

**NOTICE**

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of UNIVERSAL ARTS LIMITED will be held on Monday, 30<sup>th</sup> September, 2024 at 11.00 A.M. at Keshav Gore Smarak Trust Hall situated at Keshav Gore Smarak Trust Hall, Smriti, Aarey Road, Goregaon West, Mumbai – 400 104 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended **31<sup>st</sup> March, 2024** together with the reports of the Board of Directors and Auditors thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby received, considered and adopted”.

2. To appoint a Director in place of Mr. Manish Girish Shah (DIN - 00434171), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Manish Girish Shah (DIN - 00434171), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation”.

**SPECIAL BUSINESS**

3. **Appointment of Mr. Nikesh Kesarimal Oswal as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) [including but not limited to any statutory modification(s), enactment(s), re-enactment(s) or amendment(s) thereof applicable for the time being in force], Articles of Association of the Company and the recommendation of Nomination and Remuneration Committee, **Mr. Nikesh Kesarimal Oswal (DIN: 07895357)** who was earlier appointed as Additional Non-Executive Independent

Director of the Company and who is eligible for appointment and meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Non-Executive Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five consecutive years and shall not be liable to retire by rotation.”

**Registered Office:**

Ganpati Bhavan, 1<sup>st</sup> floor,  
M. G. Road, Goregaon West,  
Mumbai- 400062

By Order of the Board  
For **UNIVERSAL ARTS LIMITED**

Sd/-

Date : 06/09/2024  
Place : Mumbai

**Razia Bashir Mujawar**  
**Company Secretary & Compliance Officer**

**NOTES FOR MEMBERS' ATTENTION**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER.
- **PROXY:** A form of proxy is enclosed to this Notice. No instrument of proxy shall be valid unless:
  - a) It is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting
- Members / proxies are requested to bring duly filled attendance slips, sent herewith, to attend the Meeting and proxy holder shall prove his/her identity at the time of attending the Meeting.
- Institutional Shareholders / Corporate 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., authorising its representative to attend the AGM on its behalf and to vote through remote E- voting or during the AGM.
- The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to girishmurarka@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
- The Register of Members of the Company will be closed from 23<sup>rd</sup> September, 2024 to 29<sup>th</sup> September, 2024 (Both days inclusive) for the purpose of holding 29<sup>th</sup> Annual General Meeting.
- **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode.
- SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders, according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), contact details, bank account details and specimen signature, in Form ISR-1 along with the supporting documents to Bigshare Services Pvt Ltd at the above mentioned address or by email to info@bigshareonline.com from their registered email id.
- Further, it is mandated that the RTA shall not process any service request or complaint of shareholders till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2024, the folios shall be frozen by the RTA.
- Members holding shares in demat form are requested to provide their e-mail address, mobile number, bank details and details relating to nomination to their Depository Participant(s) ("DPs"), in case the same are not updated.
- **Details of Scrutinizer: Mr. Girish Murarka** Practising Company Secretary having firm under the name and style M/s Girish Murarka & Co. (Certificate of Practice No. 4576). The Scrutinizer's decision on the validity of the votes shall be final.

- The Chairman shall declare the results of the electronic voting after the AGM.
- **DISPATCH OF ANNUAL REPORT:** Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36(1)(a) of SEBI Listing Regulations, soft copy of the Annual Report and other communications shall be served to the Members through electronic mode to those Members who have registered their e-mail address either with the Company or Bigshare Services Pvt. Ltd. or with any Depositories.
- Members may also note that the Notice of the AGM and the Annual Report for the financial year 2023- 24 will also be available on the Company's website [www.universal-arts.in](http://www.universal-arts.in).
- In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities
- Documents referred to in the Notice shall be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to [universalartslimited@hotmail.com](mailto:universalartslimited@hotmail.com) for the same.
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 23<sup>rd</sup> September, 2024 (being the cutoff date), are entitled to vote on the Resolutions set forth in this Notice.
- The facility for voting at AGM shall be made available and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The Remote E-voting facility will commence at 9.00 am on 27<sup>th</sup> September, 2024 and will end at 5.00 pm on 29<sup>th</sup> September, 2024.
- The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (Central Depository Services (India) Limited) (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- The AGM has been convened in compliance with applicable provisions of the Companies Act, 2013.

