

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY 29TH MARCH, 2015 AT REGISTERED OFFICE OF THE COMPANY AT SURVEY NO. 262, BEHIND GALAXY BEARING LIMITED, SHAPAR (VERAVAL) - 360024, DIST. - RAJKOT. (GUJARAT) AT 11.00 A.M. TO TRANSECT THE FOLLOWING BUSINESS:-

**SPECIAL BUSINESS**

**Item No. 1: - To approve Employee Stock Option Scheme for employees of the Company**

To consider and if thought fit, to pass the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and the Rules framed thereunder 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 any body 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.

**“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.”

**“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."

**Item 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:**

To consider and if thought fit, to pass the following resolution as Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and the Rules framed thereunder 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.

Place: Rajkot  
Date: 29/02/2016

**Sd/-**  
**Mr. Nitesh Vaghasiya**  
**Managing Director**  
**DIN: 01899455**

**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.
- 2) 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.
- 3) The attendance slip cum Proxy Form is placed at the end of this Notice.
- 4) 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.
- 5) Members / Proxies attending the Meeting are requested to bring the attendance slip duly completed and signed along with Client ID and DP ID numbers.
- 6) 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.
- 7) 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.
- 8) 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.

- 9) The Company has appointed CS Piyush Jethva, Practicing Company Secretary, Rajkot for conducting the e-voting process, in a fair and transparent manner.
- 10) 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 dated 26th February, 2016. Although e-voting is not mandatory to be provided by companies listed on SME Platform, the Company is voluntarily providing 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.
- 11) The Procedure and instructions for the voting through electronic means are as follows:

### **E-voting**

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

- I. 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 (EOGM) 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 EOGM ("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 EOGM 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 EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday 26th March, 2016 (9:00 am) and ends on Monday, 28th March, 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 of 22nd March, 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 EOGM [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 EOGM :

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

- 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 22nd March, 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. 22nd March, 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](mailto: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 EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.

**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 EOGM 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 EOGM 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 EOGM 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 EOGM 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 <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.

- 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**

Place: Rajkot  
Date: 29/02/2016

**Sd/-**  
**Mr. Nitesh Vaghasiya**  
**Managing Director**  
**DIN: 01899455**



## **ITEM NO. 1**

In order to retain, reward, motivate desired talent for high level of individual performance, to create a culture of ownership, alignment with shareholder's interests and to align employees' objectives towards critical goals/ milestone of the Company, it is proposed to introduce "Ultracab (India) Ltd Employees Stock Option Scheme 2016" ("ESOP Scheme 2016" or "the Scheme").

In terms of the provisions of Section 62(1)(b) of the Companies Act, 2013 it is proposed to increase the subscribed capital of the Company by allotment of further shares, by offering shares to the employees under a scheme of employees stock option, subject to a special resolution passed in this regard.

The Scheme is meant for employees 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 Nomination and Remuneration Committee.

ESOP Scheme 2016 would be subject to SEBI (Share Based Employee Benefits) Regulations 2014 (SEBI Regulations) or any other rules, regulations prescribed by Securities and Exchange Board of India including any amendment or re-enactment thereof. In terms of SEBI Regulations, the administration of ESOP Scheme 2016 would vest with the Nomination and Remuneration Committee.

The Board of Directors of the Company at its meeting held on 22<sup>nd</sup> February, 2016 designated Nomination and Remuneration Committee as the Compensation Committee for the purpose of administration and superintendence of ESOP Scheme 2016.

Accordingly, approval of the shareholders is therefore being sought for implementing ESOP Scheme 2016 for grant of stock options to Eligible Employees of the Company (hereinafter referred to as "Option Grantee"). The resolution is aimed at enabling the grant of stock options from time to time with the key features as laid down below.

### **1. Total number of stock options to be granted:**

The total number of stock options to be granted to the Option Grantee in one or more tranches, shall be 4,50,000 (Four Lakh Fifty Thousand) options at an exercise price as decided by the Nomination and Remuneration Committee.

Each stock option when exercised would be converted into one equity share of Rs. 10/- (Rupees Ten only) each fully paid-up. In case of consolidation of shares where the face value of the shares is increased to above Rs. 10/- the maximum number of shares available for being issued under ESOP Scheme 2016 shall stand modified accordingly, so as to ensure that the aggregate cumulative face value (No. of shares X Face value per share) prior to such consolidation remains unchanged after the share consolidation.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation or termination of the employees or otherwise, would be available for re-grant at a future date for which no further approval by shareholders would be required.

## **2. Identification of classes of employee entitled to participate in the ESOP Scheme 2016:**

Employees entitled to participate in the ESOP Scheme 2016 are permanent employees 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 any body corporate) holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company] as may be decided by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in ESOP Scheme 2016.

