

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

NOTICE is hereby given to the members of Uravi T and Wedge Lamps Limited (the '**Company**') that in terms of the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 [including any statutory amendment(s), modification(s) and/or re-enactment(s) thereof for the time being in force] read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022 and No. 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs (hereinafter referred to as '**MCA**') for holding general meetings/ conducting postal ballot (hereinafter collectively referred to as '**MCA Circulars**'), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as '**SEBI Listing Regulations**') and relevant circulars issued by the Securities and Exchange Board of India in this regard, Secretarial Standard on General Meetings (hereinafter referred to as '**SS-2**') issued by 'The Institute of Company Secretaries of India' and subject to such other laws, rules and regulations, as applicable, the Company is seeking consent of its members for the proposed resolution as set-out hereinbelow, by way of Postal Ballot through remote e-voting facility.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is only through electronic mode to those members whose being sent e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors, at its meeting held on Monday, April 15, 2024, has appointed Mr. Saurabh Agarwal (Certificate of Practice No. 20907) and failing him Mr. Omkar Dindorkar (COP no: 24580) partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries Firm, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, April 18, 2024 and ends at 5.00 p.m. (IST) on Friday, May 17, 2024. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon

completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Tuesday, May 21, 2024

The said results along with the Scrutinizer's Report would be intimated to the National Stock Exchange Limited and Bombay Stock Exchange Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.uravilamps.com> and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

SPECIAL BUSINESS:

ITEM No.1

To issue Equity Share Warrants on a Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'ICDR Regulations'**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (**'SEBI'**), National Stock Exchange of India Limited (**'NSE'**), Bombay Stock Exchange Limited (**BSE**) and/ or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and hereby accorded to authorise the Board on behalf of the Company, to create, offer, issue and allot by way of preferential issue, from time to time, in one or more tranches, up to **15,00,000** (Fifteen

lakh) Equity Share Warrants fully convertible into equivalent number of Equity Shares of the Company ('Warrants') to the below mentioned allottees, for consideration in cash, at a minimum issue price of **Rs 300** (Rupees three hundred only) per Warrant in such manner and on such terms and conditions as the Board may in its absolute discretion decide:

S. No	Name of Proposed Allottees	No. of Warrants (not exceeding)	Outcome of the subscription/ Investment amount (INR) (Approx.)	Category
1.	Ms. Alisha Shah	6,50,000	Rs. 19,50,00,000/-	Non-Promoter
2.	Mr. Dhaval Vijay Shah	4,50,000	Rs. 13,50,00,000/-	Non-Promoter
3.	M/s. Minerva Ventures	2,00,000	Rs. 6,00,00,000/-	Non-Promoter
4.	Ms. Nupur Shah	2,00,000	Rs. 6,00,00,000/-	Non-Promoter

RESOLVED FURTHER THAT in the event, there is a difference between Issue Price and the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and/ or the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the '**Relevant Date**' for the purpose of calculating the price for the Preferential Issue of Warrants be and is hereby fixed as Tuesday, April 16, 2024, being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- b) An amount equivalent to 25% of the Warrant Price against each Warrant shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price including any adjustments thereof, if any, shall be payable as per terms agreed with the Company.
- c) The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt any approval(s) or permission(s) from Applicable Regulatory Authority(ies) or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.

- d) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e) The price determined and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- i) In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited.
- j) The Warrants by itself until exercised and Equity Shares allotted, does not give to the warrant holder thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be and is hereby recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form issued to the proposed allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation,

issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing thereof with the Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification(s) to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to Committee(s) of the Board or any other person.”

**By order of the Board of Directors
For Uravi T and Wedge Lamps Limited**

Registered Office :

