

UDDHAV PROPERTIES LIMITED

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

CIN: L7010DL1982PLC014024, Telephone No. (011) 41638121

Email id:uddhavproperties@gmail.com, Website : www.uddhavpropertiesltd.com

NOTICE

Notice is hereby given that the **Extraordinary General Meeting** of the Members of **UDDHAV PROPERTIES LIMITED** will be held on Friday, 21st April,2023 at 11:00 A.M. at its Registered Office at 19,Community Centre, First Floor, East of Kailash, New Delhi-110065 to transact the following business:

Special Business:

1. Regularization of Mr. Ram Gopal Choudhary (DIN: 06637502) as a Director of the Company

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Ram Gopal Choudhary (holding DIN: 06637502), who was appointed as an Additional Director on 25th March,2023 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company be and is hereby severally authorized to sign and file the necessary e-forms/returns with the Registrar of Companies and are further authorized to complete the other necessary formalities as are required to give effect to above resolutions.”

2. Appointment of Mr. Ram Gopal Choudhary (DIN: 06637502) as Managing Director of the Company who has attained the age of 70 years

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Ram Gopal Choudhary (DIN:06637502) as Managing Director of the Company who has attained the age of 70 years, for a period of 5 years commencing from date of ensuing Extra-Ordinary General Meeting to be held on 21st April,2023.

3. Appointment of Mr. Ram Gopal Choudhary (DIN: 06637502) as Managing Director of the company for a period of 5 years

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015 or any other law for the time being in force as may be applicable in this regard, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Ram Gopal Choudhary (DIN:06637502) as the Managing Director of the Company, for a period of 05 (Five) years with effect from ensuing Extra-Ordinary General Meeting to be held on 21st April, 2023 upon the terms & conditions of appointment as set out hereunder, with the liberty to the Board of Directors to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Ram Gopal Choudhary without obtaining further approval from the shareholders.

Terms & Conditions of Appointment:

i) **Tenure:** For a term of five consecutive years commencing from the date of ensuing Extra-ordinary General Meeting to be held on 21st April,2023.

ii) **Remuneration:** At present NIL for his tenure of Five years.

However, the Board or any Committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr. Ram Gopal Choudhary subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

iii) **Functions:** Mr. Ram Gopal Choudhary shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.

iv) **Sitting Fees:** No sitting fees shall be paid to Mr. Ram Gopal Choudhary at present to attend the Board Meetings/Committee Meetings of the Directors.

v) **Termination:** The appointment of Mr. Ram Gopal Choudhary, Managing Director may be terminated by either party by giving to the other advance notice in writing.

RESOLVED FURTHER THAT if in future the Board decides to pay remuneration to Mr. Ram Gopal Choudhary, as Managing Director, a fresh approval from the shareholders shall be obtained by the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

“RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company be and is hereby severally authorized to sign and file the necessary e-forms/returns with the Registrar of Companies and are further authorized to complete the other necessary formalities as are required to give effect to above resolutions.”

**For and on Behalf of the Board of
Uddhav properties Limited**

**Date: 25th March, 2023
Place: Delhi**

**Sd/-
Anupam Agr
Company Secretary**

Notes:

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
 4. Queries proposed to be raised at the Extraordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extraordinary General Meeting to enable the management to keep the information ready at the meeting.
 5. The Record Date of the Company for the purpose of the EGM is 14th April,2023
 6. **Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Notice to the Meeting.**
 7. **In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.**
 8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
 9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
 10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. Upto the date of the Extraordinary General Meeting.
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11. Members are requested :
- To quote their folio Nos. in all correspondence.
 - To note that no gifts will be distributed at the meeting.
 - 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.
12. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
14. **Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company as well as to get their shares dematerialized. Pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed after 05th December, 2018 unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the company.**
15. **Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e. Skyline Financial Services Privates Limited having registered office is D-153A , 1st Floor, Okhla Industrial Area,Phase -I, New Delhi – 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the company.**
16. **Securities and Exchange Board of India, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03.11.2021, SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 ; Dated:-Dec 14, 2021, has mandated all shareholders holding shares in physical form in the Company, to furnish PAN, Email Id, Bank Account No., Bank MICR/IFSC –Code, Nominee, Mobile No details (including of joint holders) to the Registrar and Share Transfer Agent of the Company (RTA)**

Procedure to be followed for complete/updation of above detail.

