



An Iso 9001:2008 Certified Company
Date: 31th March, 2016

To,
Corporate Governance Department
Bombay Stock Exchange (SME Platform)
25th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai 400001

Sub ; Proceedings and Outcome of EOGM
Ref : 1) Script ID : "ULTRACAB" , Script Code: 538706

Dear Sir,

In the term of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we hereby submit brief proceedings of the Extra-Ordinary General Meeting (EOGM) of Ultracab (India) Limited was held on 29th March, 2016 at Registered office of the Company, Survey No. 262, B/h. Galaxy Bearings Limited, Shapar (Veraval), Dist – Rajkot. - 360024 Gujarat. India.

The meeting was attended by proper quorum and the Members have passed following resolutions with requisite majority:


1. Approve Employee Stock Option Scheme for employees of the Company.
2. Grant of Options to issue securities equal to or exceeding one per cent of the issued Capital of the Company during any one financial year to identified employees under ESOP Scheme 2016.

We have enclosed a combined report on e-voting of Extra-Ordinary General Meeting from the Scrutinizer CS Piyush Jethva.

We request you to kindly take the same on your records.

Thanking You.

For, ULTRACAB (INDIA) LIMITED


CS Mayur Gangani

Company Secretary & Compliance Officer



Encl: Combined Report of Voting and Scrutinizer Report

ULTRACAB (INDIA) LIMITED

Regd. Office :

Survey No. 262, B/h. Galaxy Bearings Ltd.
Shapar (Veraval), Dist: Rajkot-360024. Gujarat, (India).
Tel. : +91 2827 - 253122 / 23. Fax : +91 2827 - 252725
E-Mail : info@ultracab.in
CIN No. : L31300GJ2007PLC052394

Corporate Office :

C-303, Imperial Heights, Opp. Big Bazar,
150 Ft. Ring Road, Rajkot-360005. Gujarat, (India).
Tel. : +91 281 - 2588236, 2588136
E-Mail : ho@ultracab.in
Web : www.ultracab.in, www.ultracabwires.com





COMBINED REPORT OF E-VOTING AND POLL PAPER

INFORMATION OF THE COMPANY	
NAME OF THE COMPANY	ULTRACAB (INDIA) LIMITED
CORPORATE IDENTIFICATION NUMBER	L31300GJ2007PLC052394
ADDRESS OF THE COMPANY	SURVEY NO. 262, BEHIND GALAXY BEARING LTD., SHAPAR(VARAVAL), RAJKOT, GUJARAT INDIA – 360002
ISIN NUMBER	INE010R01015
SCRIP CODE	538706
DATE OF THE EXTRA ORDINARY GENERAL MEETING	29 th March 2016

Sr. No.	Resolution	E-voting Mode			Poll Mode			Total		
		No. of Share Holder Voted	Votes Cast In Favor	Vote Cast Against	No. of Share Holder Voted	Votes Cast in Favor	Vote Cast Against	No. of Share Holder Voted	Votes Cast In Favor	Vote Cast Against
01	Attached herewith as ANNEXURE- A (Resolution No. 1)	54	6477930	0	0	0	0	54	6477930	0
02	Attached herewith as ANNEXURE- B (Resolution No. 2)	54	6477930	0	0	0	0	54	6477930	0

Thanking You
PIYUSH JETHVA

PRACITISING COMPANY SECRETARY
FCS 6377 CP NO. 5452

Date: 30th March 2016
Place: Rajkot





COMBINED REPORT OF E-VOTING AND POLL PAPER

ANEXURE -A

Resolution No. 1

**To approve Employee Stock Option Scheme for employees of the Company
(Special Resolution)**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and the Rules framed there under including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("the Act"), the relevant clauses of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time ("SEBI Regulations") or any other prescribed rules, regulations of Securities and Exchange Board of India ("SEBI"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), any rules, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws for the time being in force as may be applicable subject to such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board of Directors under nomenclature as the Nomination & Remuneration Committee as per Section 178 of the Act to exercise its powers, including the powers, conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to introduce and implement "Ultracab (India) Limited Employees Stock Option Scheme 2016" (hereinafter referred to as the "ESOP Scheme 2016"), to create, grant, offer, issue and allot, 4,50,000 (Four Lakh Fifty Thousand) options, in one or more tranches, exercisable into 4,50,000 (Four Lakh Fifty Thousand) equity shares of Rs. 10/- each (Rupees Ten only) to the benefit of such person(s) who are in permanent employment of the Company, working in India or outside India including Directors, whether whole time or otherwise [other than Promoters of the Company, Independent Directors and Directors (who either himself or through his relative or through anybody corporate) holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company]





