



Udaipur Cotton Mills Company Limited

CIN No. : U17111WB1961PLC120975

GSTIN NO. : 19AAACU1757H1Z7

504, Woodburn Central, 5A, Bibhabati Bose Sarani

Formerly : 5A, Woodburn Park Road, Kolkata - 700 020

P : (033) 6601 2222, 2287 1012, F : (033) 6601 2200

E : ucml@saraogigroup.org, W : www.ucml.ind.in

NOTICE

To
The Members

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of M/s. Udaipur Cotton Mills Co. Limited will be held at its Registered Office at 504, Woodburn Central, 5th Floor, 5A, Bibhabati Bose Sarani, Kolkata - 700 020 on Friday the 26th day of September, 2025 at 11.00 A. M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2025 together with Auditors' and Directors' Reports thereon for the year ended on that date.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 together with Reports of Auditors thereon.
3. To appoint a Director in place of Mr. Jayesh Vora (DIN-01516829) who retires by rotation and being eligible, seeks re-appointment.

Special Business:

4. To regularize the appointment of Mr. Sachchidanand Pandey, as Director of the Company and in this regard 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 149, 152, 161 and Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder, including any statutory modifications or re-enactment(s) thereof, Mr. Sachchidanand Pandey (DIN: 07032537), who was appointed as an Additional Director (Independent) of the Company with effect from March 24, 2025 and who holds the office up to this Annual General Meeting of the Company and who is eligible for appointment and has given his consent to act as a Director of the Company be and is hereby appointed as a Director (Independent) of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps necessary the purposes and making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient for giving effect to the aforesaid resolutions.”

Dated 18th day of June, 2025

By Order of the Board of Directors

Registered Office:
504, Woodburn Central
5A, Bibhabati Bose Sarani, Kolkata -700 020

Jayesh Vora

(Jayesh Vora)
Director

DIN - 01516829





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NOTE : -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND SUCH PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
4. 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 authorising their representative to attend and vote on their behalf at the Meeting.
5. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.
6. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.
7. For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Member seeking any clarification on account of the company are requested to send their query in writing to the company at registered office or through e-mail at ucml@saraogigroup.org. The query must reach to the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
10. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2025 to 26th September, 2025 (both days inclusive).





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11. The 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 their Depository Participants. Members holding shares in physical form are required to submit their PAN to the Registrar and Transfer Agents.
12. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
13. Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after October 2, 2018, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at ucml@saraogigroup.org contact the Registrars and Transfer Agent - M/s. C B Management Services Pvt. Ltd., Rasoi Court, 5th Floor, 20, R. N. Mukherjee Road, Kolkata, West Bengal 700001, for assistance in this regard.
14. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, M/s. C B Management Services Pvt. Ltd., Rasoi Court, 5th Floor, 20, R. N. Mukherjee Road, Kolkata, West Bengal 700001 to facilitate better servicing.
15. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.
16. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s. C B Management Services Pvt. Ltd., Rasoi Court, 5th Floor. 20, R. N. Mukherjee Road, Kolkata, West Bengal-700001 for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
17. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the





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Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.

18. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2024-2025 will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : ucml@saraogigroup.org.
19. Disclosure required under Secretarial Standard -2 of ICSI in respect of Directors proposed to be appointed/reappointed.

Name of the Director	Mr. Jayesh Vora	Mr. Sachchida Nand Pandey
DIN	01516829	07032537
Date of Birth	21/11/1974	25/04/1972
Date of Appointment	01/02/2018	24/03/2025
Qualification	Chartered Accountant	LLB
Nature of Expertise	Mr. Jayesh Vora is a Chartered Accountant by Profession and having more than 20 years' experience in capital market with expertise in finance, risk management and statutory compliances.	Mr. Sachchida Nand Pandey is an Independent Director of the company and have LLB degree and a practicing lawyer in Calcutta High Court and have experience in the field of Corporate and Taxation matters.
First Appointment on Board	01/02/2018	24/03/2025
Terms & Condition of Appointment & Re-appointment	Re-appointment as a Non-Executive Director subject to retirement by rotation.	Appointment as a Non-Executive Independent Director for a term of 5 consecutive years .
Remuneration sought to be paid	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee as may be approved by the Board of Directors from time-to time within the limits set out in the Companies Act, 2013	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee as may be approved by the Board of Directors from time-to time within the limits set out in the Companies Act, 2013
Directorships held in other Indian public companies (other than Section 8	1. Udaipur Cotton Mills Company Ltd.	Nil





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Companies)		
Memberships / Chairmanships of Committees in other public Companies	1. Udaipur Cotton Mills Company Ltd.	Nil
No. of Shares held	Nil	Nil
Relationship with other Directors / Manager/ KMP	Not related	Not related
No. of Board Meeting attended out of 5 (Five) held during the year.	5 (Five)	Nil





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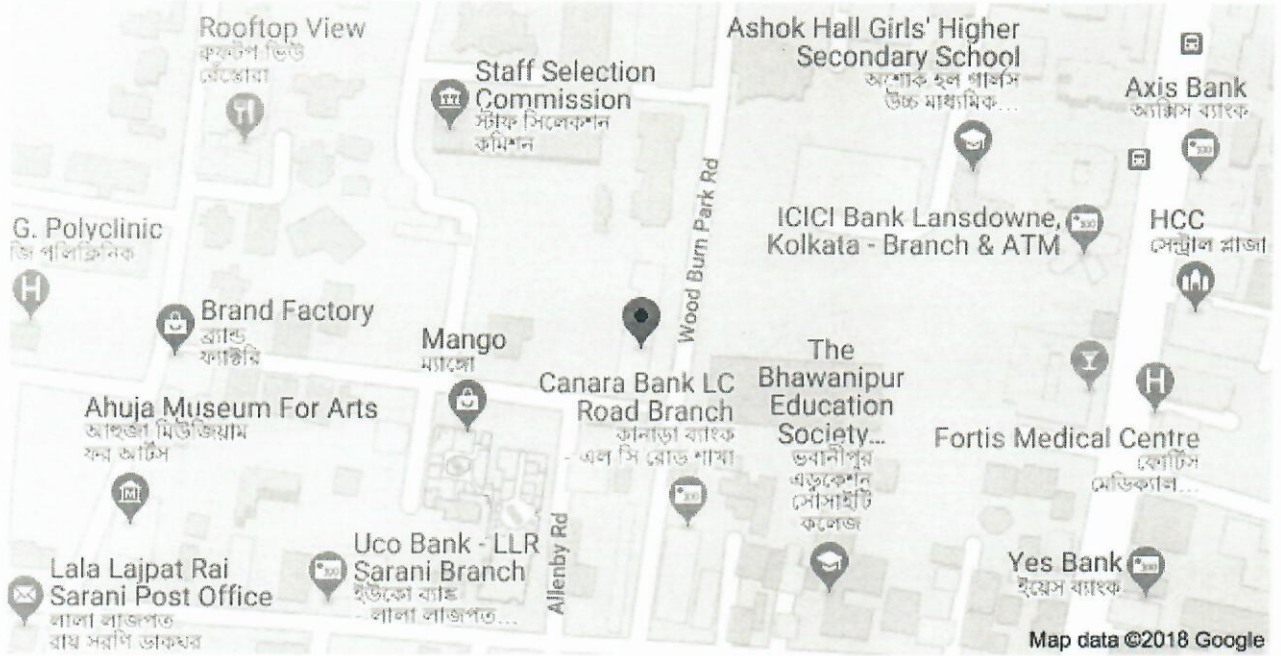
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Venue Map



Venue map as downloaded from google .

