



329, Avior Nirmal Galaxy,  
Near Deep Mandir Cinema,  
L.B.S. Marg, Mulund (West),  
Mumbai - 400080. India

+91 22 2565 1355  
www.uravilamps.com  
info@uravilamps.com

**URAVI**  
Defence And Technology Ltd.  
(formerly known as  
Uravi T And Wedge Lamps Limited)

An IATF 16949:2016 Certified Organization

CIN: L - 84220 MH 2004 PLC 145760

**Date: February 07, 2026**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**NSE Symbol: URAVIDEF**

To,  
**BSE Limited**  
P.J. Towers, 25th Floor,  
Dalal Street,  
Fort Mumbai 400 001  
**Scrip Code: 543930**

**Subject Notice of the Extra Ordinary General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations')**

Dear Sir/Madam,

We wish to inform you that the Extra Ordinary General Meeting ("EGM") of Uravi Defence And Technology Limited ("the Company") will be held on Monday, March 02, 2026 at 4.00 P.M through Video conferencing ("VC")/other audio-visual means ("OAVM") in accordance with the Circular issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI")

The venue of the meeting shall be deemed to be the registered office of the Company situated at registered office of the Company situated at 329, Avior Nirmal Galaxy, L B S Marg, Mulund West, Mumbai – 400 080, Maharashtra, India.

The same has been circulated to members of the Company on February 07, 2026. The remote e-voting shall commence on February 27, 2026 at 9.00 A.M. and ends on March 01, 2026 at 5.00 P.M.

Kindly take this information on your records.

Thanking You.  
Yours faithfully,

For and on behalf of  
**Uravi Defence and Technology Limited**  
**(formerly known Uravi T and Wedge Lamps Limited)**

**KAUSHIK** Digitally signed  
by KAUSHIK  
**DAMJI** DAMJI GADA  
**GADA** Date: 2026.02.07  
20:36:50 +05'30'

**Kaushik Damji Gada**  
**Whole-time Director & CFO**  
**DIN: 00515876**  
**Place: Mumbai**

**Enclosure: Copy of Notice of EGM**

**Plant 1:** Q-6, Rajlaxmi Techno Park, Nashik-Bhiwandi Bypass, Sonale Village, Bhiwandi, Dist. Thane - 421302, Maharashtra, INDIA

**Plant 2:** Plot No. 30-B, Sicop Industrial Estate, Dist. Kathua - 184102, Jammu & Kashmir, INDIA

**Plant 3:** Plot No. 17B & 20B, Sicop Industrial Complex IID Center, Govindsar, Dist. Kathua - 184102, Jammu & Kashmir, INDIA

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 1<sup>st</sup> EXTRA ORDINARY GENERAL MEETING OF URAVI DEFENCE AND TECHNOLOGY LIMITED (FORMERLY KNOWN AS URAVI T & WEDGE LAMPS LIMITED) FOR FINANCIAL YEAR 2025- 26 WILL BE HELD ON MONDAY, MARCH 02, 2026 AT 4:00 P.M (I.S.T.) THROUGH VIDEO CONFERENCING DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 329, AVIOR NIRMAL GALAXY, L B S MARG, MULUND(WEST), MUMBAI - 400080, TO TRANSACT THE FOLLOWING BUSINESS:**

### **Special Business:**

- 1. To consider and recommend the appointment of M/S Viren Gandhi & Co, Chartered Accountants as the Statutory Auditors of the company to fill the casual vacancy caused by resignation of M/s GBCA & Associates LLP, till the date of ensuing Annual General Meeting:**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s Viren Gandhi & Co , Chartered Accountants,(having Firm’s Registration No. 111558W ) with the Institute of Chartered Accountants of India (ICAI) and a Peer review Certificate No.015651 issued by the Peer Review Board of ICAI) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s GBCA & Associates LLP, Chartered Accountants, (Firm Registration No. 103142W) to hold office as the Statutory Auditors of the Company with effect from December 10, 2025 till the conclusion of the ensuing 22<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors

and other permissible assignments, if any, including Audit Fee, Certification Fee, Tax Audit Fee (excluding GST) plus reimbursement of out of pocket expenses, etc., in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/ CMD1/114/2019 dated October 18, 2019.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of necessary forms with the concerned office of the Registrar of Companies, as may be required and to comply with all other requirements in this regard.”