COMBINED REPORT OF E-VOTING AND POLL PAPER

as may be decided by the Compensation Committee, hereinafter collectively referred to as "Eligible Employee(s)" of the Company, its Holding Company and its Subsidiary companies (present or future), at a price as by the Nomination and Remuneration Committee under the Scheme, during such period and on such terms and conditions as may be determined by the Board in its absolute discretion and in accordance with the SEBI Regulations or other applicable provisions of any law as may be prevailing at that time.

"RESOLVED FURTHER THAT the Board be and is hereby further authorised;

- a. to formulate, evolve, decide upon, determine the detailed terms and conditions of ESOP Scheme 2016, including but not limited to the terms or combination of terms subject to which the said stock options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such stock options shall lapse as set out in ESOP Scheme 2016 and as the Board may in its absolute discretion think fit;
- b. to issue and allot equity shares upon exercise of stock options from time to time in the manner aforesaid and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company;
- c. to grant and to allot directly to Eligible Employees in accordance with the Scheme framed in that behalf to subscribe to the securities of the Company issued under ESOP Scheme 2016;
- d. to take necessary steps for listing of the equity shares allotted under the Scheme on the Stock Exchange where the securities of the Company are listed in accordance with the provisions / regulations of LODR, SEBI Regulations and other applicable laws and regulations;
- f. to adjust (i.e. to augment or reduce as the case may be, in due proportion) the number of shares to be allotted and the price to be paid by the Eligible Employees in terms of this resolution, upon consolidation or any similar restructuring involving the face value or the paid up value of equity shares in the Company from its present level of Rs. 10/- per share, provided that such adjustment shall not affect any other rights or obligations of such allottees.





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- g. to make any modifications, changes, variations, alterations or revisions in the Scheme as it may deem fit from time to time or to suspend, withdraw or revive ESOP Scheme 2016 from time to time in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees who have been granted stock options under the ESOP Scheme 2016."

"RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorised to do the following for and on behalf of the Company without being required to specifically seek any further consent or approval of the members of the Company to end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution:

- a. to seek statutory or such other approvals as may be necessary for the implementation of the ESOP Scheme 2016;
- b. to dispose off from time to time such of the stock option as are not subscribed in such manner, as the Board may deem fit in its absolute discretion;
- c. to enter into and execute all such arrangements as the case may be with any advisors, managers, bankers, financial institutions, solicitors, guarantors, depositories, custodians and other intermediaries (the "Agencies") in relation to the issue and to remunerate any of the Agencies in any manner including payment of commission, brokerage, fee or payment of their remuneration for their services;
- d. to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme at any stage including at the time of listing of the equity shares issued herein;
- e. to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements."





COMBINED REPORT OF E-VOTING AND POLL PAPER

ANEXURE -B

Resolution No. 2

Grant of Options to Issue securities equal to or exceeding one per cent of the issued Capital of the Company during any one financial year to identified employees under ESOP Scheme 2016:

(Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and the Rules framed there under including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("the Act"), the relevant clauses of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time ("SEBI Regulations") or any other prescribed rules, regulations of Securities and Exchange Board of India ("SEBI"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), any rules, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws for the time being in force as may be applicable subject to such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board of Directors under nomenclature as the Nomination & Remuneration Committee as per Section 178 of the Act to exercise its powers, including the powers, conferred by this Resolution), consent of the Company be and is hereby accorded to the Board for Grant of options to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option, in one or more tranches, on such terms and in such manner in the "Ultracab (India) Ltd Employees Stock Option Scheme 2016" (hereinafter referred to as the "ESOP Scheme 2016") or as given by the Nomination and Remunerations Committee.

