UTIQUE
ENTERPRISES LIMITED

September 1, 2025

BSE Limited
Listing Compliance
P. J. Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

Scrip Code: 500014

We have already informed you that the 39th Annual General Meeting of the Company is scheduled to be held on Wednesday, September 24, 2025 at 2:00 p.m. through Video Conferencing/Other Audio-Visual Means.

In this behalf, pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of the 39th Annual General Meeting.

Thanking you.

Yours truly,
For Utique Enterprises Limited

UTIQUE ENTERPRISES LIMITED MUMBAI

Company Secretary

Encl.: a/a

REGD. OFFICE: 603 LODHA SUPREMUS, 453 SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI 400 013, INDIA. TEL. 91 22 4619 8172
CIN: L52100MH1985PLC037767 www.utique.in Email: info@utique.in

UTIQUE ENTERPRISES LIMITED

39TH ANNUAL REPORT 2024-2025

REGISTERED OFFICE

603 Lodha Supremus
453 Senapati Bapat Marg
Lower Parel, Mumbai 400 013
CIN: L52100MH1985PLC037767
Tel.: 91-22-4619 8172
Email: info@utique.in
www.utique.in

BOARD OF DIRECTORS

Mr. Jayanty Rama Krishna Sarma

Mr. Mahesh Raghavan Menon

Ms. Vidhi Bipin Mandaliya

Mr. Pravin Rohidas Vast

AUDITORS

Chaturvedi & Shah LLP

Chartered Accountants

REGISTRAR & TRANSFER AGENT

Bigshare Services Private Limited
Office No.S6-2, Floor 6, Pinnacle Business Park
Next to Ahura Centre, Mahakali Caves Road
Andheri (East), Mumbai 400 093
Phone: +91-022- 6263 8200
Fax: +91-022-6263 8299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

39TH ANNUAL GENERAL MEETING

On Wednesday, September 24, 2025 at 2:00 p.m.

through Video Conferencing/Other Audio-Visual Means

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ("AGM") of the Members of Utique Enterprises Limited will be held on Wednesday, September 24, 2025 at 2:00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr. Pravin Rohidas Vast (DIN: 10381459), who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. *To appoint M/s. Pramod S. Shah & Associates, Practising Company Secretaries as Secretarial Auditors of the Company and in this regard, to consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution*

   "RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, M/s. Pramod S. Shah & Associates, Company Secretaries (Unique Identification No.P2001MH010300), be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, to hold office of the Secretarial Auditors from the financial year 2025-2026 to the financial year 2029-2030 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

   AND THAT the Board of Directors of the Company, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No.09/2024 dated September 19, 2024 in continuation of its earlier Circulars on the subject ("the MCA Circulars") and the Securities & Exchange of Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 in continuation of its earlier Circulars on the subject ("SEBI Circulars") have permitted companies to conduct AGM through VC/OAVM, subject to compliance of various conditions mentioned therein.

   In compliance with the MCA Circulars and the SEBI Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 39th AGM of the Company is being convened and conducted through VC/OAVM.

   The Registered Office of the Company shall be deemed to be the venue for the AGM.

   The Company has engaged Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means i.e. remote e-Voting and voting at the AGM.
2. In terms of Section 102 of the Act and the Secretarial Standard on General Meetings (SS-2), an Explanatory Statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. As this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, facility for appointment of proxies by Members will not be available for the AGM and, therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 18, 2025 to Wednesday, September 24, 2025 (both days inclusive).
5. Corporate Members intending to send their Authorized Representatives to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting, are requested to send a certified copy of Board Resolution authorizing their representative to the email address of the Company i.e. info@utique.in
6. Members may also note that Notice of the AGM and the 39th Annual Report 2024-2025 will be available on the Company's website www.utique.in
7. Members holding securities in dematerialized form are requested to notify any change in their Postal Address, Bank Account details or Email Address to their respective DP and those holding shares in physical form are requested to notify the Company's Registrar & Transfer Agent at the following address:-

   Bigshare Services Private Limited

   Office No.S6-2, Floor 6, Pinnacle Business Park
   Next to Ahura Centre, Mahakali Caves Road
   Andheri (East), Mumbai 400 093
   Phone: +91-022-6263 8200

   Email: investor@bigshareonline.com

   Website: www.bigshareonline.com
8. Members holding securities in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Form No.SH-13, prescribed by the Central Government for this purpose can be obtained from the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at their address given hereinabove.
9. The SEBI, vide its Circular No.SEBI/HO/MIRSD/MIRSD_RTAMB/P /CIR/2021/655 dated November 3, 2021, Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021 /687 dated December 14, 2021, Circular

No. SEBI/ HO/ MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated Members holding securities in physical form to submit PAN, Postal Address, Email Address, Mobile Phone, Bank Account Details, Nomination Details and Specimen Signature in specified Forms. Members may access the said Forms on the Company's website www.utique.in

The SEBI has, vide its aforesaid Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, mandated that the security holders (holding securities in physical form), whose Folio(s) are not updated with the KYC details (any of the details, viz. PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details and Specimen Signature, if any) shall be eligible for any payment including Dividend, Interest or Redemption in respect of such Folio(s), only through electronic mode with effect from April 1, 2024.

