

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE SHARE HOLDERS

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD ON 18TH JUNE, 2015 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 TRANSECT THE FOLLOWING BUSINESS:-

SPECIAL BUSINESS:

1. Ratification and approval of the details of Explanatory statement previously send with notice of Extra Ordinary General Meeting dated 11th March 2015

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

“**RESOVLED THAT** the following ratification is approved and taken as incorporated in original explanatory statement issued with Notice of Extra Ordinary General Meeting issued on 11/03/2015 regarding the Issue of Equity shares of 468000 (Four Lacs Sixty Eight Thousand) to Proposed allottee on Preferential basis, disclose the identity of the natural person who are ultimate beneficiary owner of the shares of the proposed allottee and/ or who ultimately control the proposed allottee, in respect of the proposed allottee as:

- a) Naranbhai L. Vaghasiya - HUF (Category – Non Promoter) : Naranbhai L. Vaghasiya – Karta
- b) Vashantbhai L. Vaghasiya – HUF (Category – Non Promoter) : Vasantbhai L. Vaghasiya – Karta

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

Place: Rajkot

Sd/-
Mr. Nitesh Vaghasiya
Managing Director

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of item is annexed hereto.
- 3) The Notice is being sent to all the members, whose names appear in the Register of Member as on 15th May, 2015. The Notice of the meeting is also posted in the website of the Company i. e www.ultracab.in
- 4) Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 5) A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at office of the Share Transfer Agent (RTA) at Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072 at least Forty-Eight Hours before the time fixed for the commencement of the meeting.
- 6) Members are requested to notify change in the address, if any, in case of the shares held in electronic form to the concerned Depositories Participant quoting their ID No. and in case of Physical shares to the RTA quoting their folio numbers.
- 7) Members/Proxy holders are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate Admission slip will not be providing at the hall.
- 8) The Members who hold shares in Physical form are requested to intimate/update the email address to the Company/RTA while members holding shares in demat form can intimate/ update their e-mail address with their respective Depositories Participants.
- 9) The Board of Directors has appointed Mr. Piyush Jethva, Practicing Company Secretary, Rajkot as the Scrutinizer for conducting the electronic voting (E-Voting) process in accordance with the law and in the fair and transparent manner and he has consented to act as such.
- 10) The business set out in this Notice shall be conducted through e-voting. In compliance with the provision of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of cast-

ing their vote at the meeting. Please note that vote through electronic means is optional. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

11) 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide 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. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 15th June, 2015 (9:00 am) and ends on 17th June, 2015 (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 of 11th June, 2015, 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 with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [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 EGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/P

- 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 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 11th June, 2015.

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. 11th June, 2015, may obtain the login ID and password by sending a request at 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 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 EGM.

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. M/s. 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 EGM 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 EGM 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 EGM 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.

- 12)** All documents referred to in the accompanying Notice and the Explanatory Statement shall be 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 Extra-Ordinary General Meeting of the Company.

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

Sd/-

Mr. Nitesh Vaghasiya
Managing Director

Place: Rajkot

Date: 18/05/2015

EXPLANATORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company has issued Notice on 11th March 2015 for the Extra Ordinary General meeting held on 08th April 2015 with explanatory statement. However afterward it came to know that some information which is required under Regulation 73 of Issue of Capital and Disclosure Requirements, Regulations, 2009 ("ICDR Regulations") is missing in the explanatory statement attached with the notice. The Share holder already approves the business i.e preferential allotment of the Shares. However it is duty of the Company to give full disclosure of the information regarding preferential allotment as per Regulation 73 of Issue of Capital and Disclosure Requirements, Regulations, 2009 ("ICDR Regulations").

The missing details are put forward for the approval and ratification of original Explanatory statement issued with the notice dated 11th March 2015. After approval the details is deemed to incorporate in the original explanatory statement.

None of the promoters, Key Managerial person or their relatives are interested in the resolution except the promoter and relative to whom share is allotted under the preferential allotment.

Place: Rajkot
Date: 18/05/2015

By Order of the Board
For, ULTRACAB (INDIA) LIMITED
Sd/-
Mr. Nitesh Vaghasiya
Managing Director

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.

[CIN: L31300GJ2007PLC052394] [Tel No. 02827 253122 / 23]

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 18th June, 2015 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:

Affix Revenue
Stamp

Signature of shareholder _____ Signature of Proxy 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. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

ULTRACAB (INDIA) LIMITED

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

[CIN: L31300GJ2007PLC052394] [Tel No. 02827 253122 / 23]

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 and Address: _____

No. of Shares held: _____

I hereby record my presence at the Extra Ordinary General Meeting of Ultracab (India) Limited on 18th June, 2015 At Corporate Office Survey No 262, B/h. Galaxy Bearings Ltd., Shapar (Veraval) Dist-Rajkot-360024.

*Applicable to members holding shares in electronic form

Signature of the Member / Proxy