Thanking You
PIYUSH JETHVA

Place: Rajkot
Date: 30th March 2016

PRACITISING COMPANY SECRETARY
FCS 6377 CP NO. 5452





SCRUTINIZER'S REPORT ON E-VOTING

SCRUTINIZER'S REPORT

[E-VOTING]

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014

To,
Chairman
Ultracab (India) Limited.
Survey No. 262
Behind Galaxy Bearing Ltd.,
Shapar (Veraval)
Rajkot - 360002 (Gujarat)

I, CS PIYUSH JETHVA, Practising Company Secretary (Fellow Membership Number 6377), Rajkot was appointed as the Scrutinizer in connection with Extra Ordinary General Meeting of the member of "ULTRACAB (INDIA) LIMITED" (hereinafter Called "Company") held on Tuesday, 29th March 2015 at 11.00 a.m. at Registered Office of the Company situated at Survey No. 262, Behind Galaxy Bearing Limited, Shapar (Veraval) Dist: Rajkot - Gujarat (India) for the purpose of scrutinizing the e-voting in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of the Companies Act, 2013 and sub -rule (xi) of Rule 20 of the Companies (Management and Administration) Rules 2014 on the resolution referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating the voting through electronic means on the resolution contained in Notice to the Extra Ordinary General Meeting of the Share holder of the Company. My Responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer report of the votes Cast "in Favour" or "Against" the resolution stated above, based on the report generated from e-voting system provided by National Depository Service (INDIA) Limited, the authorized entity to provide e-voting facilities, engaged by the Company.

Further to above, I submit my report as under

1. It is informed to us, the notice convening Extra Ordinary General Meeting (EGM) along with explanatory statement under section 102 of the Companies Act, 2013 were sent to all the share holders in respect of below mentioned resolution to pass at the Extra Ordinary General Meeting of the company to be held on 29th March 2016.





SCRUTINIZER'S REPORT ON E-VOTING

2. The Company has provided e-voting facility offered by National Security Depository Limited for conducting e-voting by the share holders of the Company. Further we are also duly registered with the National Security Depository Limited as a Scrutinizer.
3. The share holder holding shares as on 22nd March 2016 (cut off date) were entitled to vote on the proposed resolution.
4. The e-voting period remained open from 26th March 2016 (9.00 a.m.) to 28th March 2016 (5.00 p.m.)
5. The Votes were unblocked on 29th March 2016 around 4.56 p.m. in the presence of two witnesses, Ms. Vidhi Vyas residing at "Prabhodh Smruti", Opp: Government Hospital, Bhagvatpara-1, Gondal 360311 Dist: Rajkot (Gujarat) India. AND Mr. Pinakin Trivedi, 204 Shivdhara Appartment, Shiv Kurpa Nagar-1, Junagadh Road, Jetpur 360370 (Gujarat) India who are not in employment of the Company, They have signed confirmation of the votes being unblocked in their presence, Further No Share holder have abstained from voting.
6. Thereafter, the details containing, inter-alia, list of equity share holders, who voted "For" and "Against", were downloaded from the E-voting website of
7. Based on such report downloaded/ generated from website as motioned above the e-voting result are as under.

Resolution No. 1

**To approve Employee Stock Option Scheme for employees of the Company
(Special Resolution)**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and the Rules framed there under including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("the Act"), the relevant clauses of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time ("SEBI Regulations") or any other prescribed





SCRUTINIZER'S REPORT ON E-VOTING

rules, regulations of Securities and Exchange Board of India ("SEBI"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), any rules, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws for the time being in force as may be applicable subject to such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board of Directors under nomenclature as the Nomination & Remuneration Committee as per Section 178 of the Act to exercise its powers, including the powers, conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to introduce and implement "Ultracab (India) Limited Employees Stock Option Scheme 2016" (hereinafter referred to as the "ESOP Scheme 2016"), to create, grant, offer, issue and allot, 4,50,000 (Four Lakh Fifty Thousand) options, in one or more tranches, exercisable into 4,50,000 (Four Lakh Fifty Thousand) equity shares of Rs. 10/- each (Rupees Ten only) to the benefit of such person(s) who are in permanent employment of the Company, working in India or outside India including Directors, whether whole time or otherwise [other than Promoters of the Company, Independent Directors and Directors (who either himself or through his relative or through anybody corporate) holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company] as may be decided by the Compensation Committee, hereinafter collectively referred to as "Eligible Employee(s)" of the Company, its Holding Company and its Subsidiary companies (present or future), at a price as by the Nomination and Remuneration Committee under the Scheme, during such period and on such terms and conditions as may be determined by the Board in its absolute discretion and in accordance with the SEBI Regulations or other applicable provisions of any law as may be prevailing at that time.





