

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting (EGM)** of the Members of **Ultracab (India) Limited** will be held on **Friday, 4th March, 2022** at Survey no. 262, Behind Galaxy Bearings Limited, Shapar (Veraval), Dist. - Rajkot – 360024 (Gujarat) India at 11.00 a.m. to transact the following business:-

SPECIAL BUSINESS:

1. SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- EACH TO FACE VALUE OF RS. 02/- PER SHARE

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

“RESOLVED THAT, pursuant to the provisions of sections 61 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made there under including the statutory modification(s) or re-enactment(s) thereof for the time being in force and the relevant provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India (SEBI) and the other Rules, Regulations, Circulars, Notifications, etc. and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, the Authorized Share Capital of the Company comprising of 1,50,00,000 (One Crore Fifty Lakh) Ordinary Shares of the face value of Rs.10/- (Rupees Ten Only) each aggregating to Rs.15,00,00,000/- (Rupees Fifteen Crore Only) be and is hereby subdivided into 7,50,00,000 (Seven Crore Fifty Lakh only) Ordinary Shares of face value of Rs. 2/- (Rupees Two Only) each, with effect from the 'Record Date' to be determined or as determined by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include the existing Committee of Directors thereof) from time to time.” Accordingly, the existing Clause V of the Memorandum of Association of the Company substituted with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 7,50,00,000 equity shares of face value of Rs. 2/- each.”

“RESOLVED FURTHER THAT, The issued, subscribed and fully paid-up Ordinary Share Capital of the Company Rs. 12,72,30,000 (Rupees Twelve Crore Seventy Two Lakh Thirty Thousand Only), comprising of 1,27,23,000 (One Crore Twenty Seven Lakh Twenty Three

Thousand Only) Ordinary Shares of the face value of Rs. 10/- (Rupees Ten Only) each be sub-divided into 6,36,15,000 (Six Crore Thirty Six Thousand Fifteen Thousand Only) Ordinary Shares of the face value of Rs. 2/- (Rupees Two Only) each as on the Record Date to be determined or as determined by the Board or any Committee thereof from time to time.”

RESOLVED FURTHER THAT, pursuant to the sub-division of the Equity Shares as aforesaid, the existing share certificate (s) in relation to the existing equity shares having face value of 10/- each (Rupee Ten Only) held in the physical form, if any, shall be deemed to have been automatically cancelled and be of no effect on and from the record date (as determined by the Board of Directors of the Company) and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 amended from time to time and in the case of equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Key Managerial Personnel or any other Officer(s) of the Company.”

2. TO CONSIDER AND APPROVE INCREASE AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT, pursuant to the provisions of Section 13, Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore only) Equity Shares of Rs. 2/- (Rupees Two Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company;

“RESOLVED FURTHER THAT, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 2/- (Rupees Two) each.

"RESOLVED FURTHER THAT, the directors of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

3. ISSUE OF BONUS SHARES:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of General Reserves including securities premium account of the Company at March 31, 2021, as may be considered necessary by the Board, for the purpose of issuance and allotment of bonus shares of the company for Re. 2/- (Rupee Two only) each credited as fully paid-up shares to the holders of the existing equity shares of the Company post subdivision, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as fixed in this regard by the Board, in the proportion of (1:2) 1 (One) equity share for every 2 (Two) existing equity share held by the Members.

RESOLVED FURTHER THAT, in case of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and shall be allotted by the Board or any Committee thereof in either dematerialized form or in physical form or partly in dematerialized form and partly in physical form to one of the Directors of the Company, whether executive or otherwise, by whatever name called, as had been nominated or to be nominated by the Board or any Committee thereof for this purpose, who shall hold the same as

trustee(s) for the members entitled thereto, and distribute the entitlement to Members in proportion to their fraction shares, post issue of bonus share thereon or otherwise.”

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act 1999, as may be necessary or applicable.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem it.