**2. To consider and approve the proposal for disinvestment in SKL India Private Limited:**

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

“**RESOLVED THAT pursuant** to the applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and subject to receipt of such consent(s), approval(s), permission(s) and sanction(s) as may be required from the appropriate statutory / regulatory authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof), to **disinvest, transfer or otherwise dispose of, in one or more tranches, the whole or any part of the entire 50.01 % shareholding held by the Company** in SKL India Private Limited, a material subsidiary of the Company (“SKL”), to Mr. Krishna Kumar Bhatia, Managing Director and Promoter of SKL and Mrs Bhavna Bhatia, Director and Promoter of SKL (“Acquirers”) for an aggregate consideration which shall not be less than investment amount ie, ₹11,25,19,540 and on such terms and conditions as set out in the explanatory statement.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and are hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and

finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, finalizing and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution”

**3. To approve material related party transaction for disinvestment of 50.01 % shareholding in SKL, a material subsidiary of the company, by transferring the shares to Mr. Krishna Kumar Bhatia, Managing director and Promoter of SKL and/or Mrs Bhavna Bhatia, Director and Promoter of SKL :**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2015 as amended from time to time, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 2(1)(zc), 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulation”) as amended from time to time, the Company’s Policy on Related Party Transactions and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”), the approval of the Members of the Company be and is hereby accorded for disinvestment of up-to 50.01 % shareholding held by the Company in SKL, a material subsidiary of the Company, by transferring its shares to Mr. Krishnakumar Bhatia, Managing Director and promoter of SKL, and/or Ms. Bhavna Bhatia, Director and promoter of SKL, or to such person(s) as may be agreed, for such and on such terms and conditions as set forth in the explanatory statement of the Notice.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and deed(s) of assignment and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities, if required, in this regard and deal with any matters, take necessary steps as they may, in its absolute

discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

**RESOLVED FURTHER THAT** any of the Director of the Company and/or Company Secretary of the Company be and are hereby severally authorized to sign and submit all such necessary e-forms with the Registrar of Companies and make such necessary disclosures to the Stock Exchange where the securities of the Company are listed and to do all such acts deeds and things, sign the certified true copy of the resolution to be given as and when, if required.”

For **URAVI DEFENCE AND TECHNOLOGY LIMITED**  
**(Formerly known as URAVI T & WEDGE LAMPS LIMITED)**

Sd/-  
**Niraj Gada**  
**Managing Director & CEO**  
**DIN: 00515932**  
**Date: February 05, 2026**  
**Place: Mumbai**

## **NOTES**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts in respect of the special businesses to be transacted at the meeting, is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024, and Circular No. 03/2025 Dated September 22, 2025, issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('SEBI Circulars') have permitted the holding of EOGM by companies through VC / OAVM without the physical presence of the Members. at a common venue. The deemed for the EGM will be the Registered Office of the Company.
3. In accordance with the abovementioned MCA Circulars and SEBI Circulars, the venue of the EOGM shall be deemed to be the Registered office of the Company i.e.329, Avior Nirmal Galaxy, L B S Marg, Mulund West – 400 080. Since the EOGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Notice is being sent by electronic mode, to those Members who have registered their email addresses with their respective depository participants or with the Registrar and Share Transfer Agents of the Company. As per the SEBI Circular, no physical copies of the Notice of the EOGM shall be sent to any Member.
5. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 the Board of Directors of your Company at its Meeting held on February 05, 2026 has appointed M/s.Dhirendra Maurya and Associates [COP :- 9594] as the Scrutinizer to conduct the EOGM through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.
6. Further, pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for

appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.

7. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs:- [info@uravilamps.com](mailto:info@uravilamps.com)
8. All documents referred to in the EOGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EOGM, i.e. Monday, March 01, 2026 .Members seeking inspection of the aforementioned documents can send an email to [info@uravilamps.com](mailto:info@uravilamps.com) .
9. During the EOGM, Shareholders may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by sending a request to the Company at [info@uravilamps.com](mailto:info@uravilamps.com) up to the conclusion of this EOGM.
10. The members can join the EOGM through VC/OAVM after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend and participate in the EOGM without restriction on account of 'first come first serve' basis.
11. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member /beneficial owners (in case of electronic shareholding) as on the cut-off date i.e.) Friday, February 20, 2026. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders.
13. The Company has engaged the services of National Securities Depository Services Limited as the Agency to provide e-voting facility.
14. The remote e-voting period begins on **Friday, February 27, 2026** at 9.00 A.M (IST) and ends on **Sunday, March 01, 2026** 5.00 P.M (IST). During this period, members of the Company holding equity shares, as on the cut-off date i.e Friday, February 20, 2026, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for an electronic voting system shall also be made available at the EGM. The Members

attending the EGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the EGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the Extra Ordinary General Meeting.

15. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
16. As the EGM shall be conducted through VC / OAVM and physical attendance of Members has been dispensed with, the facility for appointment of Proxy by Members is not available for this AGM. Accordingly, the proxy form and attendance slip including route map have not been annexed with this notice.
17. Pursuant to the Circulars issued by the MCA and SEBI, the Notice of the EOGM of the Company, *inter alia*, indicating the process and manner of e-voting is being sent only by E-mail, to all the Members whose E-mail IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Notice of the EOGM of the Company will also be available on the website of the Company at [www.uravilamps.com](http://www.uravilamps.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
18. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) the result declared along with the Scrutinizer's Report will be forwarded within two working days of issue of report to BSE Limited and National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website [www.uravilamps.com](http://www.uravilamps.com) and on the website of Stock Exchanges BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
19. To facilitate smooth interaction and coordination during the Question & Answer session at the EOGM, the Company is providing a Speaker Registration facility. Members who wish to express their views or raise questions during the EOGM may register by sending a request from their registered email address to [info@uravilamps.com](mailto:info@uravilamps.com) mentioning their name, demat account/folio number, email ID, and mobile number.

The registration window will only be open on February 27, 2026. Only those members who have pre-registered themselves as a speakers within this timeframe will be permitted to speak or ask questions during the EOGM. Please note that the Company reserves the right to limit the number of questions and speakers based on the availability of time to ensure the smooth conduct of the meeting.

20. The procedure for participating in the meeting through VC/ OAVM, forms part of this Notice. Attendance of the members participating in this EOGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically.
22. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Friday, February 27, 2026 at 09:00 A.M. and ends on Sunday , March 01, 2026 , at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday February 20, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday February 20, 2026 .The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as person who is not a member as on Cut-off date should treat this Notice for information purpose only.

**Instructions for remote e voting are as below :**

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System My easi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget**

User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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>
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<b>Your User ID is:</b>
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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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

**Step 2: Cast your vote electronically and join General Meetings on NSDL e-Voting system.**

**How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 maurya.dhirendra@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@uravilamps.com](mailto:info@uravilamps.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([info@uravilamps.com](mailto:info@uravilamps.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

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5. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
6. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
7. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
8. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([info@uravilamps.com](mailto:info@uravilamps.com)) on or before Friday, February 27, 2026. The same will be replied by the company suitably.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The members of the Company at the 20th Annual General Meeting (AGM) held on September 30, 2024, have appointed M/s. GBCA and Associates LLP, (Firm Registration No. 103142W/W100292) as the Statutory Auditors of the Company for a period of five years (i.e. from FY April 1, 2020 to March 31, 2025, from the conclusion of 20th AGM until the conclusion of the 25th Annual General Meeting of the Company.

M/s. GBCA and Associates LLP, Statutory Auditors of the Company, vide their letter dated November 11, 2025, tendered their resignation from the office of Statutory Auditors. The resignation was submitted on account of the inability of the Company and the auditors to arrive at a mutual agreement regarding the audit remuneration for the services rendered.

The Statutory Auditors had submitted Limited Review Report for the quarter and half year ended September 30, 2025 as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2025

Further, the Board of Directors through circular resolution passed on December 10, 2025 and based on the recommendation of the Audit Committee and subject to the approval of members of the Company, had approved the appointment of M/s Viren Gandhi & Co, Chartered Accountants, (Firm's Registration No. 111558W), as Statutory Auditors of the Company w.e.f. 10th December, 2025 to fill the casual vacancy caused due to resignation of M/s GBCA & Associates LLP, Chartered Accountants (ICAI Registration No. 103142W) on 11th November, 2025, to hold the office until the conclusion of 22nd Annual General Meeting.

M/s Viren Gandhi & Co, Chartered Accountants, being eligible under section 139(1) and other applicable provisions if any of the Act, had consented to act as the Statutory Auditors of the Company and had also confirmed that their appointment, if made, would be within the limits prescribed under the Act.

The said appointment of M/s. Viren Gandhi & Co shall be pursuant to applicable provisions of the Act, Listing Regulation and terms as contained in SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2025.

