NOTICE is hereby given that 01/2026-27 Extra-Ordinary General Meeting (EGM) of the Members of the **United Heat Transfer Limited (Formerly Known as United Heat Transfer Private Limited) ("the Company")** will be held on **Saturday, September 19, 2026 at 11:00 A.M ("IST"),** through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility at the deemed venue situated at the registered office of the Company at Plot No F-131, MIDC Area, Ambad, Nashik-422010, Maharashtra, India to transact the following businesses

SPECIAL BUSINESS

01. TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN CAPTIAL CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

In this regard, to consider and if thought fit to pass, with or without modifications the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and in accordance with the provisions of the Articles of Association of the Company, the consent of members be and is hereby accorded to increase the Existing Authorised Share Capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs.22,00,00,000 (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs. 10 (Rupees Ten Only) each by creation of additional 20,00,000 (Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the existing Capital Clause 5 of the Memorandum of Association of the Company, be and is hereby substituted by following Capital Clause 5:
"The Share Capital of the Company is Rs. 22,00,00,000 (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of Rs. 10 (Rupees Ten Only) each."

RESOLVED FURTHER THAT, to give effect to this resolution, the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters, things, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with any regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Key Managerial Personnel/Officer(s) Company."

02) APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY BY INSERTION OF NEW ARTICLE NO 8 (i) -

In this regard, to consider and if thought fit to pass, with or without modifications the following Resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of members of the Company be and is hereby accorded for the alteration of Articles of Association of the Company by inserting the following a new Clause No **8 (i)** after the existing Clause 8 as stated under:

8.(i.) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution."

03) TO CREATE, OFFER AND ISSUE FURTHER EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS AND TO APPROVE DRAFT OFFER LETTER

In this regard, to consider and if thought fit to pass, with or without modifications the following Resolution as **Special Resolution**:

"**RESOLVED THAT,** pursuant to:

(i) the provisions of Section 23, Section 42, Section 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read along with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other relevant rule framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) ("**Act**");

(ii) the provisions of the Memorandum of Association and provisions of the Articles of Association of United Heat Transfer Limited and;

(iii) other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("Stock Exchanges") and subject to (a) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (b) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) the consent of the members of the Company be and is hereby accorded to create, offer and issue on Preferential basis, in one or more tranches 29,68,000 (Twenty-Nine Lacs Sixty- Eight Thousand) **29,68,000(Twenty-Nine Lakh Sixty-Eight Thousand)** fully paid-up Equity Shares having a face value of Rs. 10/- (Rupees Ten Only) per share, at a premium of **Rs. 95.50/- (Rupees Ninety-Five and Fifty Paise Only)** per share, making the total issue price of **Rs.105.50/-(Rupees One Hundred Five and Fifty Paise Only)** per share, which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations, total aggregating to **Rs 31,31,24,000/- (Rupees Thirty One-Crore Thirty-One Lacs Twenty Four Thousand only)** to persons, being non-promoter investors as listed below on such terms and conditions as may be determined by the Board and/or Committee, in accordance with SEBI ICDR Regulations and other applicable laws:

Details of Identified Persons:

Sr. No.	Names of specified / identified persons/ Proposed allottees	Maximum Number of shares to be offered	Maximum amount of investment in Rs.
1.	Intelliquity Ventures LLP	1066000	11,24,63,000
2.	Ace Investments	96000	1,01,28,000
3.	Mittal Analytics Private Limited	188000	1,98,34,000
4.	Rashi Mehrotra	140000	1,47,70,000
5.	Kvasa Capital	94000	99,17,000
6.	Sahil Taneja	46000	48,53,000
7.	Vineet Kaul	178000	1,87,79,000
8.	Manju Singhi	360000	3,79,80,000
9.	Dhara Deepak Mishra	100000	1,05,50,000
10.	Padmavathi M B	76000	80,18,000
11.	Rahul Agrawal	76000	80,18,000
12.	Birch Tree Ventures Private Limited	20000	21,10,000
13.	Ajay Dilkush Sarupria	160000	1,68,80,000
14.	Saket Agarwal	180000	1,89,90,000