In compliance with the SEBI guidelines, the Company has sent direct communication intimating about the submission of above details to all the Members holding securities in physical form.

10. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, and Circular No.SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, transfer of securities of the Company, including transmission and transposition requests, shall not be processed unless the securities are held in the dematerialized form with a Depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

    The relevant FAQs published by the SEBI can be accessed on its website: https://www.sebi.gov.in

11. In compliance with the MCA Circulars and the SEBI Circulars referred to above, Notice of the AGM along with the 39th Annual Report 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of AGM as well as the 39th Annual Report 2024-2025 will also be available on the Company's website www.utique.in, website of BSE Limited www.bseindia.com and on the website of CDSL www.evotingindia.com

12. The Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

13. Information pursuant to Regulations 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) with respect to the Director seeking appointment /reappointment at the AGM are furnished in the Annexure to this Notice. The Director has furnished the requisite consents / declarations for his appointment/reappointment.

14. Members seeking any information with regard to the financial statements or any other matters relating to the AGM, are requested to write well in advance to the Company on info@utique.in

15. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, will be available in electronic form for inspection by the Members during the AGM. All documents referred in the Notice will be available in electronic form for inspection. Members seeking to inspect such documents electronically can send an email to info@utique.in

16. As the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.

17. Mr. Umesh P. Maskeri, Practicing Company Secretary (ICSI Membership No.FCS 4831, COP No.12704) has been appointed as the Scrutinizer to conduct the remote e-Voting process and voting at the AGM, in a fair and transparent manner.

18. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014 [including amendments thereto] and the Listing Regulations, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting services.

    (i) The facility of casting the votes by Members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).

    (ii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM.

    (iii) In case of joint-holders attending the AGM, only such joint-holder who is higher in the order of names, will be entitled to vote.

    (iv) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.utique.in and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately notified to BSE Limited.

    The instructions to shareholders for e-Voting and joining the AGM are as under:-

    (i) The e-Voting period begins on Sunday, September 21, 2025 at 9:00 a.m. and ends on Tuesday, September 23, 2025 at 5:00 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 Wednesday, September 17, 2025, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No.SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-Voting Service Providers ("ESPs") providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and Passwords by the shareholders.

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

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

(iv) 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 entities, individual shareholders holding securities in demat mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. The shareholders are advised to update their Mobile Number and email Id in their Demat Accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular, the Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:-

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing User id and Password. Option will be made available to reach e-Voting Page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi New (Token) Tab. 2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining AGM and e-Voting during the AGM. Additionally, there are also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting Service Providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting Page by providing Demat Account Number and Permanent Account Number from a e-Voting link available on www.cdslindia.com Home Page. The system will authenticate the user by sending OTP on the registered Mobile and Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the Home Page of e-Services is launched, click on the "Beneficial Owner" icon under "Login", which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User Id and Password. After successful authentication, you will be able to see e-Voting Services. Click on "Access to e-Voting" under e-Voting Services and you will be able to see e-Voting page. Click on the Company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining AGM and e-Voting during the AGM. 2) If the user is 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.jsp

Type of shareholders	Login Method
	3) 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. 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 16-digit Demat Account Number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting Page. Click on the Company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining the AGM and e-Voting during the AGM. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification Code and generate OTP. Enter the OTP received on registered email Id/Mobile Number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining AGM and e-Voting during the AGM.

Important Note: Members who are unable to retrieve User Id/ Password are advised to use Forget User Id and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:-

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL Helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No.1800 21 0999 11
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 022-4886 7000 and 022-2499 7000.

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

(v) Login method for e-Voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form.

a. The shareholders should log on to the e-Voting website www.evotingindia.com.

b. Click on “Shareholders” module.

c. Now enter your User Id

I. For CDSL: 16 digits beneficiary Id

II. For NSDL: 8 Character DP Id followed by 8 Digits Client Id

III. Shareholders holding shares in physical form should enter Folio Number registered with the Company.

d. Next, enter the Image Verification as displayed and click on Login.

e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing Password is to be used.

f. If you are a first-time user, follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (applicable for both Demat Shareholders as well as Physical Shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number sent by Company/RTA or contact the Company/RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company records in order to login. *If both the details are not recorded with the Depository or Company, please enter the Member Id/Folio Number in the Dividend Bank details field.