**PROCEDURE FOR REMOTE E-VOTING:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

### THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The Remote E-voting facility will commence at 9.00 am on 27<sup>th</sup> September, 2024 and will end at 5.00 pm on 29<sup>th</sup> September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 23<sup>rd</sup> September, 2024 the cut-off date (record date) or <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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.

Pursuant to above mentioned SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

**Type of shareholders & Login Method :**

**I. Individual Shareholders holding securities in Demat mode with CDSL Depository**

- 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 to EASI / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System MYEASI Tab.
- 2) After successful login the EASI / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.
- 3) 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.
- 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

**II. Individual Shareholders holding securities in demat mode with NSDL Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website 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.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 held 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 name and you will be redirected to e-voting

service provider website for casting your vote during the remote e-voting period.

### III. Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

- 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

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

#### Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

**PAN:**

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

\*Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

**DIVIDEND BANK DETAILS OR DATE OF BIRTH (DOB)**

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

### **Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [universalartslimited@hotmail.com](mailto:universalartslimited@hotmail.com) (designated email address of company), if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders – please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

➤ **OTHER INSTRUCTIONS:** Members holding shares as on the Cut-off Date shall be entitled to vote through remote e-voting or vote at the meeting venue. In case of joint holders, the

Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owner of the Company will be entitled to vote during the AGM.

- The route map of the venue of the Meeting is given in the Notice.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman.
- The Chairman shall declare the results of the voting after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company in the annual reports section.

**Regd. Off:**

Ganapati Bhavan, First Floor,  
M. G. Road, Goregaon (West)  
Mumbai - 400 062

Place : Mumbai  
Date : 06/09/2024

By Order of the Board  
**For UNIVERSAL ARTS LIMITED**

Sd/-  
**Razia Bashir Mujawar**  
Company Secretary & Compliance Officer

## **EXPLANATORY STATEMENT**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), given hereunder sets out all material facts relating to the special business mentioned at Item No. 3 of the accompanying Notice dated **6<sup>th</sup> September, 2024**.

### **ITEM NO. 3**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed **Mr. Nikesh Kesarimal Oswal (DIN: 07895357)** as an Additional Director of the Company and also as an Independent Director not liable to retire by rotation, for a term of five years, subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, **Mr. Nikesh Kesarimal Oswal** shall hold office up to the date of this AGM and is eligible to be appointed as a Non-executive Independent Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Non-executive Independent Director. **Mr. Nikesh Kesarimal Oswal** has a work experience of 6 years in the corporate sector.

**Mr. Nikesh Kesarimal Oswal** has given his declaration to the Board, inter alia, that

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'),
- (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority,
- (iii) he is eligible to be appointed as a Director in terms of Section 164 of the Act and
- (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

He has also given his consent to act as a Non-executive Independent Director. The Board considers it desirable and in the interest of the Company to have **Mr. Nikesh Kesarimal Oswal** on the Board of the Company and accordingly the Board recommends the appointment of **Mr. Nikesh Kesarimal Oswal** as an Independent Director, as proposed in the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

Except for **Mr. Nikesh Kesarimal Oswal** and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Form No. MGT-11

**Proxy form**

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

CIN	L22300MH1995PLC091082
Name of the company	UNIVERSAL ARTS LIMITED
Registered Office	GANPATI BHAVAN 1 <sup>st</sup> FLR, M G ROAD GOREGAON WEST MUMBAI - 400062