Sr.no.	Detail to be update or incorporate	Document required	Form required
1	PAN(S)	Self-attested copy of pan card (please make sure pan to be linked with aadhar)	ISR-1
2.	Change of address	Copy of any one 1. Valid Passport 2. Registered Lease or Sale Agreement of Residence 3. Driving License 4. Flat Maintenance bill	ISR1

		<p>5. Utility bills like Telephone bill (only land line)</p> <p>6. Electricity bill or Gas bill (not more than 3 months old)</p> <p>7. Id card document with address issued by any of the following : (Central/State Government and its</p>	
3	Email	Mention e-mail id in ISR-1	ISR-1
4.	Mobile number	Mention mobile number in ISR-1	ISR-1
5.	Bank detail	Copy of cancelled cheque (name printed on its)	ISR-1
6.	Change of signature	Original Cancelled cheque (name printed on its) and signature attested by bank on ISR-2	ISR-2 & ISR-1
7	Incorporation of Nomination	Detail of nominee in SH-13	SH13
8.	Change of nomination	Detail of new nominee in SH-14	SH14
9	Removal of nomination or declaration to opt-out	Declaration in ISR-3	ISR-3

In absence of any of the above mentioned details, no request/complaint shall be processed by RTA. As per above circular, after 01 April, 2023, such folios shall be frozen and no request/complaint/payment of dividend shall be made unless the information mentioned as above is furnished/updated successfully.

If the folio remains frozen till 31st December 2025, it shall be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Link your PAN with your Aadhar number or any other date as may be specified by the Central Board of Direct Taxes, otherwise your folio shall also be frozen.

You can submit the documents to our RTA only by any one of the following mode:

- a) **Through hard copies which should be self -attested and dated.**
- b) **Through Electronic mode, provided that it is to be sent through email id of the holder registered with RTA and all documents should be electronically/digitally signed by shareholder.**

Please note the following contact details of our RTA to enable you to submit your PAN/KYC/Nomination/Bank details etc.:

**Skyline Financial Services Private Limited,
D-153A , 1st Floor, Okhla Industrial Area,
Phase -I, New Delhi – 110020**

Email: info@skylinerta.com; admin@skylinerta.com; contact@skylinerta.com

Website: www.skylinerta.com

Contact No.: [011-40450193-97](tel:011-40450193-97) & [011-26812682-83](tel:011-26812682-83)

17. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 14th April, 2023 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the ensuing Extraordinary General Meeting (EGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e., 14th April,2023 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the ensuing EGM on 21st April,2023.

The e-voting period will commence at 9.00 A.M. on 18th April,2023 and will end at 05.00 P.M. on 20th April, 2023.The Company has appointed Mr. Vikram Jhavar (Membership No. FCS- 10300 & CP No. 11204), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide remote e-voting facility.

**For and on Behalf of the Board of
Uddhav Properties Limited
Sd/-**

**Date: 25th March,2023
Place: Delhi**

**Anupam Agr
Company Secretary**

VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the Extraordinary General Meeting are reproduced hereunder for easy reference:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing remote e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the EGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link www.uddhavpropertiesltd.com

The remote e-voting period commences on 18th April, 2023 (09:00 A.M.) and ends on 20th April, 2023 (5:00 P.M.). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the extraordinary general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date, i.e., Friday, April 14, 2023.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of EGM and holds shares as of the cut-off date i.e.14th April,2023 may obtain the login ID and password by sending a request at www.uddhavpropertiesltd.com & evoting@nsdl.co.in

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(i) **The e-voting period begins on 18.04.2023 at 09.00 A.M. and ends on 20.04.2023 at 05.00 P.M..** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., 14.04.2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the extraordinary general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **cut off date, i.e., 14.04.2023**.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of **14.04.2023** and not casting their vote electronically, may only cast their vote at the ensuing Extraordinary General Meeting.

(iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

(v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Instructions for e-voting are as under-

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 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	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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.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.jspVisit 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.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



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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</p>

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	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting 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	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID 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*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	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.nsd.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. 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 vikramjhawar.cs@gmail.com (e-mail ID of Scrutinizer) with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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 uddhavproperties@gmail.com.
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 uddhavproperties@gmail.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

If you have any queries or issues regarding attending EGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at toll free no. 1800 1020 990 and 1800 22 44 30.

All grievances connected with the facility for voting by electronic means may be mailed to an email to evoting@nsdl.co.in or contact at toll free no. 1800 1020 990 and 1800 22 44 30

**For and on Behalf of the Board of
Uddhav Properties Limited
Sd/-
Anupam Agr
Company Secretary**

Date: 25th March, 2023
Place: Delhi

ANNEXURE TO THE NOTICE

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

Item No. 1

Mr. Ram Gopal Choudhary (holding DIN: 06637502) was appointed as an Additional Director of the Company by the Board of Directors with effect from 25.03.2023 in terms of relevant provisions of the Companies Act, 2013. He holds office till the conclusion of the ensuing Annual General Meeting for the F.Y. ending 31st March, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder.

