



# **UFM INDUSTRIES LIMITED**

**L15311AS1986PLC002539  
MEHERPUR, SILCHAR-788 015  
ASSAM**

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**ANNUAL REPORT 2022-23**

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## **Corporate Information**

CIN: L15311AS1986PLC002539

### **Board of Directors**

Shri Mahabir Prasad Jain,  
*Managing Director*

Shri Avishek Jain,  
*Director & Chief Financial Officer*

Smt. Tara Rani Jain,  
*Director*

Shri Deepak Ladia,  
*Independent Director*

Shri Poonam Chand Deewani,  
*Independent Director*

### **Company Secretary**

Ms Annu Jalan

### **Auditors**

M/s Anil Hitesh & Associates

### **Registered Office & works**

Meherpur, Silchar,  
Assam – 788 0015

Balajan, Dhubri,  
Assam – – 783331

### **Corporate Office**

404, Mangalam,  
24 Hemant Basu Sarani,  
Kolkata - 700 001

### **Registrars & Share Transfer Agents**

Niche Technologies Pvt. Ltd  
3A, Auckland Place,  
7<sup>th</sup> Floor, Room no. 7A & 7B  
Kolkata – 700 017

### **Bankers**

United Bank of India

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## UFM INDUSTRIES LIMITED

CIN: L15311AS1986PLC002539

Regd. Office: Meherpur, Silchar, Assam – 788 015

Tel: 03842 – 224822/224996, Fax: 03842 – 241539

Email: [ufmindustries@rediffmail.com](mailto:ufmindustries@rediffmail.com) Website: [ufmindl.weebly.com](http://ufmindl.weebly.com)

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### NOTICE TO THE SHAREHOLDERS

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of **UFM Industries Limited** will be held on Friday, 29<sup>th</sup> September, 2023 at 3:00 P.M. at the premises of Registered Office of the Company at Meherpur, Silchar – 788 015 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Avishek Jain (DIN: 01383018), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. Re-appointment of Mr. Mahabir Prasad Jain as Managing Director

To consider and if thought fit pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, approval of the members of the Company be and is hereby accorded for reappointment of Mr. Mahabir Prasad Jain (DIN: 00498001) as Managing Director of the Company, effective April 1, 2023 to March 31, 2028, not liable to retire by rotation and on such terms and conditions including the remuneration as detailed in the attached explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

#### Registered Office:

Meherpur,  
Silchar  
Assam – 788015

Dated: 14<sup>th</sup> August, 2023  
Place: Silchar

By Order of the Board  
For UFM Industries Limited

Sd/-  
Annu Jalan  
Company Secretary

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI, the Electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2023 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) is being sent only to those members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member unless requested. The Notice has also been hosted on the website of the Company [www.ufmindl.weebly.com](http://www.ufmindl.weebly.com).
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing the proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
5. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Niche Technologies Private Limited, 3A, Auckland Place, Room no. 7A & 7B, 7<sup>th</sup> Floor, Kolkata - 700 017, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
6. Members who have not registered their e-mail address with the Company can now register the same by writing to the Registrar of the Company at the following address: -

Niche Technologies Private Limited,  
3A, Auckland Place,  
Room no. 7A & 7B, 7<sup>th</sup> Floor,  
Kolkata - 700 017

Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

7. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the RTA. Nomination form can be downloaded from the Company's website: **www.ufmindl.weebly.com** under the section 'Investor Information'. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/RTA for registration of transfer of shares, for securities market transactions and off-market/private transactions involving transfer of shares in physical form. In this connection, the Transferees of Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed. Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.
9. Members seeking information regarding financial accounts of the Company are requested to write to the Company at least 7 (seven) days before the date of meeting so as to enable the management to keep the information ready.
10. All documents meant for inspection and referred to in the Notice and accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11:00 A.M to 1:00 P.M on all working days till the date of the Annual General Meeting (AGM) and will be also available for inspection at the Meeting.
11. Additional information in respect of the Director seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are furnished as an Annexure and forms a part of the Notice. The Director has furnished the requisite consents/ declarations for his appointment/re-appointment.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23<sup>th</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive).
13. Members may also note that the Notice of the AGM and the Annual Report will also be available on the Company's website, **www.ufmindl.weebly.com** for their download.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
15. In compliance with the provision 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all the Members to enable them to cast their vote electronically in respect of business to be transacted at the Meeting, for which the Company has engaged the services of Central Depository Services Limited (CDSL). The Members holding shares either in physical form or in dematerialized

form, desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

16. The facility for voting shall be made available at the AGM and the Members who have not cast their votes by remote e-voting as on Cut-off date **i.e. Friday, 22<sup>nd</sup> September, 2023** shall be able to exercise their right at the AGM. Members who cast their votes by remote e-voting prior to the meeting, may attend the meeting but will not be entitled to cast their vote again.
17. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, 22<sup>nd</sup> September, 2023**, are entitled to vote on the Resolutions set forth in this Notice and a person who is not a Member as on cut-off date should treat this notice for information purpose only. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). Members who have acquired shares after the dispatch of the Notice of Annual General Meeting and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
18. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 26<sup>th</sup> September, 2023 and will end at 5.00 p.m. on Thursday, 28<sup>th</sup> September, 2023. The e-voting module shall be disabled by CDSL for voting thereafter. The Company has appointed Mr. Sonesh Jain, Practicing Company Secretary (Membership no. F9627, COP-11865), to act as the 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.
19. The Route map of the venue of Annual General Meeting is annexed at the end of this Notice.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ufmindl.weebly.com](http://www.ufmindl.weebly.com) and on the website of CDS and NSDL. The same will be communicated to the stock exchanges viz. BSE Limited and The Calcutta Stock Exchange Ltd., where the shares of the company are listed.