SCRUTINIZER'S REPORT ON E-VOTING

"RESOLVED FURTHER THAT the Board be and is hereby further authorised;

- a. to formulate, evolve, decide upon, determine the detailed terms and conditions of ESOP Scheme 2016, including but not limited to the terms or combination of terms subject to which the said stock options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such stock options shall lapse as set out in ESOP Scheme 2016 and as the Board may in its absolute discretion think fit;
- b. to issue and allot equity shares upon exercise of stock options from time to time in the manner aforesaid and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company;
- c. to grant and to allot directly to Eligible Employees in accordance with the Scheme framed in that behalf to subscribe to the securities of the Company issued under ESOP Scheme 2016;
- d. to take necessary steps for listing of the equity shares allotted under the Scheme on the Stock Exchange where the securities of the Company are listed in accordance with the provisions / regulations of LODR, SEBI Regulations and other applicable laws and regulations;
- f. to adjust (i.e. to augment or reduce as the case may be, in due proportion) the number of shares to be allotted and the price to be paid by the Eligible Employees in terms of this resolution, upon consolidation or any similar restructuring involving the face value or the paid up value of equity shares in the Company from its present level of Rs. 10/- per share, provided that such adjustment shall not affect any other rights or obligations of such allottees.
- g. to make any modifications, changes, variations, alterations or revisions in the Scheme as it may deem fit from time to time or to suspend, withdraw or revive ESOP Scheme 2016 from time to time in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees who have been granted stock options under the ESOP Scheme 2016."





SCRUTINIZER'S REPORT ON E-VOTING

"RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorised to do the following for and on behalf of the Company without being required to specifically seek any further consent or approval of the members of the Company to end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution:

- a. to seek statutory or such other approvals as may be necessary for the implementation of the ESOP Scheme 2016;
- b. to dispose off from time to time such of the stock option as are not subscribed in such manner, as the Board may deem fit in its absolute discretion;
- c. to enter into and execute all such arrangements as the case may be with any advisors, managers, bankers, financial institutions, solicitors, guarantors, depositories, custodians and other intermediaries (the "Agencies") in relation to the issue and to remunerate any of the Agencies in any manner including payment of commission, brokerage, fee or payment of their remuneration for their services;
- d. to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme at any stage including at the time of listing of the equity shares issued herein;
- e. to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements."

Result of Voting

Number of Members voted thorough electronic voting systems	Total Number of Vote Casted through electronic voting system	Number of votes cast in favour of resolution	Number of votes cast against resolution	Invalid Votes	% of total number of valid vote cast in favour of resolution
54	6477930	6477930	Nil	Nil	100 %





SCRUTINIZER'S REPORT ON E-VOTING

Resolution No. 2

**Grant of Options to issue securities equal to or exceeding one per cent of the issued Capital of the Company during any one financial year to identified employees under ESOP Scheme 2016:
(Special Resolution)**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and the Rules framed there under including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("the Act"), the relevant clauses of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time ("SEBI Regulations") or any other prescribed rules, regulations of Securities and Exchange Board of India ("SEBI"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), any rules, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws for the time being in force as may be applicable subject to such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board of Directors under nomenclature as the Nomination & Remuneration Committee as per Section 178 of the Act to exercise its powers, including the powers, conferred by this Resolution), consent of the Company be and is hereby accorded to the Board for Grant of options to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option, in one or more tranches, on such terms and in such manner in the "Ultracab (India) Ltd Employees Stock Option Scheme 2016" (hereinafter referred to as the "ESOP Scheme 2016") or as given by the Nomination and Remunerations Committee.





SCRUTINIZER'S REPORT ON E-VOTING

Result of Voting

Number of Members voted thorough electronic voting systems	Total Number of Vote Casted through electronic voting system	Number of votes cast in favour of resolution	Number of votes cast against resolution	Invalid Votes	% of total number of valid vote cast in favour of resolution
54	6477930	6477930	Nil	Nil	100 %

Thanking You
PIYUSH JETHVA




PRACITISING COMPANY SECRETARY
FCS 6377 CP NO. 5452

Date: 30th March 2016
Place: Rajkot