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No. /Client ID	
DP ID	

I/We, being the member(s) of Universal Arts Limited holding shares of the 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 , or failing him	

as my/ our proxy to attend and vote for me/us and on my/our behalf at the 29<sup>th</sup> ANNUAL GENERAL MEETING of the Company, to be held on Monday, 30<sup>th</sup> September, 2024 at 11.00 a.m. at Keshav Gore Smarak Trust Hall situated at Keshav Gore Smarak Trust Hall Smriti, Aarey Road, Goregaon West, Mumbai – 400 104 and at any adjournment thereof in respect of such resolutions as are indicated below:

## Universal Arts Limited

Resolution No.	Resolutions	Vote		
		For	Against	Abstain
<b>Ordinary Resolution</b>				
1.	<p>To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the reports of the Board of Directors and Auditors thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:</p> <p><b>“RESOLVED THAT</b> the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby received, considered and adopted”</p>			
2.	<p>To appoint a Director in place of Mr. Manish Girish Shah (DIN - 00434171), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:</p> <p><b>“RESOLVED THAT</b> in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Manish Girish Shah (DIN - 00434171), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation”.</p>			
<b>Special Resolution</b>				
3.	<p>Appointment of Mr. Nikesh Kesarimal Oswal as a Non-Executive Independent Director of the Company</p> <p>To consider and, if thought fit, pass the following Resolution as an Special Resolution:</p>			

Resolution No.	Resolutions	Vote		
		For	Against	Abstain
	<p><b>“RESOLVED THAT</b> pursuant to the provisions of sections 149, 150, 152 of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) [including but not limited to any statutory modification(s), enactment(s), re-enactment(s) or amendment(s) thereof applicable for the time being in force], Articles of Association of the Company and the recommendation of Nomination and Remuneration Committee, <b>Mr. Nikesh Kesarimal Oswal (DIN: 07895357)</b> who was earlier appointed as Additional Non-Executive Independent Director of the Company and who is eligible for appointment and meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Non-Executive Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five consecutive years and shall not be liable to retire by rotation.”</p>			

Signature of the Member: .....

Signature of Proxy holder(s): .....

**Notes:**

1. This form of proxy 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 commencement of the meeting;

2. 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.

## Universal Arts Limited

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### ATTENDANCE SLIP FOR 29<sup>th</sup> ANNUAL GENERAL MEETING

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE  
ENTRANCE OF THE AGM HALL

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request.

<b>Name &amp; Address of the Shareholder:</b>		
<b>Joint Holder 1:</b>		
<b>Joint Holder 2:</b>		
<b>Folio No.:</b>	<b>DP ID:</b>	<b>Client ID:</b>
<b>No. of Shares:</b>		

I / We record my / our presence at the **29<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company being held on Monday, 30<sup>th</sup> September, 2024 at 11.00 a.m. at Keshav Gore Smarak Trust Hall situated at Keshav Gore Smarak Trust Hall Smriti, Aarey Road, Goregaon West, Mumbai – 400 104.

Name(s) of the Shareholder(s)/Proxy (**IN BLOCK CAPITALS**).