## **21. PROCEDURE FOR REMOTE E-VOTING**

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for remote e-voting are as under:

### **A. In case of members who receive the notice in electronic mode:**

- 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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant **UFM Industries Limited** on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.

**B. Additional Facility for Non - Individual Shareholders and Custodians -For Remote 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [ufmindustries@rediffmail.com](mailto:ufmindustries@rediffmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**22. 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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 022- 23058738 and 022-23058542/43.



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, 25th 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 on 022-23058542/43.

By Order of the Board  
For **UFM Industries Limited**

Dated: 14<sup>th</sup> August, 2023  
Place: Silchar

Sd/-  
**Annu Jalan**  
Company Secretary

**EXPLANATORY STATEMENT**  
(Pursuant to section 102(1) of the Companies Act, 2013)

**Item No. 3:**

The present term of Mr. Mahabir Prasad Jain as Managing Director of the Company for a period of five years comes to an end on 30<sup>th</sup> June, 2023 and he has attained age above 70 years. The Board in its meeting held on 30<sup>th</sup> May, 2023 has approved the re-appointment for a further period of Five years subject to the approval of the members of the Company with a monthly remuneration of Rs. 150,000/-. The approval is also being sought under the section 196(3) of the Companies Act 2013 for continuation of his employment as a Managing Director with an age above 70 years. Hence a Special resolution is required to be passed pursuant to the proviso clause of Section 196 (3) of the Companies Act, 2013 and amendment thereto.

Mr. Mahabir Prasad Jain is a Promoter Director of the Company. He has been actively involved in the operation of the Company and has rich and varied experience of over 48 years. It would be in the interest of the Company to continue the employment of Mr. Mahabir Prasad Jain as Managing Director of the Company

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, shall be payable as per the recommendation of Nomination and Remuneration Committee and the approval of Board of directors.

Details of Mr. Mahabir Prasad Jain as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Mahabir Prasad Jain, Mr. Avishek Jain and Mrs. Tara Rani Jain are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the Special resolution as set out in the Notice for the approval of the Members of the Company.

By Order of the Board  
For **UFM Industries Limited**

Dated: 14<sup>th</sup> August, 2023  
Place: Silchar

Sd/-  
**Annu Jalan**  
Company Secretary

### ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking appointment/ re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting]

<b>Name of the Director</b>	Mr. Mahabir Prasad Jain	Mr. Avishek Jain
<b>DIN</b>	00498001	01383018
<b>Age (Years)</b>	73	43
<b>Nationality</b>	INDIAN	INDIAN
<b>Qualification</b>	Commerce Graduate, Diploma in Business Management	B. E. Engineering
<b>Experience (years)</b>	48	15
<b>Expertise in special functional Area</b>	Overall Business Operations	Production and Technical
<b>Date of First Appointment on the Board of the Company</b>	01/07/2015	14/04/2015
<b>Terms &amp; condition of re-appointment</b>	Director; Not Liable to retire by rotation	Director; Liable to retire by rotation
<b>Details of remuneration sought to be paid and remuneration last drawn (Rs)</b>	18,00,000/-	600,000/-
<b>Shareholding in the Company [Equity share of face value Rs.10/- each ]</b>	551046	49,000
<b>Relationship between the Directors inter se and other Key Managerial Person</b>	Father of Mr. Avishek Jain and Spouse of Mrs Tara Rani Jain	Son of Mr. Mahabir Prasad Jain and Mrs Tara Rani Jain
<b>No. of Board Meetings attended during the year</b>	4	4
<b>List of Directorship held in other Companies (excluding Foreign Company)</b>	<ol style="list-style-type: none"> <li>1. Lalit Poly Weave LLP</li> <li>2. Avishek Poly Weave LLP</li> <li>3. Namokar Marketing Limited</li> <li>4. Sethi Oil Field &amp; Services Private Limited</li> <li>5. Sethi Flour Mills Private Limited</li> <li>6. Arihant Sugar Limited</li> <li>7. Shri Lalit Realcon Private Limited</li> <li>8. Harak Chand Investments Limited</li> <li>9. Radio Supply Stores (Cinema) Private Limited</li> <li>10. Nidhi Creative Infrastructure Private Limited</li> <li>11. Shri Lalit Cold Storage Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Arihant Sugar Limited</li> <li>2. Goldstone Cements Limited</li> <li>3. Black Tiger Cement Industries Limited</li> <li>4. Shri Lalit Realcon Private Limited</li> <li>5. Lalit Projects Private Limited</li> <li>6. Purvanchal Suppliers Private Limited</li> <li>7. Jagadguru Vincom Private Limited</li> <li>8. Nirvana Enterprises Private Limited</li> <li>9. Leonine Vanijya Private Limited</li> <li>10. Shantidham Marketing Private Limited</li> <li>11. Nidhi Creative Infrastructure Private Limited</li> </ol>
<b>Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)</b>	NIL	NIL