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

(vii) 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 e-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.

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

(ix) Click on the EVSN relevant to Utique Enterprises Limited on which, you choose to vote.

(x) 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.

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

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click Here to Print" option on the Voting Page.

(xv) 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 and enter the details as prompted by the system.

(xvi) There is also an optional provision to upload Board Resolution/Power of Attorney, if any, uploaded, which will be made available to the Scrutinizer for verification.

(xvii) Additional Facility for Non-Individual Shareholders and Custodians – For Remote e-Voting only:-

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the Admin Login and Password. The Compliance User would be able to link the account(s) for which, they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney, 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, the Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/Authority Letter etc. together with attested Specimen Signature of the Authorized Signatory, who are authorized to vote, to the Scrutinizer and to the Company at the email address info@utique.in if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM ARE AS UNDER

(i) The procedure for attending the AGM and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.

(ii) The link for VC/OAVM to attend the AGM will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.

(iii) Shareholders who have voted through remote e-Voting, will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(iv) Shareholders are encouraged to join the AGM through laptops/iPads for better experience.

(v) Further, the shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.

(vi) Please note that the participants connecting from Mobile Devices or Tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

(vii) Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 10 (ten) days prior to the AGM mentioning their name, Demat Account Number/Folio Number, Email Id, Mobile Number at info@utique.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries 10 (ten) days prior to the AGM mentioning their name, Demat Account Number/Folio Number, Email Id, Mobile Number at info@utique.in. These queries will be replied to by the Company suitably by email.

(viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

(ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

(x) If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the AGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the AGM is available only to the shareholders attending the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

(i) For Physical Shareholders: Please provide necessary details like Folio Number, Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to the email address of the Company/RTA.

(ii) For Demat Shareholders: Please update your Email Id and Mobile Number with your respective Depository Participant.

(iii) For Individual Demat Shareholders: Please update your Email Id and Mobile Number with your respective Depository Participant, which is mandatory while e-Voting and joining the AGM through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No.1800 21 09911.

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, Floor 25, Marathon Futurex, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (East), Mumbai 400 013 or send an email to helpdesk.evoting@cdslindia.com or call Toll Free No.1800 21 099 11.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No.3

In accordance with Section 204 of the Companies Act, 2013 read with the rules thereunder and Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of 5 (five) consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 29, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Pramod S. Shah & Associates, Practicing Company Secretaries (Unique Identification No. P2001MH010300) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditors from the financial year 2025-2026 up to the financial year 2029-2030.

M/s. Pramod S. Shah & Associates is a Firm of Practicing Company Secretaries rendering professional services for over 20 years. The Firm is primarily engaged in providing professional services in the areas of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The Firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Pramod S. Shah & Associates have consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Regulation 24A(1A) of the Listing Regulations and have not incurred any of disqualification specified by the Securities & Exchange Board of India.

The proposed remuneration to be paid to M/s. Pramod S. Shah & Associates, for the financial year 2025-2026 is ₹90,000 plus applicable taxes. An annual increase of 10% will apply to the aforesaid remuneration for each subsequent year of engagement.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No.3 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution as set out at Item No.3 of the Notice for approval by the Members.

By the Order of the Board

P. B. Deshpande
Company Secretary

Mumbai, August 14, 2025

***Registered Office**:*
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CIN: L52100MH1985PLC037767
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ANNEXURE TO THE NOTICE DATED AUGUST 14, 2025

Particulars of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2

Name	:	Mr. Pravin Rohidas Vast
Age	:	58 years
Qualifications	:	Bachelor of Commerce
Experience (including expertise in specific functional areas)/ Brief Resume	:	Mr. Vast is for the past over 36 years practicing as a Tax Consultant in both direct and indirect taxes.
Terms and Conditions of appointment	:	Mr. Vast is sought to be reappointed as a Director (Non-Executive Non-Independent), liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2024-2025)	:	Sitting fees of ₹20,000 was paid during the financial year ended March 31, 2025
Remuneration proposed to be paid	:	The Non-Executive Directors receive Sitting Fee of ₹5,000 for attending each Board Meeting.
Date of first appointment on the Board	:	November 9, 2023
Shareholding in the Company including shareholding as a Beneficial Owner as on March 31, 2025	:	Nil
Relationship with other Directors/ Key Managerial Personnel	:	Not related to any Director/Key Managerial Personnel.
Number of meetings of the Board attended during the financial year (2024-2025)	:	4 (four)
Directorship of other Boards as on the date of Notice	:	None
Membership/Chairmanships of Committees of other Boards as on the date of Notice	:	None
Listed entities from which the Director has resigned in the past 3 (three) years	:	None