However, as per latest amendments in SEBI (LODR) Regulations, 2015, if the Board of a listed entity appoints an Additional Director than the approval of shareholders for appointment of such person on the Board of Directors has to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier pursuant to the provisions of Regulation 17 (1C) of (LODR) Regulations, 2015.

The Company has received a notice from member under Section 160 of the Act along with deposit of requisite amount proposing his candidature for the office of Director of the Company.

Mr. Ram Gopal Choudhary is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The Board recommends the Resolution at Item No.1 for approval of the Members as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ram Gopal Choudhary is concerned or interested, financially or otherwise in the resolution set out in Item No.1. The Board of Directors recommends the resolutions set out in Item No.1 for approval by the members as Ordinary Resolution.

Item NO. 2

Keeping in view the very vast experience of Mr. Ram Gopal Choudhary in the various Corporate Organizations and pursuant to the provisions of Sections 196,196(3), 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company. The Company seeks consent of the Members by way of Special Resolution in the ensuing Extra-Ordinary General Meeting for appointment of Mr. Ram Gopal Choudhary as Managing Director of the Company, who has attained the age of 70 years, for a period of 5 years. The Board therefore recommends the Special Resolution for your approval.

Mr. Ram Gopal Choudhary has done B.Sc. in Mechanical Engineering in the year 1972. He is prominent and successful person with a wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members. The Board is of the view that the association of Mr. Ram Gopal Choudhary would benefit the Company, through his vast knowledge, experience.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. The Board of Directors recommends the resolutions set out in Item No. 2 for approval by the members as Special Resolution.

Item No.3

Pursuant to Section 203 of the Companies Act, 2013 mandates that every listed company shall have either the Managing Director or Chief Executive Officer or Manager and in their absence, a whole time director as a whole time key managerial personnel. In order to meet the requirements of Section 203 of the Companies Act, 2013, the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee has proposed to appoint Mr. Ram Gopal Choudhary (holding DIN: 06637502) as a Managing Director of the Company for a term of five consecutive years commencing from the date of ensuing Extraordinary General Meeting to be held on 21st April, 2023.

His brief profile has been mentioned herein below:

Mr. Ram Gopal Choudhary, has done B. Sc. in Mechanical Engineering in the year 1972. He is having around 40 years of experience holding several positions such as Design Engineer, Plant. Head in Polyester industries, Unit head with Refractories Division, OCL India Ltd and also worked as franchisee for 6 big outlets in Mumbai for Reebok.

He has tremendous leadership skills.

Keeping in view the experience and expertise of Mr. Ram Gopal Choudhary, the Board considers it desirable that the Company should avail the services of Mr. Ram Gopal Choudhary and accordingly recommends the Resolutions at Item No. 3 for approval of the Members as Special Resolution

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ram Gopal Choudhary is concerned or interested, financially or otherwise in the resolution set out in Item No. 3. The Board of Directors recommends the resolutions set out in Item No. 3 for approval by the members as Special Resolution.

**For and on Behalf of the Board of
Uddhav Properties Limited**

Sd/-

Anupam Agr

Company Secretary

Date: 25th March, 2023

Place: Delhi

UDDHAV PROPERTIES LIMITED

CIN-L70101DL1982PLC014024

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

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

[Website](http://uddhavpropertiesltd.com): uddhavpropertiesltd.com

ATTENDANCE SLIP

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

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/We, being the member(s) of _____ shares of the above named company, hereby record my/our presence at the Extraordinary General Meeting of the Company, to be held on Friday, the 21st Day of April, 2023 at 11:00 A. M. , at **19, Community Centre, First Floor, East of Kailash, New Delhi- 110065**

(Member's /Proxy's Signature)

NOTES:

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
 - 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
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UDDHAV PROPERTIES LIMITED

CIN: L70101DL1982PLC014024

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

Phone: 011-41326013; Email ID: Uddhavproperties@gmail.com

**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]

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 Extraordinary General Meeting of the Company, to be held on Friday, the 21st Day of April, 2023 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 overleaf:

S.NO.	Description	For	Against
1.	Regularization of Mr. Ram Gopal Choudhary (DIN: 06637502) as a Director of the Company		
2.	Appointment of Mr. Ram Gopal Choudhary (DIN: 06637502) as Managing Director of the Company who has attained the age of 70 years		
3.	Appointment of Mr. Ram Gopal Choudhary (DIN: 06637502) as Managing Director of the Company for a period of 5 years		

Signed this _____ day of _____ 2023

Signature of Shareholder

Signature of Proxy holder

**Affix
Revenue
Stamp**

Signature of
the shareholder
across Revenue
Stamp

NOTES:

- 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.

ROUTE MAP