15.	Shakuntala Nagori	46000	48,53,000
16.	Hitesh Kumar Kiran	46000	48,53,000
17.	Parag Bharat Mehta	96000	1,01,28,000
18.	**Total**	**29,68,000**	**31,31,24,000**

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determination of the floor price for issue of the Equity Shares under the Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Thursday, August 20, 2026** ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. an Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the preferential issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

a. The Equity Shares to be issued and allotted to the identified investors/ allottees shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws (including the allotment of the same in dematerialized form) and shall be subject to the provisions of the memorandum of association and articles of association of the Company;

b. The Company shall re-compute the price of the Equity Shares issued on in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such investor/allottee to the Company in accordance with the provisions of SEBI ICDR Regulations;

c. The Equity Shares shall be allotted by the Company to the identified investors/ allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;

d. The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

e. The pre-preferential shareholding, of Rahul Agarwal an identified allottee holding 4,000 (Four Thousand) equity shares of the Company shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and

f. The Equity Shares to be allotted to the identified investors/ allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case maybe.

RESOLVED FURTHER THAT, as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, the draft certificate issued by Ms. Gauri Hemant Gokhale Membership No: A45512 Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT, subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the identified investors/ allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the identified investors/ allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the preferential issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Equity Shares under the Preferential Issue (including alteration, variation, modification and extension of timelines for utilization of funds), subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation;

a. to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the identified investors/ allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares,
b. making applications to the Stock Exchanges for obtaining in-principle approval, listing approval, trading approval and filing other requisite documents with the Stock Exchanges,
c. filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities,

d. filing of requisite documents with the depositories,
e. opening of special bank account, Escrow Bank account with scheduled bank in terms of the Section 42 of the Act,
f. issue and allotment of the Equity Shares,
g. listing of Equity Shares,
h. to issue clarifications, resolve and settle any questions and difficulties that may arise in the preferential offer/issue,
i. to execute necessary agreements, contracts and documents with agencies, intermediaries, monitoring agency, advisors in furtherance to the proposed issue and allotment of equity shares,
j. agreements with the registrar and transfer agent if necessary and;
k. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Company shall not utilize the proceeds of the issue until filing of e-Form PAS-3 with the ROC.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT, all actions taken by the Board for this purpose in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby ratified, confirmed and approved in all respects."

NOTES:

1. The Board of Directors of the Company at its meeting held on 26th August, 2026 has approved the business to be transacted at the Extra-Ordinary General Meeting of the Company.

2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra-Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.

3. In view of the General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13thApril, 2020 and Circular No. 20/2020 dated 05thMay, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 02/2021 dated 13thJanuary, 2021 General Circular No. 19/2021 dated 08th December, 2021 and General Circular No. 21/2021 dated 14thDecember, 2021, Circular No. 02/2022 Circular No. 03/2022 dated 05th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 and to General Circular No. 09/2023 dated, 25th September 2023, 09/2024 dated September 19, 2024, the latest being General Circular No. 03/2025 dated 22 September 2025 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars issued by the Ministry of Corporate Affairs ("MCA Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being conducted through Video Conferencing (VC) Facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.

4. In view of the MCA Circular, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the Extra-Ordinary General Meeting. However, in pursuance of Section 112 and Section 113 of the Act, corporate members are required to send the Company at uhtlshareholdersmeeting@gmail.com a certified true copy of Board resolution, authorizing their representatives to attend and vote at the meeting through Video conferencing (VC). **Accordingly, the Proxy Form and Attendance Slip are not annexed to this notice.**

5. In Compliance with the MCA Circulars and SEBI Circular, Notice of EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice will also be available on the Company's website, at https://unitedheat.net/. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.

6. 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 i.e. Friday 21st August 2026, only shall be entitled to receive the notice of EGM.

7. 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 i.e. Saturday day 12th September 2026, only shall be entitled to attend and vote at the EGM.

8. Member attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid authorization letters duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

10. In case of joint holders attending meeting only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

11. The members seeking any information, posing queries, seeking any clarification with regard to the accounts or any matter to be placed at the Extra-Ordinary General Meeting are requested to write to the Company on uhtlgeneralmeeting@gmail.com at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.

12. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 01:00 p.m. up to the date of the ensuing Meeting, members seeking to inspect the register can send email to uhtlshareholdersmeeting@gmail.com.

13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, and requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts.

14. Route map & landmark of venue of Extra Ordinary General (EGM) is not enclosed with Notice as the meeting shall be held through Video Conferencing.

15. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the section 108 and proviso to Rule No 20 (2) of Companies

(Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2018 is not required to provide the facility to vote by electronic means.

To have transparent and smooth e-voting process, the Company is pleased to provide facility of casting votes by the member's using an electronic voting system from a remote place other than venue of the Extra-Ordinary General Meeting ("Electronic-voting"). Hence, the Company is providing its members the facility to exercise their right to vote on the resolutions proposed at the Extra-Ordinary General Meeting by NSDL E-voting system details pertaining to the e-voting will be included in the Notice of Extra-Ordinary General Meeting.

16. The Board of the Company has appointed, CS Sachin Arvind Kulkarni of M/s Kulkarni Padekar & Co. (ICSI Membership No A62655), Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

17. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and the results shall simultaneously be communicated to the Stock Exchanges.

18. Members holding shares in electronic form may write to the respective depository participant for immediate updation for registering their email ids. The Company shall send the notice to such members whose email ids get registered within aforesaid time enabling them to participate in the meeting and cast their votes.

20. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER THROUGH ELECTRONIC MEANS:

The e-voting period begins on Saturday, 19th September, 2026 at 12:00 P.M. and ends on Saturday 19th September 2026 at 2:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 12th September 2026 may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th September 2026.

I. In compliance of provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice, through electronic means on the day of Extra ordinary General meeting i.e. **Saturday, 19th September, 2026** during the meeting**.**

II. Members are requested to note that the Company is providing a facility for electronic voting and the business may be transacted through an electronic voting system.

a. The details of the process and manner of electronic voting are explained here below:

Step No 1: -Access to NSDL e-Voting system

Step No 2: -Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

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 correctly 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	1. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period. 2. 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 e-Voting period. 3. 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.jsp 4. 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 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is 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 & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or voting during the meeting.

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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat 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**************

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 or last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your' initial password'.

ii) If your email ID is not registered, please follow steps mentioned below **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.nsdl.com.
b) If you are still unable to get the password, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
c) 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.

Details on Step 2 is given below:

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 and General Meeting is in active status.
2. Select "EVEN" of the Company.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 cskpo@gmail.com with a copy marked to evoting@nsdl.com.Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 022 - 4886 7000 or send a request to Mr. Suketh Shetty, Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories 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 demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to uhtlshareholdersmeeting@gmail.com.

2. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

21. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that 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 Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at uhtlgeneralmeeting@gmail.com The same will be replied by the company suitably.

6. Shareholders who would like to express their views / ask questions during the meeting may pre- register themselves as a speaker by sending their request from their registered email id mentioning their Name, Demat Account Number, Email Id, Mobile Number at uhtlshareholdersmeeting@gmail.com in advance between 15th September 2026 (9 a.m. IST) and 17/09/2026 (5 p.m. IST).

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. When pre-registered speaker is invited to speak at the meeting but he / she does not respond, then next speaker will be invited to speak. Accordingly, all the pre-registered speakers are invited to requested to get connected with linking devices with video /camera with good internet speed. The company reserves the right to restrict the number of questions and number of speakers as appropriate for smooth conduct of EGM.

8. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at uhtlshareholdersmeeting@gmail.com these queries will be replied by the Company suitably by e-mail.

9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

10. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

11. The Board of Directors of the Company has appointed CS Sachin Arvind Kulkarni of M/s Kulkarni Padekar & Co. (ICSI Membership No A62655), as a Scrutinizer to scrutinize the remote e-voting process for the Extra Ordinary General Meeting in a fair and transparent manner.

12. The Scrutinizer shall after the closing of voting lines for Extra Ordinary General Meeting will receive voting details from NSDL and then scrutinizer shall submit report on the total votes casted in favour or against, if any, to the Chairman of the meeting who shall countersign the same and declare the results of the voting forthwith.

