

## NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 9th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY 12th AUGUST, 2016 AT REGISTERED OFFICE OF THE COMPANY AT SURVEY NO. 262, BEHIND GALAXY BEARING LIMITED, SHAPAR (VERAVAL), DIST. - RAJKOT. - 360024 (GUJARAT) INDIA AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st, March 2016 including audited Balance Sheet and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To consider, the appointment Mrs. Sangeetaben Vaghasiya (DIN: 06910845) as Director, who retires by rotation and being eligible, offers herself for re-appointment.

#### 3. TO APPOINT STATUTORY AUDITOR OF THE COMPANY

To consider, the appointment of statutory Auditor ,and if thought fit, pass with or without modification, the following resolution as Ordinary Resolution :

**“RESOLVED THAT,** pursuant to provisions of Section 139 and 142 of the Companies Act, 2013 and the Rules made there under M/s. J. A. Sheth & Associates, Chartered Accountants, Rajkot (Firm Registration No. : 119980W) be and hereby are appointed as Statutory Auditors of the Company to hold the office from the conclusion of the 9th Annual General Meeting till conclusion of 10th Annual General Meeting of the Company on such remuneration as mutually agreed between Board of Directors and auditor of the company.

### SPECIAL BUSINESS:

#### 4. TO RE- APPOINT MR. NITESH VAGHASIYA AS CHAIRMAN CUM MANAGING DIRECTOR

To consider, the re-appointment of Mr. Nitesh Vaghasiya as Managing Director (DIN: 01899455) of the company, and if thought fit, pass with or without modification, the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and subject to recommendation of the Nomination and Compensation Committee, and approval of the Board and as per Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nitesh Vaghasiya, as Chairman cum Managing Director of the Company with effect from April 1, 2016 to March 31, 2019, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be mutually agreed between Mr. Nitesh Vaghasiya and the Board of Directors.”

#### 5. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY :

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

**“RESOLVED THAT,** pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s. J. A. Sheth & Associates, Chartered Accountants, Rajkot (Firm Registration No. : 119980W) be and hereby are appointed as Statutory Auditors of the Company to fill the Casual Vacancy caused by the resignation of M/s. R. Harsoda & Co., Chartered Accountants, (Firm Registration No. : 128513W) Rajkot.

**“RESOLVED FURTHER THAT,,** M/s. J. A. Sheth & Associates, Chartered Accountants, Rajkot (Firm Registration No. : 119980W) be and are hereby appointed as Statutory Auditors of the Company to hold office from 17th May, 2016 until the conclusion of the 09th Annual General Meeting at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

#### **6. INCREASE IN AUTHOURISED SHARE CAPITAL**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 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 Authorized Share Capital of the Company be and is hereby increased from existing Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.”

#### **7. ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed there under (including any Statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 150,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several clauses and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manners as may for the time being be provided by the Articles of Association of the Company.

**RESOLVED FURTHER THAT,** for the purpose of giving effect to the above said resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things including filing of necessary forms/ documents with appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto and to delegate all or any of its power herein conferred to its Directors of the Company.”

## 8. ISSUE OF BONUS SHARES BY CAPITALISING THE RESERVES:

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

**“Resolved**

- (a) That in accordance with the provisions of Section 63 and other applicable provision of Companies Act, 2013, read with the Rule 14 of the Companies (Share Capital and Debenture) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('the Regulations'), (as amended from time to time) the relevant provisions of Memorandum and the Articles of Association of the Company and subject to such approval(s) as may be necessary from any authority, and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which term shall be deemed to include any Committee of directors duly authorised in this behalf) of the Company 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 capitalising such sum standing to the credit of Securities Premium Account of the Company or such other accounts as are permissible to be utilized for the purpose as may be considered necessary by the Board, as per the audited accounts of the Company as on 31st March 2016, for the purpose of issuance of bonus shares of Rs. 10/- (Rupees ten only) each, credited as fully paid-up shares to and amongst the eligible Members of the Company whose names appear in the Register of the Members / beneficial holders of the Company as the holders of the Equity Shares of Rs. 10/- each in the Company on such date ('Record Date') as may be fixed in this regard by the Board, in the proportion of 1(One) Bonus Share of ` 10/- each for every existing 2 (Two) fully paid-up Equity Shares of Rs.10/- each held by such Members.
- (b) that the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under Ultracab (India) Limited Employees Stock Option Scheme, 2016 of the Company pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'Record Date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' (as determined by the Board) shall be appropriately adjusted;
- (c) that the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including 31st March, 2016;
- (d) that the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- (e) that no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Ordinary Shares (or opt to receive the Bonus Shares) in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Ordinary Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within the prescribed time limit;