The brief profile of New Statutory Auditors is as under: -

M/s. Viren Gandhi & Co. is a multi-disciplinary Chartered Accountancy firm, offering services in the core field of IND AS Convergence, Statutory Audits, Direct/Indirect Taxation, Regulatory Functions along with Business Advisory & Management Consultancy services. The Firm is a Peer Reviewed firm and possesses requisite ICAI Certificate for the same.

Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed statutory audit fees payable to the auditors	The Audit fees payable to M/s Viren Gandhi & Co, Chartered Accountants shall be mutually disused and agreed amongst the Auditor and the Management of the Company
Terms of appointment	With effect from December 10, 2025 till the ensuing Annual General Meeting to be held in the year 2026
Material change in the fees payable to the new auditor	The proposed remuneration, as is in line with the market practices and is consistent with the fee structures observed among peer companies in the same sector. This ensures that the Company's audit arrangements remain competitive and aligned with industry. The audit framework will further support the Company's commitment to transparent financial reporting. The Audit Committee and the Board of the Company have considered the above matter and accordingly made suitable recommendations to the Members of the Company for their approval

Basis of recommendation and auditor credentials	The Audit Committee and the Board have considered various parameters like credentials and professional standing of the audit firm and expertise of the subject and adherence to high governance and quality standards. Based on this comprehensive assessment, the Audit Committee and the Board found the proposed firm suitable for this appointment and have accordingly recommended the same to the Members for their approval.
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The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

**Item No.2**

Pursuant to Regulation 24(5) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is prohibited from disposing of shares in its material subsidiary so as to reduce its shareholding (either on its own or together with its other subsidiaries) to less than fifty percent (50%), except with the prior approval of the members of the Company by way of a special resolution.

SKL India Private Limited (“SKL”) is a material unlisted subsidiary of the Company. As on date, the Company holds 50.01% of the total paid-up equity share capital of SKL.

The Company had originally acquired its shareholding in SKL on June 18, 2024, with the strategic objective of developing business synergies and pursuing operational integration in complementary product segments. However, over a period of time, the anticipated level of business operations, synergies and commercial benefits have not materialized to the extent envisaged at the time of investment. Further, the Company has faced practical constraints in achieving the expected level of operational integration and oversight.

Additionally, SKL has not undertaken any meaningful business activity for approximately the last 18 months. In view of the above, continuation of the investment in SKL is no longer considered to be strategically aligned with the Company's long-term objectives or capital allocation priorities.

Accordingly, the Board of Directors of the Company, after undertaking a review of the Company's investments, has considered it prudent and commercially appropriate to disinvest, transfer or otherwise dispose of, in one or more tranches, such number of equity shares of SKL as may be considered appropriate, including the whole or any part of the Company's existing shareholding of 50.01%, to Mr. Krishnakumar Bhatia and Mrs. Bhavna Bhatia are the Managing Director, Director, and Promoters of SKL respectively, on such terms and conditions as may be mutually agreed and recorded in the definitive transaction documents.

The Board accordingly recommends the **Special Resolution** as set out in Item No. 2 of the Notice for approval of the Members.

Since Mr. Niraj Damji Gada, Mr. Niken Ravin Shah and Mr. Kaushik Damji Gada are Directors of SKL, except for them and their respective relatives, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, whether financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

### **Item No. 3**

The Members are hereby informed that SKL India Private Limited ("**SKL**") is engaged in the business of designing and manufacturing Power Systems, associated equipment and special purpose defense equipment. SKL is presently a **material subsidiary** of the Company in which the Company holds **50.01% of the paid-up equity share capital**.

As set out in Item No. 2 of the Explanatory Statement, the Company proposes to divest its entire 50.01% shareholding in SKL India Private Limited ("SKL"). It is presently contemplated that the said shares would be transferred to Mr. Krishnakumar Bhatia, Managing Director and Promoter of SKL, who is a related party of the Company within the meaning of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to mutual agreement between the parties and fulfilment of applicable conditions.

Accordingly, approval of the Members of the Company is being sought by way of an Ordinary Resolution for the proposed transaction, which may constitute a Related Party Transaction, as applicable.

This disclosure is being made pursuant to the applicable provisions of the Companies Act, 2013, the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, in relation to the proposed disinvestment by the Company of its shareholding in SKL India Private Limited (“SKL”), which is a material subsidiary of the Company.

Inter alia, it is contemplated that the Company’s shareholding in SKL would be transferred to Mr. Krishnakumar Bhatia, Managing Director of SKL, and/or Ms. Bhavna Bhatia, Director of SKL, subject to mutual agreement on commercial terms and fulfilment of applicable conditions. However, the proposed transaction shall be consummated only upon finalization of commercial terms, execution of definitive agreements and receipt of all requisite approvals.

