

NOTICE

Notice is hereby given that the 14th Annual General Meeting ("AGM") (**First AGM Post-IPO**) of the members of Ultra Wiring Connectivity System Limited (the "Company") (Formerly known as Ultra Wiring Connectivity System Private Limited) will be held on Monday, September 23, 2019 at 02.00 p.m. at the Registered Office of the Company at Plot No.287, 287 A, 287 B, Sector-59 HSIIDC Indl. Estate, Ballabgarh Faridabad, Haryana- 121004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 along with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sanjay Mathur (DIN: 00285032), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare a final dividend on equity shares for the financial year 2018-19
4. To Re-appoint Statutory Auditors and to fix their remuneration and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Sanmarks & Associates, Chartered Accountants (ICAI Firm Registration No. 003343N), be and are hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in 2024 on such remuneration as may be decided by the Board of Directors and the Auditors."

SPECIAL BUSINESS:

5. To revise remuneration of Mr. Sanjay Mathur (DIN00285032), Managing Director of the Company and pass following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Sanjay Mathur [DIN: 00285032], Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:
Basic Salary: Rs.3,00,000/- per month.

6. To revise remuneration of Mrs. Archana Mathur (DIN 00285041), Director of the Company and pass following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mrs. Archana Mathur [DIN: 00285041], Director of the Company, on the terms and conditions including remuneration as mentioned below:

Basic Salary: Rs.3,00,000/- per month

By Order of the Board of Directors
**Ultra Wiring Connectivity
System Limited**

Sd/-
Shivam Kaushik
Company Secretary

Place: Faridabad

Date: August 23, 2019

Registered Office:

Plot No.287, 287 A, 287B, Sector-59 HSIIDC Indl. Estate,
Ballabgarh, Faridabad- 121004

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of special business under Item No.5 & 6 of the accompanying notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the AGM.
5. During the period beginning 24 hours before the time fixed for commencement of the AGM and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members, Proxies and Authorized Representatives are requested to bring to the AGM, the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No., along with their copy of the Annual Report at the time of attending the Meeting.
7. In case of joint holders attending the AGM, the joint holder who is highest in the order of names will be entitled to vote at the AGM.
8. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except Saturdays and Sundays up to the date of this AGM of the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
10. The Register of Members & Share Transfer Books of the Company will remain closed from Tuesday, September 17, 2019 to Monday, September 23, 2019 (both days inclusive) and cutoff date is Monday, 16th September, 2019.
11. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depository as on Monday, 16th September only shall be entitled to vote in the 14th AGM. The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the Company as on Monday, 16th September
12. The members are requested to notify change of address, E-mail id's, if any, and to make all correspondence in connection with shares held by them to the Company or to the Company's Registrar and Transfer Agent viz. Bigshare Services Private Limited, having its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 quoting their Folio number or their Client ID number with DPID number, as the case may be.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
14. Details pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standards-2 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
15. The notice of AGM along with Annual Report for 2018-19 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

16. A route map showing directions to the venue of the 14th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
17. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.ultrawiring.com. Members are requested to kindly bring their copy of Annual Report at the meeting.

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No 5:

To approve revision in remuneration of Mr. Sanjay Mathur, Managing Director of the Company

Mr. Sanjay Mathur, is the promoter and executive chairman of the Company, he was designated as Managing Director of the Company by the Board at its Meeting held on February 16, 2018 for a period of 5 years i.e. from February 16, 2018 to February 15, 2023. The same was subsequently approved by the members at the EGM held on February 16, 2018.

Further, considering the contribution of Mr. Sanjay Mathur and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee. The Board at its Meeting held on August 23, 2019 approved the revision in the remuneration of Mr. Sanjay Mathur for a period of his remaining term as Managing Director.

Recent amendment in Section 197 of the Companies Act 2013 has done away with the approval of Central Government and has authorized the Shareholder to approve the revised payment by Special Resolution

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

Except Mr. Sanjay Mathur & their relatives none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Special Resolution set out at Item No. 5 of this Notice.

Your Directors recommend the Special Resolution proposed at Item No. 5 of this Notice for your approval.

Item No 6:

To approve revision in remuneration of Mrs. Archana Mathur, Director of the Company

Mrs. Archana Mathur, is the promoter and Director of the Company, She has been actively contributing towards the strategic planning aspects of the business, In recognition of her efforts, the Board of Directors as per the recommendation of the Nomination and Remuneration Committee in their meeting held on August 23, 2019 approved the revision in the remuneration of Mrs. Archana Mathur.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mrs. Archana Mathur as decided by the Board is required to be approved by the Members at their meeting.

Recent amendment in Section 197 of the Companies Act 2013 has done away with the approval of Central Government and has authorized the Shareholder to approve the revised payment by Special Resolution

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

Except Mrs. Archana Mathur & their relatives none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Special Resolution set out at Item No. 6 of this Notice.

Your Directors recommend the Special Resolution proposed at Item No. 6 of this Notice for your approval.

ANNEXURE TO ITEM NO 2 OF THE NOTICE

Details of Director seeking Re-appointment at the ensuing Annual General Meeting

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Sanjay Mathur
Director Identification Number (DIN)	00285032
Date of birth	29 th August, 1964
Nationality	Indian
Date of Appointment on Board	1 st June, 2005
Relationships between Directors Inter-se	Mrs. Archana Mathur; Spouse
Area of Experience	Business experience in Engineering as well as administration
Shareholding in Ultra Wiring Connectivity System Limited	13,04,600 equity shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	2

ROUTE MAP TO THE VENUE OF 14th ANNUAL GENERAL MEETING OF ULTRA WIRING CONNECTIVITY SYSTEM LIMITED

VENUE

PLOT NO.287, 287 A, 287B, SECTOR-59 HSIIDC INDL. ESTATE, BALLABGARH FARIDABAD 121004

