- (Six crores Forty Lakhs) divided into 64,00,000 (Sixty-Four Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

In order to expand the Capital base for infusion of additional funds by way of Share Capital, it is proposed to increase the existing Authorised Share Capital of the Company from existing Rs.6,40,00,000/- (Rupees Six crores Forty Lakhs) to Rs.10,00,00,000 (Rupees Ten Crore Only) by creating additional 36,00,000 (Thirty-Six Lakhs) Equity Shares of Rs.10/- each (Rupees Ten Only) each subject to compliance of Statutory provisions of the Companies Act, 2013 and also to amend Clause V of the Memorandum of Association in this regard.

As per the provisions of the Companies Act, 2013 Member's approval is required to give effect to the proposed resolution. The Board considers the said Resolution in the interest of the Company and recommend the said resolution for approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution except to their shareholding in the Company.

Place: Ahmedabad

**By Order of the Board of Directors
U. H. Zaveri Limited**

Date: 14/09/2021

Registered Office:

GF/2, Manish Complex
Indrajit Tenaments, Opp-Diamond Mill,
Nikol Road, Ahmedabad – 382350, Gujarat

**Sd/-
Hitesh M. Shah
Managing Director**

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Form MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

4th Annual General Meeting – Thursday, September 30, 2021

Name of the shareholder(s):

Registered Address:

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being member(s) of Gautam Gems Limited, holding _____ share(s) of the Company, hereby appoint

(A) Name:

Address:

E-mail

ID:

Signature: _____ or failing him/her

(B) Name:

Address:

E-mail

ID:

Signature: _____ or failing him/her

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(C) Name: _____

Address: _____

E-mail _____

ID: _____

Signature: _____

As my/our proxy to attend and vote for me/us, on my/our behalf at the 4th Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 02.00 P.M. at GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road Ahmedabad – 382350, Gujarat, India and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Voting	
		For	Against
Ordinary Business			
1	To receive, consider and adopt Audited Financial Statement of the Company for the financial year ended on March 31, 2021 together with Report of Board of Directors and Auditors' Report thereon.		
2	To appoint a Director in place of Mrs. Sunitaben H. Shah (DIN:07907643), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.		
Special Business			
3	Revision in remuneration of Mr. Hitesh Mahendrakumar Shah (DIN :07907609), Managing Director of the Company		
4	Increase in Authorised Share Capital		
5	Alteration in Capital Clause of Memorandum of Association.		

Signed this _____ day of _____ 2021

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Signature of Shareholder(s)/ Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.