

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Uddhav Properties Ltd. will be held on Wednesday, the 20th September, 2017 at 11.00 A.M at the Registered Office of the Company at 19, Community Centre, First Floor, East of Kailsh, New Delhi-110065 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Gauri Shankar Poddar, who retires by rotation, and being eligible offers himself for reappointment.
3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, M/s. K.N. Gutgutia & Company, Chartered Accountants, (Firm Registration No. 304153E) be and are hereby appointed as Statutory Auditors of the Company in place of M/s Saluja & Associates, Chartered Accountants, for a term of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company to be held in the calendar year 2022, subject to their annual ratification by members at every subsequent Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company.”

Special Business Ordinary Resolution

4. Regularization of Additional Director

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

RESOLVED THAT pursuant to Sections 160 & 161 of the Companies Act, 2013 and any other applicable provisions if any, Mrs. Alka Sabharwal, who was appointed as an Additional Director on 11.4.2017 be and is hereby appointed as a Director of the Company who is not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. UDDHAV PODDAR, Managing Director of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

PLACE: New Delhi
DATE: 09.08.2017

For Uddhav Properties Ltd.

G.S. Poddar
Director
DIN: 00917730

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) 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.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2017 to 20th September, 2017 (both days inclusive).

4. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company Skyline Financial Services Pvt Ltd.
D- 153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.

- their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically.
- any change in their address/e-mail id/ECS mandate/bank details,
- Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:

i) their email id.

ii) all changes with respect to their address/e-mail id/ECS mandate/bank details.

5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. No dividend was declared. Hence no dividend required to be transferred to the Investor Education and Protection Fund (IEPF) constituted as per the provisions of Companies Act, 2013.
10. 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 meeting.

The members are requested to get their shares dematerialized. The company's ISIN Code INE162S01012.

11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to admin@skylinerta.com

The Notice of the AGM along with the Annual Report 2016-17 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.

12. The Register of Directors and key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.

13. **Voting through electronic means.**

- (a) In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on 13th September, 2017 (end of day) being the Record Date fixed for the purpose, to exercise their right to vote in respect of the resolutions to be passed at the 35th Annual General Meeting.

(b) **Instructions for e-voting are as under-**

(a) In case of Members receiving an e-mail from National Security Depository Limited:

i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

ii. Click on Shareholder – Login

iii. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID+ CLIENT –ID)

- iv. Click Login
- v. Home page of ‘e-voting’ appears. Click on e-Voting-Active Voting Cycles
- vi. Select E-Voting Event Number (EVEN) of Uddhav Properties Ltd. for casting vote in favour or against the item (s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 19, 2017, whichever is earlier).
- vii. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on Sunday, September 17, 2017 at 09.00 am and end on Tuesday, September 19, 2017 at 5.00 pm.
- viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- ix. Once you have voted on the resolution, you will not be allowed to modify your vote.
- x. Institutional shareholders (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at vikramjhawar.cs@gmail.com with a copy marked to evoting@nsdl.co.in

(b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip

- (i) Initial password is provided at the bottom of the Attendance Slip in the following format:

USER ID	PASSWORD
-	-

- (c) The company has appointed M/s V.Jhawar & Co., a firm of Company Secretaries as ‘scrutinizer’ for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- (d) The e-voting period shall commence on Sunday, September 17, 2017 and end on Tuesday, September 19, 2017. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 13th September, 2017 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
- (e) The Scrutinizer will submit the report to the Chairman of the Company after the completion of scrutiny of the e-voting and Postal Ballot Forms on or before 22nd September, 2017.
- (f) The results of the e-voting and Poll at the AGM venue, shall be announced by the Chairman after the Annual General Meeting of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company’s website www.uddhavpropertiesltd.com and on the website of the CDSL within two (2) days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.

- (g) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (h) “Voting by electronic means” or “electronic voting system” means a ‘secured system’ based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate ‘cyber security’.
It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
15. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be collected from our RTA.

PLACE: New Delhi

DATE: 09.08.2017

By Order of the Board
For Uddhav Properties Limited

(G.S.Poddar)
Director
DIN: 00917730

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item -3

In terms of provisions of section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint a Audit firm as Statutory Auditors for more than 2 terms of 5 consecutive years .

M/s Saluja & Associates, Chartered Accountants, existing Statutory Auditors of the Company have been in force for more than 10 years and in compliance with the provisions of the Act, the Company has to appoint a new auditor in their place.

Accordingly, the Board of Directors, at their meeting held on 09.08.2017, have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of M/s. K.N. Gutgutia & Co., Chartered Accountants, as the Statutory Auditors of the Company, in place of M/s Saluja and Associates, to hold office from the conclusion of this 35th AGM until the conclusion of 40th AGM of the Company, subject to ratification by the Members at every AGM.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is, in any way, whether financially or otherwise, concerned or interested in the said resolution. The Board of Directors recommends the ordinary resolution as set out in item no. 3 of the Notice for approval of members.

Item -4

The Board at its meeting held on April 11, 2017, appointed Ms. Alka Sabharwal as additional director with effect from such Board meeting date pursuant to Section 161 of the Companies Act, 2013. Hence, she will hold office up to the date of the ensuing annual General Meeting. The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as Directors. Accordingly, the Board recommends the resolution Nos. 4, in relation to appointment of Ms. Alka Sabharwal as Director, for the approval by the shareholders of the Company.

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]

UDDHAV PROPERTIES LIMITED

CIN: L70101DL1982PLC014024

REGD. OFFICE: 19, COMMUNITY CENTRE, FIRST FLOOR, EAST OF KAILSH, NEW DELHI-110065

Name of the Member(s) :	
Registered Address:	
E-mail Id:	Folio no. /DP ID-CLIENT ID:

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

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting to be held on the Wednesday of the 20th September, 2017 at 11.00 A.M. at 19, Community Centre, First Floor, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017		
2	Re-appointment of Mr. Gauri Shankar Poddar as Director liable to retire by rotation		
3.	Appointment of M/s. K.N. Gutgutia & Company, Chartered Accountants in place of M/s. Saluja & Associates, Chartered Accountants as Statutory Auditors for a period of 5 years & fixing their remuneration		
4.	Regularization of Ms. Alka Sabharwal as Director		

Signed this ____ day of _____ 2017

Affix
Revenue
Stamps

Signature of Shareholder

Signature of Proxy

Signature of the shareholder
across Revenue Stamp

Note:

- 1) 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.
- 2) The proxy need not be a member of the company.

UDDHAV PROPERTIES LIMITED

CIN-L70101DL1982PLC014024

Regd. Office-19, Community Centre, First Floor, East of Kailash, New Delhi-110065

Telephone No. : 011-41326013, email: uddhavproperties@gmail.com,

Website: uddhavpropertiesltd.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

35rd Annual General Meeting on 20th September, 2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 35th Annual General Meeting of the Uddhav Properties Ltd.

Address: 19, Community Centre, First Floor, East of Kailash, New Delhi-110065, on Wednesday, the 20th September, 2017.

(Member's /Proxy's Signature)

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial year ended on March 31, 2017 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial year ended on March 31, 2017 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read instructions given at Note No. 13 of the Notice of the 35^h Annual General Meeting of the Company before casting your vote through e-voting.