The proposed transaction relates solely to the transfer of equity shares held by the Company in SKL and does not involve the transfer of any business operations, key customers, or intangible assets of the Company. Upon completion of the proposed divestment of the entire shareholding, SKL shall cease to be a subsidiary of the Company.

All quantitative disclosures, including shareholding percentages, value of the proposed transaction, historical financial information of SKL and the Company, and other numerical details as required under the aforesaid SEBI Circular, have been set out in the table below and should be read together with this explanatory note.

**Disclosures required as per SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025**

<b>A. Details of the related party and transactions with the related party</b>	
<b>Basic details of the related party</b>	
Name of the related party	Mr. Krishna Bhatia and Mrs. Bhavna Bhatia
Country of incorporation of the related party	Not Applicable
Nature of business of the related party	Mr. Bhatia is Managing Director and Promoter of SKL and Mrs. Bhavna Bhatia is Director of SKL
<b>Relationship and ownership of the related party</b>	
Relationship between the listed entity /subsidiary (in case of transaction involving the subsidiary) and the related party	Mr. Bhatia is the Managing Director and Promoter of SKL, a material subsidiary of Uravi, and Mrs. Bhavna Bhatia is a Director and Promoter of SKL, a material subsidiary of Uravi.
Shareholding % of the listed entity whether direct or indirect, in the	Uravi holds 50.01% of the equity shares of SKL. i.e. 1,10,530 equity shares of the Company

related party.	
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Related Party in terms of the Listing Regulations and is a natural person.
Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary	As on the date of this Notice, Mr. Bhatia does not hold any shares in Uravi. However, Mr. Bhatia holds 30.38% of the equity share capital of SKL, comprising 67,130 equity shares. As on the date of this Notice, Mrs. Bhatia does not hold any shares in Uravi. However, Mrs. Bhatia does not hold any equity share capital in SKL.
<b>Details of previous transactions with the related party</b>	
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	There are no transactions of the Company with Mr. Krishnakumar Bhatia and Mrs. Bhavna Bhatia (“Related Party”) till date
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year	Not Applicable, since there has been no transaction between the Company and Related Party and hence there is no default.
<b>Amount of the proposed transaction(s)</b>	

Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	The proposed transaction shall be undertaken for an aggregate consideration which shall not be less than the original investment amount made by the Company in SKL India Private Limited, being ₹11,25,19,540, and shall be entered into with the related party(ies) on such terms and conditions as may be mutually agreed and approved in accordance with applicable law.	
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	If the proposed transaction is executed it will be classified as a material Related Party Transaction, together with the transactions already undertaken with the related party during the current financial year.	
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	25.22%	
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	Not Applicable	
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year.	Not Applicable	
Financial performance of the related party for the immediately preceding financial year	<b>(FY 2024-25)</b>	
	<b>Particulars</b>	<b>Amount (₹ in Lakhs)</b>
	Turnover	₹ 1878.51

	Profit After Tax	₹ 381.07
	Net worth	₹ 1292.76
<b>Basic details of the proposed transaction</b>		
Specific type of the proposed transaction	The proposed transaction comprises disinvestment/exit by the Company from SKL India Private Limited, its material subsidiary, through transfer of the Company's entire shareholding in SKL to the identified buyer(s), in accordance with applicable laws and approvals.	
Details of each type of the transaction	The proposed transaction comprises disinvestment/exit by the Company from SKL India Private Limited, its material subsidiary	
Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed transaction is One-time transaction, and will be concluded on/or before annual general meeting proposed to be held in the financial year 2026-2027	
Whether omnibus approval is being sought?	The Proposed approval for the sought is a one-time approval.	
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The proposed transaction involves one-time disinvestment of 50.01% shareholding of the Company in SKL India Private Limited. The value of the transaction shall be based mutual negotiations between the parties but shall not be less than consideration paid at the time of investment in the Company i.e. Rs. 11,25,19,540.	
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transaction is considered to be in the interest of the listed entity as the anticipated business synergies, operational integration and commercial benefits from the investment in SKL India Private Limited have not materialized as envisaged at the time of acquisition, and SKL has not witnessed meaningful business activity over a sustained period.</p> <p>Continuing with the investment would require further deployment of management time and resources without commensurate strategic or financial returns.</p>	

