

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF URAVI T AND WEDGE LAMPS LIMITED WILL BE HELD ON FRIDAY SEPTEMBER 28, 2018 AT 11:30 A.M. AT HOTEL SITARA DHIRAJ ANNEX BUILDING, SARAJINI NAIDU ROAD, SIDDHARTH NAGAR, MULUND (W), MUMBAI – 400080 TO TRANSACT THE FOLLOWING BUSINESS:**

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### **Ordinary Business:**

1. To consider and adopt the audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 and the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Niraj Damji Gada (DIN:00515932), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard 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 and 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 consent of the members of the Company be and is hereby accorded towards appointment of M/s. P. V. Dalal & Co. Chartered Accountants (Firm registration No : 102049W) as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of the ensuing Annual General Meeting to the conclusion of the Annual General Meeting to be held for the Financial Year 2022-2023 at such remuneration as may be mutually agreed upon by the Board of Directors of the Company and the Statutory Auditors."

**FOR URAVI T AND WEDGE LAMPS LIMITED**

Sd/-

**NIRAJ GADA**

**MANAGING DIRECTOR AND CFO**

**DIN: 00515932**

**Address:** 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp.

Telephone Exchange, Mulund - West Mumbai 400080

### **Registered Office:**

Shop No. 329 Avior, Nirmal Galaxy,

L.B.S Marg Mulund West, Mumbai,

Maharashtra 400080, India

## **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER**

2. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22<sup>nd</sup>September, 2018 to Friday, 28<sup>th</sup>September, 2018(both days inclusive).
4. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent, Bigshare Services Private Limited, 1<sup>st</sup> Floor, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol Andheri (E), Mumbai-400059.
5. Members are requested to bring their copy of the Annual Report at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
9. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
11. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any

Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Act and the Rules made thereunder, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice.

#### **E-VOTING:**

In compliance with the 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 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 14<sup>th</sup> Annual general Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM, ("remote e-voting) will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through the ballot paper shall be made available at the AGM premises and only the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their at the meeting through ballot paper.
- II. 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.
- III. The instruction for remote e-voting are as under:

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

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

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to

login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kumudiniparanjape@mmjc.in](mailto:kumudiniparanjape@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

1. Route map and prominent land mark for easy location of venue of the AGM is provided in the Annual Report and the same shall also be available on the Company’s website [www.uravilamps.com](http://www.uravilamps.com)

**Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings**

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<b>Names of Directors</b>	Mr. Niraj Damji Gada (DIN: 00515932)
<b>Type</b>	Director (Managing Director)
<b>Date of Birth</b>	11-02-1969
<b>Age</b>	49
<b>Date of Appointment</b>	19/04/2004
<b>Qualification</b>	Undergraduate
<b>Expertise in Specific Functional area</b>	Skill, experience and networking
<b>Experience</b>	Over two decades
<b>Terms and Conditions</b>	As per special resolution passed on 26/07/2017
<b>Date of first appointment</b>	19/04/2004
<b>Shareholding in the Company</b>	9,27,690
<b>Directorships held in other Companies</b>	Nil
<b>Particulars of Committee Chairmanship / Membership held in other Companies</b>	Nil
<b>Relationship with other Directors inter-se</b>	Brother of Mr. Kaushik Damji Gada
<b>No. of board meetings attended during the Financial year 2017-18</b>	8
<b>Remuneration Sought to be paid</b>	Not exceeding Rs. 1,68,00,000/- p.a.
<b>Remuneration last paid</b>	Rs 47,91,480/- p.a.

## PROXY FORM

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

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**CIN** : U31500MH2004PLC145760  
**Name of the Company** : Uravi T and Wedge Lamps Limited  
**Registered Office address** : Shop No. 329 Avior, Nirmal Galaxy, L.B.S Marg, Mulund West, Mumbai, Maharashtra, India400080  
**Email** : [info@uravilamps.com](mailto:info@uravilamps.com)  
**Website** : [www.uravilamps.com](http://www.uravilamps.com)  
**Phone** : 022- 25651355

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No/Client ID</b>	
<b>DP ID</b>	

I/We, being the Member(s) of shares of the above-named company, hereby appoint:

1. (Name): \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
2. (Name): \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
3. (Name): \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

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, September 28, 2018 at 11:30 A.M. at Hotel Sitara, Dhiraj Annex Building, Sarojini Naidu Road, Siddharth Nagar, Mulund West, Mumbai – 400080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
<b>Ordinary Business:</b>			
1.	To Consider and adopt the audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018 and the Report of the Directors' and Auditors' thereon.		
2.	To appoint a Director in place of Mr. Niraj Damji Gada (DIN: 03481024), who retires by rotation and, being eligible, offers herself for re-appointment.		
3.	To appoint M/s P.V. Dalal & Co., Chartered Accountants as Statutory Auditors of the Company for a period of five years.		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2018

Signature of the Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

<p><b>Please affix Revenue Stamp of Re. 1</b></p>
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**Note:**

- (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 (forty eight) hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company. A person can act as a proxy on behalf of a member or members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**ATTENDANCE SLIP**

<b>Name of the Shareholder</b>	
<b>Address</b>	
<b>No. of Shares Held</b>	
<b>Registered Folio No.</b>	

I certify that I am an authorized representative for the above-named shareholder of the Company. I hereby record my presence at the 14<sup>th</sup> Annual General Meeting of **Uravi T and Wedge Lamps Limited** on Friday, September 28, 2018 at 11:30 A.M. at Hotel Sitara, Dhiraj Annex Building, Sarojini Naidu Road, Siddharth Nagar, Mulund West, Mumbai – 400080.

\_\_\_\_\_  
Name of the Member / Proxy (in block letters)

\_\_\_\_\_  
Signature of the Member / Proxy

**Notes:**

- 1. Only Members / Proxy holder can attend the Meeting.*
- 2. Members/proxies are requested to bring the duly completed Attendance Slip with them, and hand it over at the entrance, affixing their signature on the slip*

## ROAD MAP

**LAND MARK: Mulund Station**