13. The results declared along with the report of the scrutinizer shall be placed on the Company's website i.e. https://unitedheat.net/ within 24 hours after the result is declared by the Chairman. The results shall also be immediately forwarded to the Stock Exchange where the Shares of the Company are listed and placed on the e-voting platform of NSDL.

14. Subject to receipt of requisite number of votes, the Resolutions shall be passed on the date of the EGM i.e. Saturday the 19th September 2026.

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING (EGM) SCHEDULED ON SATURDAY, THE 19TH DAY OF SEPTEMBER, 2026 (PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013)

01. TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN CAPTIAL CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

In view of future strategic growth and planning, the Company intended to increase its authorised share capital of the company from the existing Authorised Share Capital of the Company **from 20,00,00,000 (Rupees Twenty Crores Only)** divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each to Rs. 22,00,00,000 (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs. 10 (Rupees Ten Only) each by creation of additional 20,00,000 (Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company which shall be subject to approval of the shareholders in the extra ordinary general meeting.

The Board of Directors, have at their meeting held on August 26, 2026 approved the proposal of increase in authorised share capital of the company and consequential alteration in capital Clause 5 of the Memorandum of Association of the Company which shall be subject to approval of the shareholders in the Extra Ordinary General Meeting.

The draft copy of proposed altered copy of MOA is available for inspection at the EGM as well annexed to the notice.

Further, pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company is required for the aforesaid increase in Authorised Share Capital and consequential alteration of Clause 5 of the Memorandum of Association of the Company in duly convened & held general meeting.

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. 1 of this Notice.

The Board of Directors recommends the passing of the Resolution set out at Item No. 1 of this Notice as an ordinary resolution.

02) APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY BY INSERTION OF NEW ARTICLE NO 8 (i) -

The Company has proposal to raise the funds of by allotment of equity shares on the basis of preferential allotment and hence it is necessary to have enabling provisions in the Articles of Association for preferential allotment or private placement allotment. To comply with the pricing methods prescribed under the regulations issued by the Securities and Exchange Board of India (SEBI) from time to time, it is necessary to amend the existing Articles of Association (AOA) of the Company.

Members are hereby informed that the Board of Directors, in their meeting held on 26th August, 2026, has proposed & accorded their consent to alter the Articles of Association of the Company by inserting a new Clause 8(i) in the existing Article No 8 to authorised to do preferential allotment of shares.

Pursuant to Section 14 of the Companies Act, 2013, any alteration in the Articles of Association requires the approval of the members of the Company by way of a Special Resolution in a General Meeting.

The draft copy of proposed Altered AOA is available for inspection at the EGM as well annexed to the notice.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends passing of the Resolution set out at Item No. 2 of this Notice as a special resolution.

03) TO CREATE, OFFER AND ISSUE FURTHER EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS AND TO APPROVE DRAFT OFFER LETTER

The Company intends to raise and utilize the proceeds raised through the Preferential Issue towards the following objects: –

1) For Capex purpose for doing capital Expenditure for long term investments/ assets.
2) For working capital purpose
3) For General Corporate Purposes (including meeting issue expense).

Therefore, the Board, in its meeting held on 26th August 2026 has approved proposal for issuance of the Equity Shares to the proposed allottees / investors under the Preferential Issue basis as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company in general meeting.

Therefore, this resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 and read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

As on the date of this Notice, the Company has a paid-up capital of **Rs. 19,00,40,000/- (Rupees Nineteen Crore Forty Thousand Only)** divided into **1,90,04,000** fully paid-up **Equity Shares** having Face Value of **Rs. 10/-** each.