- (f) that the Board be and is hereby authorised to take necessary steps for listing of such Bonus Shares on the Stock Exchange where the Ordinary Shares of the Company is listed, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules or regulations;
- (g) that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable and its decision shall be final and binding."

**9. MIGRATION FROM SME PLATFORM OF BSE LTD TO MAIN BOARD OF BSE LTD.:**

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

**"RESOLVED THAT** pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's Present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

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

Date: 11/07/2016

Place: Rajkot

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

**NOTES:**

- 1) THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013("THE ACT"), RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE NINTH ANNUAL GENERAL MEETING (AGM) IS ANNEXED HERETO.
- 2) 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.

- 3) Notice is hereby given, pursuant to Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 that for the above mentioned special business regarding , migration from SME Platform of BSE Ltd. to Main Board of BSE Ltd. the Company is seeking consent of Share holder by passing Special Resolution through Postal ballot ,which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed CS Piyush Jethva, Practicing Company Secretary, Rajkot as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialised form, as on the cut-off date

(record date) of Friday 5th August, 2016 to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

- 4) Proxies to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 5) The attendance slip cum Proxy Form is placed at the end of this Annual Report.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from Monday 8th August, 2016 to Friday 12th August, 2016. (both days inclusive).
- 7) Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number / Client ID and DP ID numbers as applicable including any change of address, if any, to the Registrars and Transfer Agents of the Company viz.: Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072.
- 8) Members / Proxies attending the Meeting are requested to bring their copies of Annual Report together with attendance slip duly completed and signed along with Client ID and DP ID numbers.
- 9) Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
- 10) The Ministry of Corporate Affairs has come out with a circular dated 29th April 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants, The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or Registrar and Transfer Agent.
- 11) In terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The same should be availed through respective depository.
- 12) The Company has appointed CS Piyush Jethva, Practicing Company Secretary, Rajkot for conducting the e-voting process, in a fair and transparent manner.

13) The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 8th July, 2016. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically.

14) The Procedure and instructions for the voting through electronic means are as follows:

### **E-voting**

#### **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended thereto and in accordance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has decided to provide members facility to exercise their right to vote on resolutions considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The Facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, 9th August, 2016 (9:00 am) and ends on Thursday, 11th August, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 5th August, 2016, 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.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - I) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - II) Launch internet browser by typing the following  
URL: <https://www.evoting.nsdl.com>
    - III) Click on "Shareholder – Login"
    - IV) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - V) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- VI) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - VII) Select "EVEN" of "Ultracab (India) Limited"
  - VIII) Now you are ready for remote e-voting as Cast Vote page opens.
  - IX) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - X) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - XI) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - XII) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [piyushjethva@gmail.com](mailto:piyushjethva@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- I) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD
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  - II) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 5th August, 2016
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 5th August, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. CS Piyush Jethva, Practicing Company Secretaries (FCS : 6377) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.ultracab.in> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 14) All documents referred to in the accompanying Notice and the Explanatory Statement shall open for inspection at the Registered Office of the Company during office hours on all working days except Sunday between 11.00 a.m. to 5.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

##### **ITEM NO: 4 TO RE – APPOINTMENT MR. NITESH VAGHASIYA AS CHAIRMAN CUM MANAGING DIRECTOR.**

Mr. Nitesh Vaghasiya, Chairman cum Managing Director, whilst holding office as Chairman cum Managing Director shall not be subject to retirement by rotation. As per section 6 of the Companies Act, 2013 the provisions of the Act will have effect notwithstanding anything to the contrary contained in the Articles of Association of the Company. For the purpose of compliance with section 152 of the Companies Act, 2013, the Board at its meeting held on 25.03.2016, took note of the consent given by Mr. Nitesh Vaghasiya, whose term as Managing Director of the company expires on Thursday 31st March, 2016. Accordingly, the Board noted that Mr. Nitesh Vaghasiya, Chairman and Managing Director shall be the director being eligible for Re-appointment, has offers himself for Re-appointment.