**By Order of the Board
For, ULTRACAB (INDIA) LIMITED**

Sd/-

**Mr. Nitesh Vaghasiya
Chairman cum Managing Director
DIN: 01899455**

**Date: 4th February, 2022
Place: Rajkot**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing a Proxy should however be deposited at the registered office of the Company duly completed not less than FORTY EIGHT hours before the commencement of the meeting. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business under Item No.1 to 3 be transacted at the Extra-Ordinary General Meeting (EGM) is annexed hereto.
4. The notice of EGM is being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the members are requested to write an email to cs@ultracab.in
5. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address in prescribed form attached with Notice for receiving all communication including Annual Report, Notices, circulars etc. from the Company electronically.
6. Members may note that the Notice of Extra-Ordinary General Meeting will also be available on the Company's website www.ultracabwires.com websites of the Bombay Stock Exchange at www.bseindia.com
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting ("EGM") by electronic means and the business may be transacted through E-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the EGM ("remote E-voting").
8. The facility for voting through electronic voting system or polling paper shall be made available at the EGM and the Members attending the EGM who have not cast their vote by remote E-voting shall be able to exercise their right at the EGM.
9. The Members who have cast their vote by remote E-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
10. The remote E-voting period commences on Tuesday, 1st March, 2022 (9.00 a.m. IST) and ends on Thursday, 3rd March, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, 25th February 2022, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID

and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
14. The Company has appointed CS Piyush Jethva, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, and the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
16. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.ultracabwires.com under the head "Investor" and on the website of NSDL, <https://www.evoting.nsdl.com> immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e. BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 1st March, 2022 (9.00 a.m. IST) and ends on Thursday, 3rd March, 2022 (5.00 p.m. IST) the remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in

order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. 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.jsp3. 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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code

	<p>mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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

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

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

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to piyushjethva@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to

go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ultracab.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ultracab.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the Special business mentioned in the Notice:

ITEM NO. 1: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- EACH TO FACE VALUE OF RS. 02/- PER SHARE

As the shareholders are aware that the Equity Shares of the Company are listed and traded on Bombay Stock Exchange (BSE). In order to provide enhanced liquidity to the Company's equity shares in the Stock Market and to make it more affordable for small investors, it is proposed to sub-divide each equity share of face value of Rs. 10/- each into the face value of Rs. 2/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 (“the Act”), the rules made there under and other applicable provisions.

The Record Date for the aforesaid sub-division of equity shares shall be Fixed by the Board (including any Committee thereof) after the approval of the shareholders is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and the investors, therefore the Board at its meeting held on 4th February 2022, approved the aforesaid sub-division, subject to requisite approval of the shareholders. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

The Board, therefore, recommends resolutions set out under business item no. 1 for approval of the shareholders by way of Ordinary Resolutions.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item nos. 1.

ITEM NO. 2: TO CONSIDER AND APPROVE INCREASE AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorized Share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crore Only). In view of the proposal for issue of sub-divided shares, as referred under Item No. 2, it is proposed to sub-divide the number of equity shares underlying the Authorized Share Capital of the Company from 1,50,00,000 (One Crore Fifty Lakh) ordinary shares of Rs. 10/- (Rupees Ten Only) each to 7,50,00,000 (Seven Crore Fifty Lakh) Ordinary Shares of the face value of Rs. 02/- (Rupees Two Only).

The Board of Directors at their meeting held on 4th February, 2022 approved the proposal to increase the Authorized Share Capital of the Company and consequent amendments to the Memorandum of the Company. Increase in Authorized Share Capital would necessitate amendment to Clause V of the Memorandum of Association of Company and would require members' approval by passing ordinary Resolutions. The Authorised Share Capital after increase will be as under:

V. The Authorised Share Capital of the Company is Rs: 20,00,00,000 (Rupees Twenty Crore only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 02/- (Rupees Two) each.

The Board of Directors of your Company consider that the proposed resolutions are in the interest of the Company and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommends them for your approval as Ordinary Resolution.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, is in any way concerned or interested, except their shareholding, in these Resolutions proposed to be passed.