A) **<u>The disclosure required in terms of provisions of pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and</u>**

1.	Particulars of the offer including date of passing of Board resolution.	The Company proposes to create, offer, issue and allot Equity Shares on preferential allotment basis for which company has convened **Board Meeting** on **26/08/2026,** wherein the resolution to create, offer and issue shares on Preferential Allotment basis through preferential allotment basis approved by the Directors, subject to approval of shareholders in general meeting.
2.	Kind of securities offered and the price at which security is being allotted.	**Kind of Securities:** Equity Shares **Face Value:** Rs. 10/- Per Share **Issue Price:** Rs. 105.5/- Per Share **Premium:** Rs. 95.5/- Per Share

3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The Company has obtained the Share Valuation Report Dated **26th August, 2026**, from **CA Mohit Jayeshbhai Solanki** having Reg. No. **IBBI/RV/06/2022/14822**, mentioning the **Fair Value of Equity Share** as **Rs. 105.2/- (Rupees One Hundred Five and Twenty Paise Only) Per Share**. Hence, Company has decided to issue the said Equity Shares at a price Per Equity share of **Rs. 105.5/-** (Rupees One Hundred Five and Fifty Paise Only) (i.e., at a premium of Rs. 95.5/- (Rupees Ninety- Five and Fifty Paise Only) Per Share), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to identified investors, listed below on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.
4.	Name and address of valuer who performed valuation;	The share valuation was done by **Name: CA Mohit Jayeshbhai Solanki** **Address:** 1026, Shaligram Arcade, Near Saraswati Hospital, S. P. Ring Road, Bopal, Ambli-Junction, Ahmedabad – 380 058 **Membership No: 164148** **Reg. No.** IBBI/RV/06/2022/14822s
5.	Amount which the company intends to raise by way of such securities	The aggregate amount of Rs. 31,31,24000/- (Rupees Thirty-One Crore Thirty-One Lakh Twenty-Four Thousand Only) intended to raised by way of preferential allotment.
6.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	No contribution is being made by the promoters or directors as a part of offer. This offer is for issue of shares to non- promoters only.
7.	Principle terms of assets charged as securities.	The company proposes to issue shares on Preferential Allotment basis for Cash Consideration. No asset is given as security and hence this clause is **Not Applicable.**
8.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	As mentioned in below table **Material Terms of raising such securities** The Equity Shares being allotted by means of preferential issue shall rank pari passu to the existing shares and shall have the same rights as attached to the existing equity shares of the Company including right to dividend, voting rights, etc.

B) The material facts and information concerned with and relevant to the issue of Subscription Shares, as required under Rule 13 (2) of the Companies (Share Capital and Debenture) Rules, 2014, to enable the members to understand the meaning, scope, and implications of the items of business and to take decision thereon are listed herein below for their consideration and as per Part III, Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are as follows:

<table>
<tr>
<td>1.</td>
<td>The objects of the issue / objects of the preferential issue;</td>
<td>The Company intends to utilize the proceeds raised through the Preferential Issue towards the following objects:
<table>
<tr><th>Purpose and object for offer</th><th>%- of Allocation funds</th><th>Amount in Rs INR</th></tr>
<tr><td>Capex – Capital Expenditure for long term investments/ assets</td><td>73.45%</td><td>23,00,00,000 /-</td></tr>
<tr><td>Working capital purpose</td><td>15.97%</td><td>5,00,00,000/-</td></tr>
<tr><td>General corporate purpose (including Issue Expenses)</td><td>10.58%</td><td>3,31,24,000/-</td></tr>
<tr><td>Total</td><td>100%</td><td>31,31,24,000/-</td></tr>
</table>
It is clarified that not more than 25% (twenty-five percent) of the issue proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting the issue expenses, as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

Utilization of Issue Proceeds details are as per Annexure -D</td>
</tr>
<tr>
<td>2.</td>
<td>The total number of shares or other securities to be issued/ maximum number of specified securities to be issued;</td>
<td>29,68,000 Equity Shares at an Issue Price of Rs. 105.50/- per Equity Share, aggregating to Rs. 31,31,24,000 (Rupees Thirty-One Crore Thirty-One Lakh Twenty-Four Thousand only).</td>
</tr>
</table>