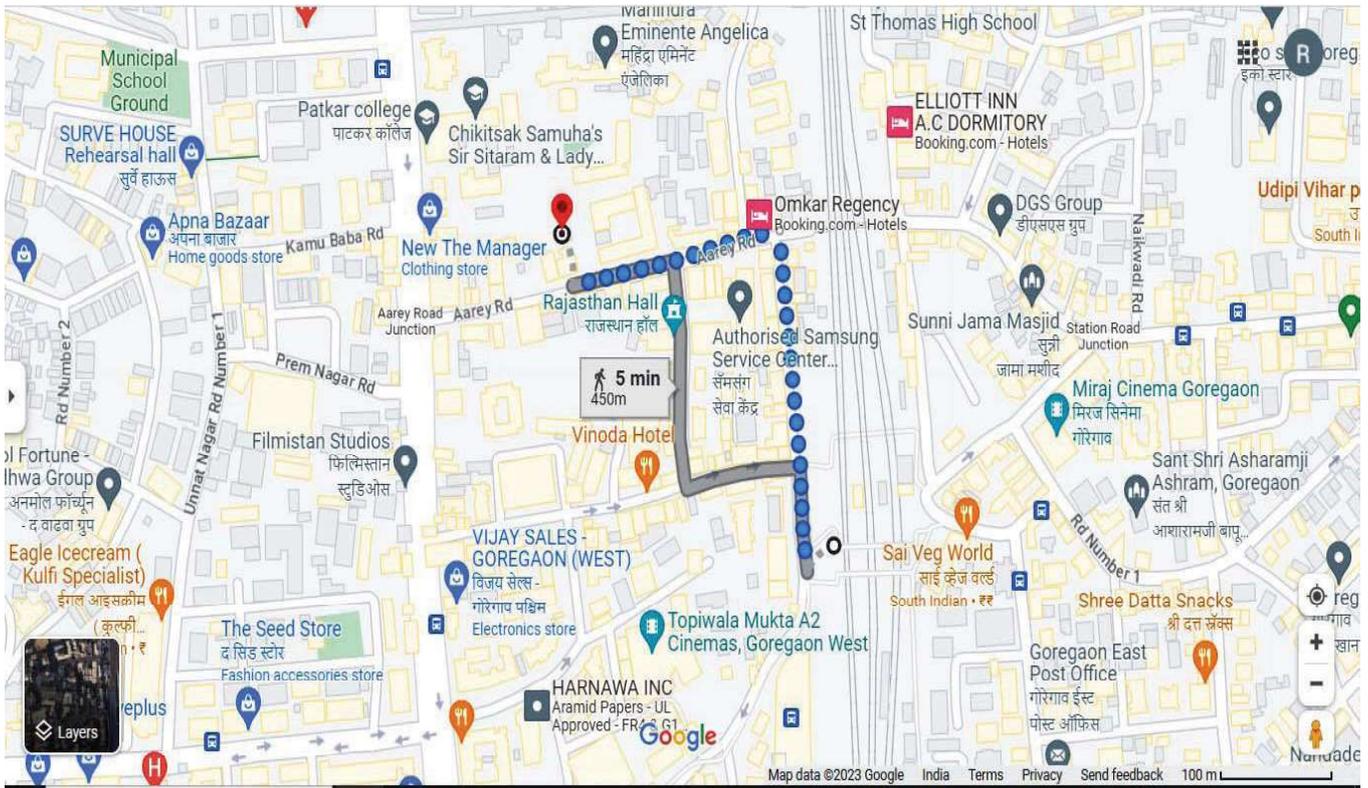
Signature(s) of the Shareholder(s) or Proxy

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**NOTE:** You are requested to sign and handover this slip at the entrance of the Meeting venue. You are also requested to bring your copy of Annual Report at the Meeting.

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**ROUTE MAP TO THE 29<sup>th</sup> ANNUAL GENERAL MEETING VENUE**



Address: Keshav Gore Smarak Trust Hall situated at Keshav Gore Smarak Trust Hall Smriti, Aarey Road, Goregaon West, Mumbai – 400 104

Route from Goregaon Station West to Keshav Gore Smarak Trust Hall – 5 minutes walking distance (450 m)

<https://www.google.com/maps/dir/Goregaon+Railway+Station,+Jawahar+Nagar,+Goregaon,+Mumbai,+Maharashtra/keshav+gore/@19.1657711,72.8479768,17z/data=!4m14!4m13!1m5!1m1!1s0x3be7b652f1c3f105:0xa9bba843ef473425!2m2!1d72.8493124!2d19.1647574!1m5!1m1!1s0x3be7b653e5d50fa7:0xc73208b29f4bbd92!2m2!1d72.8469739!2d19.1668721!3e2?entry=tu>