

## NOTICE

Notice is hereby given that the Extra-ordinary General Meeting ("EGM") of the members of Ultra Wiring Connectivity System Limited (the "Company") (Formerly known as Ultra Wiring Connectivity System Private Limited) will be held on Saturday, March 25, 2023 at 11.30 a.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:

### **SPECIALBUSINESS:**

- 1. Approval for the re-appointment of Mr. Aditya Mathur (DIN: 02109156) as an Independent Director of the Company for a second term of five consecutive years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Articles of Association of the Company, and on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Aditya Mathur (DIN: 02109156) - as an 'Non-Executive - Independent Directors' not liable to retire by rotation, who was initially appointed as an 'Additional Director, Non-Executive - Independent Directors' of the Company by the Board of Directors, in its Meeting held on 28<sup>th</sup> day of January 2023, for a second term of five consecutive years, commencing from March 01, 2023 till February 29, 2028. He has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all the directors and Company secretary of the company 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."

- 2. Approval for the re-appointment of Mr. Rajindarr Ahuja (DIN: 08069485) as an Independent Director of the Company for a second term of five consecutive years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Articles of Association of the Company, and on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rajindarr Ahuja (DIN: 08069485), - as an 'Non-Executive - Independent Directors' not liable to retire by rotation, who was initially appointed as an 'Additional Director, Non-Executive - Independent Directors' of the Company by the Board of Directors, in its Meeting held on 28<sup>th</sup> day of January 2023, for a second term of five consecutive years, commencing from February 15, 2023 till February 14, 2028. He has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the all the directors and Company secretary of the company be and hereby severally authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as

may be considered necessary, desirable or expedient to give effect to this resolution.”

**Ultra Wiring Connectivity System Limited**

**Sd/-  
Sanjay Mathur  
Chairman & Managing Director**

Place: Faridabad

Date: February 20, 2023

**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, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A member entitled to attend and vote 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.**
3. **Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday March 18, 2023 to March 25, 2023, Saturday (both days inclusive).
5. The route map showing directions to reach the venue of the meeting is annexed.
6. Members/Proxies are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
7. The members, holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of Extra-ordinary General Meeting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same.
10. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company between 10.00 a.m. to 05.00 p.m. on all working days, except on holidays, up to and including the date of the Extra-ordinary General Meeting of the Company.
11. No physical Notice will be dispatched to Shareholders due to ongoing COVID pandemic. Circular issued by the Ministry of Corporate Affairs dated May 05, 2020 specifically mentions the same. Electronic copy of the notice is being sent to those members whose email address is registered with the Company/ Depositories for communication purpose. Members may note that this Notice of EGM will also be available on the Company's website viz. [www.ultrawiring.com](http://www.ultrawiring.com)



12. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical / electronic mode, respectively.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Depository Services (India) Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM will be provided by NSDL.

14. The facility for voting, through polling paper shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM. Poll is conducted under the supervision of the Scrutinizer appointed for e-voting and poll. Scrutinizer decision on validity of vote will be final.

15. The Chairman shall at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

16. The Board of Directors of the Company has appointed M/s Abhishek J & Co., Practicing Company Secretaries as a Scrutinizer, for conducting voting and poll during the EGM and to oversee voting process.

17. The cut-off date for the purpose of remote e-voting and voting at the EGM shall be Saturday, March 18, 2023. The voting right of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date.

18. The remote e-voting period begins on Wednesday, March, 22, 2023 at 09:00 a.m. and ends on Friday, March 24, 2023 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, March 18, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

19. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on March 22, 2023 at 09:00 A.M. and ends on March 24, 2023 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. Saturday, March 18, 2023, 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 Saturday, March 18, 2023.**

#### **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>Existing <b>IDeAS</b> user 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 Ifyou 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>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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter</li> <li>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.</li> <li>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><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>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies</li> </ol>

	<p>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.</p> <p>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 Myeasi Tab and then click on registration option.</p> <p>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 <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, 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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.</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.**

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 <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 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](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 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 is in active status.
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 [csabhishek2@gmail.com](mailto:csabhishek2@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 to Ms. Prajakta Pawle - NSDL Official 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 [cs@ultrawiring.com](mailto:cs@ultrawiring.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 [cs@ultrawiring.com](mailto:cs@ultrawiring.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.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.