3.	The price or price band at/within which the allotment is proposed.	**Face Value:** Rs. 10/- Per Share **Fair Market Value:** Rs. 105.2/- Per Share **Offer Price:** Rs. 105.5/- Per Share **Premium:** Rs. 95.5/- Per Share
4.	Basis on which the price has been arrived at along with report of the Registered Valuer.	The Company has obtained the Share Valuation Report Dated **26th August, 2026**, from **CA Mohit Jayeshbhai Solanki** having Reg. No **IBBI/RV/06/2022/14822** mentioning the **Fair Value of Equity Share** as **Rs. 105.2/- (**Rupees One Hundred Five and Twenty Paise Only) Per Share. **Valuation Methodology:** In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. **105.20/- (Rupees One Hundred Five and Twenty Paise Only)** respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following: a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs.91.02/- per equity share; b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs.105.20/- per equity share. c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.
5.	Relevant date with reference to which the price has been arrived at.	**20th August 2026 -** the 'relevant date' for the purpose of determination of the floor price for issue of the investor equity shares under the investors preferential issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is October 15, 2024 (Tuesday)("Relevant Date") being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the investors preferential issue.

6.	The class or classes of persons to whom the allotment is proposed to be made.	As per **Annexure A** The equity shares are proposed to be issued and allotted to Non promoter investors comprising of (a) Individuals (b) Body Corporates i.e. Private Limited Companies and Limited Liability Partnership Firms c) Partnership Firms. who shall hold the equity shares in the Company under the 'public shareholders' category.
7.	Intention of promoters, directors, or key managerial personnel to subscribe to the offer	The promoters, directors and key managerial personnel of the Company do not intent to participate in the Investors Preferential Issue.
8.	The proposed time within which the allotment shall be completed / time frame within which the preferential issue shall be completed;	The equity shares shall be allotted by the Company to the identified investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.
9.	The names of the proposed allottees and the percentage of post private placement capital that may be held by them	The names of the proposed Allottees & percentage of Post allotment share capital to be held by them- **As per Annexure B.**
10.	The change in control, if any, in the company that would occur consequent to the preferential offer.	The preferential issue will not result into change in the control of the Company.
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	Not Applicable The Company has not made any allotment of shares on preferential allotment basis during the year FY 26-27.
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer	Not Applicable as subjected preferential allotment shall be done for cash consideration.
13.	The pre-issue and post issue shareholding pattern of the Company	The pre-issue and post issue shareholding pattern of the Company is enclosed as **Annexure C** below.

C) Additional disclosures

14	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees	As per **Annexure -B** attached herewith
15	The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter or public shareholders	The equity shares are proposed to be issued and allotted to private investors comprising of - (a) Individuals (b) Body Corporates i.e. Private Limited Companies and Limited Liability Partnership Firms c) Partnership Firms. who shall hold the equity shares in the Company under the 'public shareholders' category
16	Lock-in Period The equity shares proposed to be issued to the identified allottees under the Preferential Issue	The equity shares proposed to be issued to the identified allottees under the Preferential Issue and the pre-preferential issue shareholding of Mr. Rahul Agrawal shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations who holds pre-preferential shares. Rest all other proposed allottees does not hold any pre -preferential shareholding hence lock in period provision does not apply to them.
17	Listing of equity shares proposed to be allotted on preferential issue basis.	The equity shares proposed to be allotted to the identified allottees under the preferential issue shall be listed and shall be admitted for trading on the SME Platform of Stock Exchanges viz. National Stock Exchange of India Limited subject to requisite approval from the Stock Exchange
18	Practicing Company Secretary's Certificate	As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by Ms. Gauri Hemant Gokhale Membership No: A45512 Practicing Company Secretaries, certifying, inter alia, that the investors preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate issued by Ms. Gauri Hemant Gokhale Membership No: A45512 Practicing Company Secretaries is hosted on the website of the Company at https://unitedheat.net/

D) Undertakings / Confirmations:

1. The allottees have also confirmed their eligibility in terms of Regulation 159 of SEBI ICDR Regulations to subscribe the preferential issue.

2. The Company is in compliance with the conditions for continuous listing and is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

3. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.

4. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

5. Each of identified allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

6. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so.

7. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

8. None of the Directors and/or key managerial personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

9. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable laws.

10. The approval of the members is being sought to enable the Board and/or its committee to issue and allot the equity shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

ANNEXURE A- POINT NO 6 –

The class or classes of persons to whom the allotment is proposed to be made.