Shop No. 329 Avior, Nirmal Galaxy,
L.B.S Marg Mulund West Mumbai
Mumbai- 400080

CIN: L31500MH2004PLC145760

E-mail: info@uravilamps.com

Date: 15th April, 2024

**Niraj Gada
Managing Director
DIN: 00515932**

NOTES AND INSTRUCTIONS

1. The relevant Statement pursuant to the provisions of Sections 102(1) and 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings ('**SS-2**') setting-out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('**Notice**').
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022 and No. 09/2023 dated 25 September 2023 (hereinafter collectively referred to as '**MCA Circulars**'), this Notice is being sent only by e-mail to the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('**NSDL**')/ Central Depository Services (India) Limited ('**CDSL**') (hereinafter collectively referred to as '**Depositories**') and whose names appear in the Register of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of **Friday, April 12, 2024 ('Cut-off Date')**.
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolution(s) in accordance with the process specified in this Notice.
4. The members may note that this Notice will also be available on the Company's website at <https://www.uravilamps.com/> websites of the Stock Exchanges i.e. BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') at www.bseindia.com and www.nseindia.com, respectively and NSDL at <https://www.evoting.nsdl.com>, being the agency providing the remote e-voting facility.
5. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding equity shares in physical mode are requested to contact Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company ('**Bigshare**'/ '**RTA**') and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective Depository Participants ('**DPs**') for the same.
6. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal

address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (bank account number, bank and branch name and address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record which will help the Company/ RTA to provide efficient and better services.

7. Members holding equity shares in physical mode are also requested to provide the aforesaid information/ intimate such changes, if not already submitted/ intimated to the Company/ RTA under the signatures of the first/ joint holder(s), by submitting (i) scanned copy of the signed request letter which contains the shareholder's name, folio number, bank details (bank account number, bank and branch name and address, IFSC and MICR code); (ii) self-attested copy of the PAN card; and (iii) cancelled cheque leaf, by sending a communication to RTA.
8. Members holding equity shares in physical mode, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidation of their holding in one folio. A consolidated share certificate will be issued to such members free of cost after making requisite changes.
9. Documents referred to in Note No. 7 and 8 above, may be sent to Bigshare Services Pvt. Ltd, at its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra, 400059. The contact details of the RTA are: Phone No. 022-62638200 ; E-mail:- prasadm@bigshareonline.com ; Website:- www.bigshareonline.com Contact Person:-Mr. Prasad Madiwale . BigShare is also the depository interface of the Company with both the Depositories.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at their Register office address at Shop No. 329 Avior, Nirmal Galaxy, L.B.S Marg Mulund West, Mumbai City, Mumbai, Maharashtra, India, 400080 , Email: info@uravilamps.com or the Company's Registrar and Transfer Agent, M/s Bigshare Services Pvt. Ltd, the Company's "RTA") at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra, 400059, Email:- prasadm@bigshareonline.com or refer FAQs available on RTA's website for assistance in this regard.
11. Institutional shareholders (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at scrutinisers@mmjc.in with a copy to evoting@nsdl.co.in.

12. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
13. Dispatch of the Notice shall be deemed to be completed by **Wednesday, April 17, 2024**.
14. Remote e-voting will commence on **Thursday, April 18, 2024 at 9.00 A.M. (IST)** and end on **Friday, May 17, 2024 at 5.00 P.M. (IST)**.
15. The Company has appointed Mr. Saurabh Agarwal (Certificate of Practice No. 20907) and failing him Mr. Omkar Dindorkar (COP no: 24580) partners of M/s. MMJB & Associates LLP Practicing Company Secretaries Firm as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
16. The Scrutinizer(s) shall submit their Report within two working days of the conclusion of the remote e-voting to the Chairman/ Managing Director/ Company Secretary, who shall countersign and declare the result of the voting forthwith. The Resolution(s), if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.
17. The Resolution(s), if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Friday, May 17, 2024**.
18. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website at <https://www.uravilamps.com> and on the website of NSDL at <https://www.evoting.nsdl.com> .The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
19. SEBI vide its Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login> and also on the Company's Website at <https://www.uravilamps.com>.
20. Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of conclusion of the remote e-voting.

Members seeking inspection of such documents can send an e-mail to info@uravilamps.com.

21. The details in terms of SEBI Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and forms part of this Notice.
22. Members holding shares in physical mode are requested to register / update their e-mail ID and other KYC details, if applicable, by sending request at prasadm@bigshareonline.com (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhar Copy, Form ISR-1 and other relevant forms and documents at below address:

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093

The format of Form ISR-1 is available on the website of Bigshare at www.bigshareonline.com and on the website of the Company at <https://www.uravilamps.com/index.html>

23. The details in terms of SEBI Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and forms part of this Notice.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular dated 11 July 2023 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolutions set-forth in this Notice of Postal Ballot, through remote e-voting only.

I. Information relating to remote e-voting:

- i. Day, date and time of commencement of voting through electronic means: **Thursday, April 18, 2024 at 9.00 A.M. (IST).**
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Friday, May 17, 2024 at 5.00 P.M. (IST).**
- iii. Instructions relating to remote e-voting:

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: 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 data-bbox="630 751 1430 1276">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="630 1304 1430 1457">2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="630 1470 1430 1902">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. 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 e-Voting

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </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"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.