ITEM NO. 3: ISSUE OF BONUS SHARES

The Company has reserves and surplus of Rs.10,30,70,968 as on March 31, 2021. The Board of Directors of the Company at their Meeting held on 4th February 2022, considered it desirable to recommend issue of Bonus Shares in the ratio of 1:2 i.e. 1 (One) equity share for every 2 (Two) existing equity share held by the Members post sub-division by capitalization of Reserves and Surplus of the Company subject to approval of the Shareholders and such other authorities as may be necessary.

Accordingly, the resolution seeks approval of the shareholders for capitalizing Rs.6,36,15,000/- (Rupees Six Crore Thirty Six Lakh Fifteen Thousand Only) out of the amount standing to the credit of the Reserves and surplus account and issue of bonus shares out of the same on the terms and conditions set out in the resolution. The paid up capital of the Company after bonus issue will be Rs. 19,08,45,000/- (Rupees Nineteen Crore Eight Lakh Forty Five Thousand Only).

The Bonus shares on allotment shall rank pari-passu with existing Equity Shares of the Company and the bonus shares are entitled for dividend declared after the allotment shares.

The proposed Bonus Issue is not in lieu of Dividend.

No allotment letter will be issued. For shares held in Demat mode, the credit of the Bonus shares will be given directly to their Demat Account.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested in the Resolution except to the extent their eligibility of bonus shares on bases of their shareholding in the Company. Members are requested to pass the Resolution at Item No.3 as an Ordinary Resolution.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

ULTRACAB (INDIA) LIMITED

SURVEY NO. 262, B/H. GALAXY BEARINGS LTD.,

SHAPAR (VERAVAL) DIST - RAJKOT-360024. Tel No. 02827 253122 / 23

CIN: L31300GJ2007PLC052394

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the Ultracab (India) Limited, hereby appoint

1. Name:.....Address:.....

E-mail Id:Signature: or failing him/her

2.Name:.....Address:.....

E-mail Id:Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, 4th March 2022 at Register Office Survey No 262, B/h. Galaxy Bearings Ltd., Shapar (Veraval) Dist-Rajkot- 360024 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 2)*	
		For	Against
1	Sub-division of equity shares from the face value of Rs. 10/- each to face value of Rs. 02/- per share		
2	To consider and approve increase authorised share capital and Alteration of capital clause of the memorandum of association of the company		
3	Issue of Bonus Shares		

Signed this _____ day of _____ 2022

Affix Revenue
Stamp

Signature of shareholder

Signature of 1st Proxy holder(s)

Signature of Proxy 2nd holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP

ULTRACAB (INDIA) LIMITED

SURVEY NO. 262, B/H. GALAXY BEARINGS LTD.,

SHAPAR (VERAVAL) DIST.- RAJKOT-360 024.

Tel No. 02827 253122 / 23]

CIN: L31300GJ2007PLC052394

EXTRA-ORDINARY GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting *DP Id
No. _____ *Client Id No. _____ Regd. Folio No. _____

Name: _____

Address: _____

No. of Shares held: _____

I hereby record my presence at the Extra-Ordinary General Meeting of Ultracab (India) Limited on Friday, 4th
March 2022 At Registered Office Survey No 262, B/h. Galaxy Bearings Ltd., Shapar (Veraval) Dist-Rajkot. -
360024.

Signature of the Member / Proxy

*Applicable to members holding shares in electronic form

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

**To,
Ultracab (India) Limited,
Survey No.262,
B/h. Galaxy Bearings Ltd.,
Shapar (Veraval),
Dist.- Rajkot – 360024.**

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

E-mail Address:

Name of the Sole /First Holder:

DP ID/Client ID/ Registered Folio No.:

Contact Nos.:

Mobile:

Landline:

.....

Signature of the Sole/First Holder

Date:

Notes:

(1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.

(2) This Form can also be downloaded from the Company's website www.ultracabwires.com

Route Map

ULTRACAB (INDIA) LIMITED

SURVEY NO. 262, B/H. GALAXY BEARINGS LTD., SHAPAR (VERAVAL) DIST.- RAJKOT-360 024.