Sr. No.	Names of specified / identified persons/ Proposed allottees	Class of specified / identified persons/ Proposed allottees	Number of shares to be offered	Subscription amount including premium in Rs
1.	Intelliquity Ventures LLP	Body Corporate- Limited Liability Partnership	1066000	11,24,63,000
2.	Ace Investments	Body Corporate- Limited Liability Partnership	96000	1,01,28,000
3.	Mittal Analytics Private Limited	Body corporate private limited company	188000	1,98,34,000
4.	Rashi Mehrotra	Individual	140000	1,47,70,000
5.	Kvasa Capital	Body Corporate- Limited Liability Partnership	94000	99,17,000
6.	Sahil Taneja	Individual	46000	48,53,000
7.	Vineet Kaul	Individual	178000	1,87,79,000
8.	Manju Singhi	Individual	360000	3,79,80,000
9.	Dhara Deepak Mishra	Individual	100000	1,05,50,000
10.	Padmavathi M B	Individual	76000	80,18,000
11.	Rahul Agrawal	Individual	76000	80,18,000
12.	Birch Tree Ventures Private Limited	Body corporate- Private limited company	20000	21,10,000
13.	Ajay Dilkush Sarupria	Individual	160000	1,68,80,000
14.	Saket Agarwal	Individual	180000	1,89,90,000
15.	Shakuntala Nagori	Individual	46000	48,53,000
16.	Hitesh Kumar Kiran	Individual	46000	48,53,000

17.	Parag Bharat Mehta	Individual	96000	1,01,28,000
			29,68,000	**31,31,24,000**

ANNEXURE -B

1) **Ref Point No 9 - The names of the proposed allottees and the percentage of post private placement capital that may be held by them,**

   AND

2) **Ref Point No 14 - Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees**

Sr. No	Name of the proposed identified allottees	Ultimate Beneficial Owners	Maximum Amount (Rs.)	Pre - Preferential allotment Shareholding	Post - Preferential allotment Shareholding	Post - preferential allotment Shareholding (%)
1	Intelliquity Ventures LLP	Mukul Mahavir Agrawal	11,24,63,000	0	1066000	4.85
2	Ace Investments	Sangeeta Mahavirprasad Agrawal	1,01,28,000	0	96000	0.44
3	Mittal Analytics Private Limited	Ayush Mitthal	1,98,34,000	0	188000	0.86
4	Rashi Mehrotra	N.A.	1,47,70,000	0	140000	0.64
5	Kvasa Capital	Adhiraj Swarup Agarwal	99,17,000	0	94000	0.43
6	Sahil Taneja	N.A.	48,53,000	0	46000	0.21
7	Vineet Kaul	N.A.	1,87,79,000	0	178000	0.81
8	Manju Singhi	N.A.	3,79,80,000	0	360000	1.64
9	Dhara Deepak Mishra	N.A.	1,05,50,000	0	100000	0.46
10	Padmavathi M B	N.A.	80,18,000	0	76000	0.35
11	Rahul Agrawal	N.A.	80,18,000	4000	80000	0.35
12	Birch Tree Ventures Private Limited	Bhavik Mehta	21,10,000	0	20000	0.09
13	Ajay Dilkush Sarupria	N.A.	1,68,80,000	0	160000	0.73
14	Saket Agarwal	N.A.	1,89,90,000	0	180000	0.82
15	Shakuntala Nagori	N.A.	48,53,000	0	46000	0.21
16	Hitesh Kumar Kiran	N.A.	48,53,000	0	46000	0.21
17	Parag Bharat Mehta	N.A.	1,01,28,000	0	96000	0.44

UHT
UNITED HEAT TRANSFER

UNITED HEAT TRANSFER LIMITED
(formerly known as United Heat Transfer Private Limited).
CIN NO. L29191MH1995PLC084982
sales@unitedheat.net | www.unitedheat.net

ANNEXURE C

Ref Point No 13- The pre-issue and post issue shareholding pattern of the company