Moreover, the shareholders will recall the appointment of Mr. Nitesh Vaghasiya as Chairman and Managing Director of the Company with effect from 1st April, 2016 for a period of 3 years ending on 31st March, 2019.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Chairman and Managing Director as mentioned in the resolution, subject to the approval of shareholders.

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 25.03.2016 approved the remuneration, terms and conditions of the re-appointment of Mr. Nitesh Vaghasiya, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

**A) Salary:** Rs. 1,00,000 (Rupees One Lac) per month

**B) Perquisites and allowances:**

In addition to the above salary and residential accommodation, he shall be entitled to the following perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year:

- i) Gas, electricity, water, furnishing and other amenities, repairs, house maintenance expenses, servant(s), cook(s), security guard(s), etc., at his residence;
- ii) Facility of car with driver;



iii) Allowances and other perquisites: Special allowance and/ or any other allowances or perquisites as determined by the nomination & remuneration committee.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

**C) Other Benefits:**

- i) Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
- ii) One month's leave with full salary for every 11 months of service. Leave accumulated but not availed will be allowed to be encashed. Leave encashment at the end of the tenure will be as per the rules of the Company;
- iii) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;
- iv) Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- v) Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

**E) Minimum remuneration:**

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Nitesh Vaghasiya, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act

No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution. The draft Agreement between the Company and the Managing Director is available for inspection by the members at the company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's up to the date of Annual General Meeting.

**ITEM NO.5 APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY**

M/s. R. Harsoda & Co., Chartered Accountants, (Firm Registration No. : 128513W) Rajkot, vide their letter dated 11TH May, 2016 has resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 17th May, 2016 as per the recommendation of the Audit Committee and pursuant to the provisions of section 139(8) under Companies Act, 2013, appointed M/s. J. A. Sheth & Associates, Chartered Accountants, Rajkot, (Firm Registration No. : 119980W) as the Statutory Auditors to fill the casual vacancy caused due to resignation of M/s. R. Harsoda & Co., Chartered Accountants, (Firm Registration No. : 128513W) Rajkot. , subject to the approval by the members in 09th Annual General Meeting of the Company, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/s. J. A. Sheth & Associates, Chartered Accountants, Rajkot, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 05. The Board recommends the Resolution at Item No.: 05 for approval of the Members.

#### **ITEM NO: 6 & 7- TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY**

The present Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

The Company proposes to raise capital by issuing securities which would require increase the Company's Authorized Share Capital from Rs. 10,00,00,000/- (Rupees Ten Crore) to Rs.15,00,00,000 (Rupees fifteen Crore) Equity Share of Rs.10/- each.

Pursuant to Sections 61 and other applicable provisions, if any, of the Companies Act, 2013, Members approval is sought for an increase in the Authorized Share Capital of the Company and effecting consequential changes (as mentioned in the resolution) in the Clause V of the Memorandum of Association of the Company.

The Board recommend the Ordinary Resolution as set out at Item No.5 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the Ordinary Resolution as set out in Item No.6 & 7 of the Notice.

#### **ITEM NO: 8 ISSUE OF BONUS SHARE BY CAPITALISING RESERVES:**

In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company ('the Board') at their meeting held on 11th July, 2016 considered it desirable to recommend issue of Bonus shares in the ratio of 1:2, subject to approval of the shareholders and such other authorities as may be necessary.

Consequent upon issue of Bonus Shares, in accordance with the provisions of Ultracab (India) Limited Employees Stock Option Scheme, 2016 read with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, appropriate adjustments will be made in respect of Options remaining unexercised, whether vested or not, on the Record Date with respect to the number of Options and the Exercise Price.

The fully paid-up Bonus Shares shall be distributed to the Members whose names shall appear in the Register of Members of the Company in respect of shares held in the certificate form, and / or whose names shall appear in the Register of Beneficial Owners as per details to be furnished by the Depositories in respect of shares held in the dematerialised form, as on the Record Date, in the proportion of 1 (One) Bonus Share of Rs. 10/- each for every existing 2 (Two) fully paid-up Ordinary Shares of 10/- each held by them respectively on the Record Date.

The Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective holdings of shares and / or Options in the Company.

#### **ITEM NO:9 MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD.**

The Company has been listed and traded on the BSE SME Platform and hence will be eligible to migrate to the Main Board by the end of two years of listing on BSE SME Platform in the month October, 2016, as per the guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009.

Also listing on the Main Board of BSE Limited will take the Company into a different league Altogether with enhanced recognition and increased participation by retail investors.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

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

Place: Rajkot  
 Date: 11/07/2016

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

**Details of the Directors seeking appointment/re-appointment at the 9th Annual General Meeting of the company as per Regulation 36(3) SEBI ( Listing Obligation and Disclosure Requirement) Regulation, 2015.**

NAME	Mr. Nitesh Vaghasiya	Mrs. Sangeetaben Vaghasiya
DIN	01899455	06910845
Nature	Re-appointment as Managing Director Cum Chairman	Re-appointment as Executive Director (Retire by Rotation)
Date of Birth	26/11/1973	18/10/1973
Qualification	B.E.(Mechanical)	Diploma in Auto Mobile Engineering
Date of Appointment	01/04/2016	28/06/2014
Expertise in Specific functional Area	Experience of more than 18 years	Experience of more than 10 years
Directorship held in other Public Limited Company	NA	NA
No. Of Shares held	5,92,100	2,36,000
List of other companies in which Directorship are held (other than Section 8 Company )	NA	NA
Chairmanship or membership in other companies	NA	NA

## ULTRACAB (INDIA) LIMITED

Register office: Survey No. 262, B/h. Galaxy Bearings Ltd.,  
Shapar (Veraval) – 360024 Dist. Rajkot. Gujarat (India)  
CIN: L31300GJ2007PLC052394

### POSTAL BALLOT FORM

Sr.No.	Particulars	Details
1.	Name(s) of Shareholders (s) (in block letters) (including joint holders, if any)	
2.	Registered address of the sole / first named shareholder	
3.	Registered folio No. (for those holding physical shares)	
4.	DP ID No. and Client ID No (for those holding shares in dematerialised form).	
5.	Number of Equity Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Sr.No.	Brief Particulars of Resolution	No. of Shares the resolution)	For (I/we assent to the resolution)	Against (I/we dissent to the resolution)
1.	Resolution for migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited.			

Place:

Date :

\_\_\_\_\_  
Signature of the Shareholder/Authorised representative

### E-VOTING INFORMATION

EVEN (E-Voting Event Number)	User Id	Password

Note: Please read the instructions printed overleaf carefully before exercising the vote Last date for receipt of Postal ballot Forms by Scrutinizer is Thursday 11th August,2016.



**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-360 024. 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 Annual General Meeting of the Company to be held on Friday 12th August,2016 at Corporate 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
	<b>Ordinary Business/ Special Business</b>		
1	Adoption of financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors' and Auditors' thereon.		
2	To appoint Mrs. Sangeetaben Vaghasiya (holding DIN 06910845) as Director, who retires by rotation and being eligible, offers herself for re-appointment.		
3	To Appoint Statutory Auditor of the company and fixing their remuneration.		
4	To appoint Mr. Nitesh Vaghasiya (holding DIN 01899455) as Chairman Cum Managing Director, whose term as Managing Director expires on 31/03/2016 and being eligible, offers himself for re-appointment.		
5	To Appoint statutory Auditor to fill casual vacancy for the financial year 2015-2016.		
6	To Increase Authorised Share Capital of the Company along with alteration in Clause V of Memorandum Of Association.		
7	To issue Bonus Shares by Capitalizing Reserves.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

**9th ANNUAL 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 Annual General Meeting of Ultracab (India) Limited on Friday, 12th August, 2016 At  
Registered Office Survey No 262, B/h. Galaxy Bearings Ltd., Shapar (Veraval) Dist-Rajkot-360024.

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Signature of the Member / Proxy

\*Applicable to members holding shares in electronic form

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