Login type	Helpdesk details
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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager at evoting@nsdl.com

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
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. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

General Guidelines for shareholders

1. It is strongly recommended not to share the password with any other person and take utmost care to keep the 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** to reset the password.
2. In case of any queries, one 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** or call on: 1800 1020 990 / 1800 224 430 or send a request at **evoting@nsdl.co.in**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013

The members are hereby informed that the Company must capitalize on the growth opportunities and address several objectives. The Company is proposing to raise funds to meet several objectives.

Primarily, this investment is necessary for the following:

- a. repayment of our existing loans
- b. facilitating inorganic growth opportunities
- c. funding capital expenditures for expansion
- d. catering to general corporate requirements.
- e. Working Capital requirement

In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the working capital. Hence the Board of Directors of the Company at their meeting held on Monday, April 15, 2024 approved the issue of upto **15,00,000** (Fifteen Lakhs) Equity share warrants fully convertible into equivalent number of Equity Shares of the Company ('Warrants'), in one or more tranches, by way of preferential issue at a issue price of **Rs 300 (rupees three hundred)** as determined by the Board in accordance with the valuation report received from Swaraj Shares & Securities Pvt Ltd and in accordance with the pricing guidelines prescribed under Regulation 165 of Chapter V of the SEBI ICDR Regulations ("Warrant Issue Price") for an aggregate amount not exceeding **INR Rs 45,00,00,000 (Rupees Forty-Five Crore)**

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue the Warrants on preferential basis.

Necessary information or details as required in respect of the proposed issue of Equity Warrants in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (ICDR) Regulations, 2018 are as under:

1. The date of Passing Board Resolution for approving Preferential Issue:

Monday, April 15, 2024

2. Maximum number of securities offered and the price at which security is being offered:

Up to 15,00,000 Warrants, convertible into 15,00,000 equity shares of face value of

Rs. 10/- each, to be issued at a minimum issue price of INR 300/- per Share Warrant (including premium of INR 290 on face value (“Minimum Issue Price”).

3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The per share warrant price is determined on the basis of the valuation report received from the registered valuer, Swaraj Shares & Securities Pvt Ltd, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Issue Price is higher than the floor price prescribed under Reg. 164 of SEBI (ICDR) Regulations.

4. Name and address of Valuer who performed valuation:

Swaraj Shares & Securities Pvt Ltd - Unit 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai-400093, Maharashtra, India

5. Amount which the Company intends to raise by way of issue of Warrants:

The proposed Preferential Issue of Warrants shall be an aggregate amount of **INR Rs 45,00,00,000 (Rupees Forty-Five Crore)** (assuming exercise of rights attached to all Warrants).

6. Material terms of raising such warrants:

As mentioned in the proposed resolution.

7. The proposed time within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

8. The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:

The Equity Shares being offered to the following: -

Sr. No.	Name of the Investor	No. of Share Warrants	Percentage of capital held before the preferential	Percentage of post preferential offer capital that may be	Proposed Status of the Allottee pre-preferential issue
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			issue by the allottee	held by the allottee*	
1.	Ms. Alisha Shah	6,50,000	0.38 %	5.54%	Non-Promoter
2.	Mr. Dhaval Vijay Shah	4,50,000	NIL	1.71%	Non-Promoter
3.	M/s. Minerva Ventures	2,00,000	NIL	1.6%	Non-Promoter
4.	Ms. Nupur Shah	2,00,000	0.12 %	1.7%	Non-Promoter

**Note: Based on assumption, the investor shall fully subscribe to the offer.*

9. The percentage of post preferential issue capital that may be held by allottee and change in control, if any, in the issuer consequent to the preferential issue:

Please refer the above table for details of post preferential issue capital. However, there is no change in control in the Company.

10. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

NIL

11. Objects of the preferential issue:

The Company is proposing to raise funds to meet several objectives. Primarily, this investment is necessary for the following:

- a. repayment of our existing loans
- b. facilitating inorganic growth opportunities
- c. funding capital expenditures for expansion
- d. catering to general corporate requirements.
- e. Working Capital requirement

In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the working capital.