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of share-holding	No of shares held	% of share-holding
A	**Promoters' holding:**				
1.	Indian:				
	Individual	1,28,80,000	67.78%	1,28,80,000	58.62%
	Bodies Corporate	N.A.	N.A.	N.A.	N.A.
	Sub –Total 1.	**1,28,80,000**	**67.78%**	**1,28,80,000**	**58.62%**
2.	Foreign Promoters:	N.A.	N.A.	N.A.	N.A.
	NRI	N.A.	N.A.	N.A.	N.A.
	Sub –Total 2.	N.A.	N.A.	N.A.	N.A.
	Sub –Total (A)	**1,28,80,000**	**67.78%**	**1,28,80,000**	**58.62%**
B	**Non-Promoters' holding:**				
1.	Institutional Investors	1,86,000	0.98%	1,86,000	0.85%
2.	Non-Institutional investors:				
	Private Corporate Bodies	4,10,000	2.16%	17,80,000	8.10%
	Directors and Relatives	NIL	NIL	Nil	Nil
	Indian Public	44,04,000	23.17%	5834000	26.94%
	Others (Including NRIs)	2,24,000	1.18%	2,24,000	1.02
	Clearing Members	9,00,000	4.73%	9,00,000	4.08
	Trusts	2,000	0.01%	2000	0.009
	Sub –Total (B)	6124000	32.22%	90,92,000	41.38%
	GRAND TOTAL	**1,90,04,000**	**100%**	**2,19,72,000**	**100%**

Contact : +91 253 238 2484/5051
Fax Number : +91 253 2380737
Registered Office & Manufacturing Unit 1: F-131, MIDC Ambad, Nashik – 10 MH, India.
Manufacturing Unit 2: Gat No. 352, Talegaon Indore Rasegaon Road, Tal. Dindori, Nashik – 04 MH, India

ANNEXURE D

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

Given that the funds to be received against equity shares to be issued and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the issue proceeds for the above objects is set out hereinbelow: -

Sr. no.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In Crores)	Tentative timeline within which such proceeds shall be utilized
1	Capex –Capital Expenditure for long term investments/ assets	23,00,00,000/-	15 Months
2	Working capital purpose	5,00,00,000/-	3 Months
3	General Corporate Purpose (Including Issue Expenses)	3,31,24,000/-	12 Months

- *The utilization proceeds allocated to each object/ purpose is only an estimate and may vary depending on various factors*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilised (in full or in part) for the objects (provided hereinabove) during the period stated above due to any such factors, the remaining issue proceeds (of a particular object) shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws and without further approval of the members of the Company

It is clarified that the Company may reallocate any excess proceeds from the issuance originally designated for a specific purpose(s)/ object(s) (as provided in the table above) to other purpose(s)/ object(s), if that specific purpose has been fulfilled with a part of the amount allocated to said specific purpose. It is further clarified that the reallocation of excess proceeds to other objects shall be subject to the limitation provided under applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of issue proceeds:

Our Company, in accordance with the policies formulated by our Management Committee of the Board of Directors of the Company from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds (including Liquid, Overnight, Ultra Short Term, Gilt, Low Duration and Arbitrage Funds), deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

Monitoring of utilisation of funds:

The board of directors including any committee thereof shall be authorised to monitor the use of the proceeds of the preferential issue.

This matter was approved by the **Board of Directors** in their Meeting held on **26/08/2026** and for this an approval of the Members is required as per the provisions of the Companies Act, 2013.

None of the Directors and key managerial personnel or their relatives or any other officials of the Company are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company. The Board of Directors recommends passing of the Resolution set out at Item No. 3 of this Notice as a special resolution.

For and on behalf of Board of Directors of,
UNITED HEAT TRANSFER LIMITED
(Formerly Known as United Heat Transfer Private Limited)

Sd/-
Yogesh Vishwanath Patil
(Managing Director, DIN: 00103349)
Add: Flat No.301, Rushiraj Hariyali Appt., Serene Medows, Anandwalli, Nashik- 422013, Maharashtra, India

Sd/-
Vivek Vishwanath Patil
(Whole Time Director, DIN: 00107234)
Add: House No.1044, Gat No. 85/2, 86/3, Govardhan, Gangapur, Nashik – 422222, Maharashtra, India