## **3. Transferability of employee stock options:**

The stock options granted to the Option Grantee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee while in employment, the right to exercise all the stock options granted to him until such date shall be transferred to his legal heirs or nominees.

## **4. Requirements of vesting and period of vesting:**

The stock options granted shall vest so long as the Option Grantee continues to be in the employment of the Company. The Nomination and Remuneration Committee may, at its discretion lay down certain performance metrics on the achievement of which the granted stock options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which stock options granted would vest (subject to the minimum and maximum vesting period as specified below).

The stock options would vest not earlier than 1 year from the date of grant of stock options. The exact proportion in which and the exact period over which the stock options would vest would be determined by the Nomination and Remuneration Committee.

## **5. Maximum vesting period:**

The maximum period of vesting shall not exceed 5 years from the date grant of option.

## **6. Exercise Price:**

The stock options would be granted at an exercise price i.e. Closing Market Price (as on the Grant Date) or at any other price as decided by the Nomination and Remuneration Committee, which price shall not be less than the face value.

## **7. Exercise Period and the process of Exercise:**

The Exercise period would commence from the date of vesting and will expire on completion of such period not exceeding 3 years from the date of vesting of stock options or as may be determined by the Nomination and Remuneration Committee.

The stock options will be exercisable by the Option Grantee by a written application to the Company to exercise the stock options in such manner, and on execution of such documents, as may be

prescribed by the Nomination and Remuneration Committee from time to time. The stock options will lapse if not exercised within the specified exercise period.

**8. Lock-in after exercise of options:**

There shall be lock in for a period of six months after the allotment of shares to the eligible employees.

**9. Appraisal process for determining the eligibility of the employee for ESOS:**

The ESOS are being offered based on the past performance and future potential and such other criteria determined by the Nomination and Remuneration Committee at its sole discretion.

**10. Maximum number of stock options to be issued per employee and in aggregate:**

The aggregate number of stock options to be granted to the Option Grantee in one or more tranches under ESOP Scheme 2016 shall not exceed 4,50,000 (Four Lakh Fifty Thousand).

The number of options that may be granted to any specific employee under the ESOP Scheme 2016 during any one year shall not exceed 2% of the issued capital of the Company at the time of grant of options.

**11. Maximum quantum of benefits to be provided per employee:**

The Maximum quantum of benefits underlying the options issued to an Eligible Employee will depend upon the market price of the shares as on the date of sale of shares arising out of exercise of options, exercise price of options, the dividends declared and bonus or right shares issued.

**12. Scheme to be implemented directly or through a Trust and New issue of shares:**

The Scheme would be implemented and administered directly by the Company. The Scheme involves new issue of shares by the Company.

**13. Disclosure and Accounting Policies:**

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI Regulations and prescribed under the accounting standards and by the concerned statutory authorities from time to time.

**14. Method of stock option valuation:**

The Company will adopt the fair value method to value the options granted under the Scheme or such other valuation as may be decided by the Board / Nomination and Remuneration Committee.

**15. Other Terms:**

The Company may, at the discretion of Nomination and Remuneration Committee, provide loan / fund the employees in accordance with the provisions of SEBI Regulations, LODR, Act and other applicable laws, for enabling them to participate in ESOP Scheme 2016 up to limits as prescribed under Section 67 of the Companies Act, 2013. The Nomination and Remuneration Committee shall have the absolute authority to vary or modify the terms of ESOP Scheme 2016 in accordance with the regulations and regulations prescribed by SEBI or regulations that may be issued by any appropriate authority from time to time, unless such variation, modification or alteration is detrimental to the interests of the Option Grantee.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution except in their capacity as shareholders and to the extent of the options/shares that may be issued under the Scheme.

The Board recommends the Special Resolution for approval by the members.

**Item No. 2:**

It is proposed to grant option equal to or exceeding one per cent, to the identified employees, as determined by the Nomination and Remuneration Committee, to ensure the continuity of such employees for the benefit of the Company and its business operations. Hence, in terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("SEBI Regulations") the Company seeks approval from the shareholders to grant 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.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution except in their capacity as shareholders and to the extent of the options/shares that may be issued under the Scheme.

The Board recommends the Special Resolution for approval by the members.

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

Place: Rajkot

Date: 29/02/2016

**Sd/-**  
**Mr. Nitesh Vaghasiya**  
**Managing Director**  
**DIN: 01899455**

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 29<sup>th</sup> March, 2016 at Registered 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 29<sup>th</sup> March, 2016 At Registered 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

# Route Map

## Ultracab (India) Limited

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