	<p>The proposed disinvestment will enable the Company to re-deploy capital toward its core business areas and growth initiatives, improve overall capital efficiency, rationalise its investment portfolio, and reduce exposure to a low-traction asset.</p> <p>Accordingly, the divestment represents a prudent strategic realignment decision undertaken in the long-term interests of the Company and its shareholders, after due consideration of financial as well as non-financial factors.</p>
<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Except as stated below, no other director or KMP of the Company is, in any way, concerned or interested, financially or otherwise, in the proposed transaction.</p> <ul style="list-style-type: none"> <li>• Mr. Niraj Gada – Director in SKL</li> <li>• Mr. Niken Shah – Director in SKL owing to regulatory requirement of Listing Regulations</li> </ul>
<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>The Audit Committee duly reviewed the proposed transaction and, after considering the relevant financial and commercial parameters, was of the view that the same is in the interest of and beneficial to the Company.</p>
<p>Other information relevant for decision making.</p>	<p>The proposed transaction is being undertaken in the best interests of the Company and its shareholders.</p> <p>The investment in SKL India Private Limited has not yielded the anticipated strategic benefits, operational synergies or business scale that were envisaged at the time of acquisition, and meaningful business activity has not materialized over a sustained period.</p> <p>Continuing with the investment would therefore involve</p>

	<p>further commitment of capital and management bandwidth without corresponding strategic or financial returns.</p> <p>The divestment will enable the Company to re-allocate capital to core business areas, enhance capital efficiency, streamline its investment portfolio and focus on businesses with stronger growth prospects. In view of the above considerations, the proposed disinvestment is considered to be a prudent and appropriate strategic decision.</p>
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**B(6). Details for specific transactions**

Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	Not Applicable			
Basis of determination of price.	The price would be not less than the original investment amount as set forth in the explanatory statement			
Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	As mentioned in the Item No. 2 of the Explanatory Statement			
Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	<b>Particulars</b>	<b>FY 2024 -25 (₹ in Lakhs)</b>	<b>FY 2023-24 (₹ in Lakhs)</b>	<b>FY 2022- 23 (₹ in Lakhs)</b>
	Turnover	₹1878.51	₹ 2016.89	₹ 1426.48
	Net worth	₹1292.76	₹ 1318.37	₹ 970.26
	Net Profit	₹ 381.07	₹ 348.10	₹ 207.29
Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking: -				

a. Expected impact on turnover	Decrease in 2 % to 3%
b. Expected impact on net worth	Decrease in 0.7% to 1%
c. Expected impact on net profits	Decrease in Profit 0.7 % to 1 %
<b>C (5). Details for specific transactions</b>	
Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	<p>There have been no sale, lease or disposal of assets of SKL India Private Limited, nor any disposal of shares of SKL India Private Limited or the same subsidiary/associate, to any related party during the preceding twelve months.</p> <p>Accordingly, there is no precedent transaction of a similar nature with any related party during this period.</p>
Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	No. The proposed transaction does not involve the issue of any securities or payment of consideration in kind
Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Upon completion of the transaction, SKL India Private Limited will cease to be a subsidiary of the Company, without any impact on the Company's ongoing business segments.
Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	<p>No. The proposed transaction relates only to the transfer of shares held by the Company in SKL India Private Limited. It does not involve:</p> <ul style="list-style-type: none"> <li>• transfer of any key intangible assets of the listed entity, or</li> <li>• transfer of any key customers or business operations of the listed entity.</li> </ul> <p>The listed entity will continue its existing business activities without any interruption as a result of this transaction.</p>
Are there any other major non-	There are no reasons other than those stated in the

financial reasons for going ahead with the proposed transaction?	Explanatory Statement.
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The Audit Committee has reviewed the certificate provided by Mr. Niraj Gada, Managing Director & CEO, and Mr. Kaushik Gada, Whole-time Director & CFO, in accordance with the RPT Industry Standards and approved the proposed transaction.

The Board recommends the **Ordinary Resolution** as set out in Item No.3 of the Notice for approval by the shareholders.

Since Mr. Niraj Damji Gada, Mr. Niken Ravin Shah and Mr. Kaushik Damji Gada are Directors of SKL, except for them and their respective relatives, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, whether financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**For and on behalf of the Board  
Uravi Defence and Technology Limited  
(Formerly known as Uravi T & Wedge Lamps Limited)**

**Sd/-  
Mr. Niraj Damji Gada  
Managing Director & CEO  
DIN: 00515932  
Place: Mumbai  
Date: February 05, 2026**