The Company shall utilise at least 75% of the proceeds from the offering (after adjustment of expenses related to the Offering, if any) ("Net Proceeds") for any or all, or any combination of the objects inter alia, towards capital expenditure, pre-payment and/or repayment of debt availed by the Company, working capital requirements of the Company, infusion of funds into its subsidiaries, financing of business opportunities (which may be either organic or inorganic) and other strategic initiatives, or as may be permissible under the applicable laws and approved by the Board of Directors or a duly constituted committee from time to time, including the Securities Issuance Committee.

Not more than 25% of the gross proceeds of the offerings shall be utilised towards

general corporate purposes in such a manner as may be decided by the Board or a duly constituted committee from time to time, including the Securities Issuance Committee.

The Net Proceeds shall be utilised in the manner as specified above, prior to the end of Financial Year 2026.

12. Proposal / Intention of Promoters, Directors or Key Managerial Personnel(s) to subscribe the offer:

No Promoter, Director(s) or Key Managerial Personnel(s) are intending to subscribe to this offer.

13. Shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held#	% of shareholding
A	Promoters' Holding				
1.	Indian:				
	Individuals	52,56,800	47.78	52,56,800	42.05
	Bodies Corporate	2743200	24.93	2743200	21.94
	Sub Total	80,00,000	72.71	80,00,000	63.99
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	80,00,000	72.71	80,00,000	63.99
B	Non-Promoters' Holding				
1.	Institutional Investors	0	0	0	0
2.	Non-Institutions:	0	0	0	0
3.	Private Corporate Bodies	0	0	0	0
4.	Directors and Relatives	0	0	0	0
5.	Indian Public	21,94,583	19.95	3494583	27.95
6.	Others (Including NRIs, Bodies Corporate, Clearing Members)	8,11,917	7.38	10,11,917	8.09
	Sub-Total (B)	3006500	26.99	45,06,500	36.01

	TOTAL (A+B)	11006500	100	125,06,500	100
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Notes:

a. The above Shareholding pattern assumes allotment of 15,00,000 equity shares to be issued and allotted upon exercise of right attached to all the Warrants. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.

Assuming full conversion of warrants.

b. Pre issue shareholding reflects shareholding of the Company as on March 31, 2024. Post issue holding of all the other shareholders is assumed to remain the same.

14. Principle terms of assets charged as securities:

Not Applicable

15. Adjustments for Warrants:

In the event, the Issue Price is less than the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

16. Identity of proposed allottee(s) (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Investor	Beneficial Owner	Percentage of post preferential offer capital that may be held by the allottee*
1.	Ms. Alisha Shah	NA	5.54%
2.	Mr. Dhaval Vijay Shah	NA	1.71%
3.	M/s. Minerva Ventures	Hurry Ghanshyam	1.60%
4.	Ms. Nupur Shah	NA	1.70%

**Note: Based on assumption, the investor shall fully subscribe to the offer.*

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Please refer the above tables for the details of Please refer the above table for details for details of ultimate beneficial owners of the shares/ warrants proposed to be allotted.

17. Undertaking for Re-computation of Issue Price:

The Company undertakes to re-compute the price of the Equity Shares and/or warrants in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares and/or Warrants shall continue to be locked in till the time such amount is paid by the allottee(s).

18. Disclosures under Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations.

19. Relevant Date:

The 'Relevant Date' for determining the issue price of the Equity Share Warrants shall be Tuesday, April 16, 2024 being the date which is 30 days prior to General Meeting i.e. Friday, May 17, 2024.

20. Lock-in:

The Resultant Equity Shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

21. Practicing Company Secretary's Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the Practicing Company Secretary of the Company, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of close of remote e-voting period ie, Friday, May 17, 2024.

The said certificate is available on the website of the company at <https://www.uravilamps.com>.

22. Valuation Report:

Valuation report obtained from registered valuer is available for inspection by the Members of the Company at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of close of

remote e-voting period ie, Friday, May 17, 2024.

The said report is available on the website of the company at <https://www.uravilamps.com>.

Issue of the Resultant Equity Shares arising from exercise of Warrants would be well within the Authorised Share Capital of the Company. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

**By order of the Board of Directors
For Uravi T and Wedge Lamps Limited**

Registered Office :

Shop No. 329 Avior, Nirmal Galaxy,
L.B.S Marg Mulund West Mumbai
Mumbai- 400080

CIN: L31500MH2004PLC145760

E-mail: info@uravilamps.com

Date: 15th April, 2024

**Niraj Gada
Managing Director
DIN: 00515932**