## **ANNEXURE TO NOTICE**

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

#### **Item No. 1 Approval for the re-appointment of Mr. Aditya Mathur (DIN: 02109156) as an Independent Director of the Company for a second term of five consecutive years**

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Keeping in view the recommendations of the Nomination & Remuneration Committee as per section 178 of the Companies Act, 2013, the Board of Directors of the Company, in its meeting held on January 28, 2023, has recommended the re-appointment of Mr. Aditya Mathur (DIN: 02109156), w.e.f. March 01, 2023 in the capacity of an Independent Director of the Company, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Extra-ordinary General Meeting.

Currently as an Independent Director, Mr. Aditya Mathur holds office till February 28, 2023 and is eligible for being re-appointed as an Independent Director. The Company has received the consent to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as an Independent Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of him as an Independent Non-Executive Director for a period of five (5) years with effect from March 01, 2023, for the approval by the members of the Company.

Except him, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The resolution is accordingly recommended for members' approval.





**Item No. 2 Approval for the re-appointment of Mr. Rajindarr Ahuja (DIN: 08069485) as an Independent Director of the Company for a second term of five consecutive years.**

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Keeping in view the recommendations of the Nomination & Remuneration Committee as per section 178 of the Companies Act, 2013, the Board of Directors of the Company, in its meeting held on January 28, 2023, has recommended the re-appointment of Mr. Rajindarr Ahuja (DIN: 08069485), w.e.f. February 15, 2023 in the capacity of an Independent Director of the Company, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Extra-ordinary General Meeting.

Currently as an Independent Director, Mr. Rajindarr Ahuja holds office till February 14, 2023 and is eligible for being re-appointed as an Independent Director. The Company has received the consent to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as an Independent Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of him as an Independent Non-Executive Director for a period of five (5) years with effect from February 15, 2023, for the approval by the members of the Company.

Except him, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The resolution is accordingly recommended for members' approval.

**General information as per Secretarial Standards 2 and Regulation 36 of SEBI (LODR) 2015 regarding Mr. Aditya Mathur (Item No. 01)**

Name of Director	Mr. Aditya Mathur
Director Identification Number (DIN)	02109156
Date of birth	July 21, 1963
Nationality	Indian
Date of Appointment on Board	March 01, 2018
Relationships between Directors Inter-se	None

Area of Experience	He has done his graduation in B.Com (hons) and also a fellow member of Institute of Chartered Accountants and Institute of Company Secretaries of India. He owns versatile experience in various organizations and owns over 32 years of diverse experience with Fortune 500, Multinationals and Indian companies. He is a widely travelled professional having undergone Management Development programs conducted by Fortune 500 Multinational Companies and Xavier Institute of Management(XLRI) in the areas of Finance, Tax & Company Law professional.
Shareholding in Ultra Wiring Connectivity System Limited	Nil
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	NIL
The number of Meetings of the Board attended during the year	He has attended two Board Meetings during FY 2021-22.
Remuneration/ Sitting fees	Nil

**General information as per Secretarial Standards 2 and Regulation 36 of SEBI (LODR) 2015 regarding Mr. Rajindarr Ahuja (Item No. 02)**

Name of Director	Mr. Rajindarr Ahuja
Director Identification Number (DIN)	08069485
Date of birth	November 15, 1966
Nationality	Indian
Date of Appointment on Board	February 15,2018
Relationships between Directors Inter-se	None
Area of Experience	He has done B.Com from Bhopal University and LLB from Agra University. He owns vast experience of 31 years in the Field of Tax Consultancy. His core area of professional career devoted towards guidance to the employees of the company in tax planning.
Shareholding in Ultra Wiring Connectivity System Limited	12,000 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	NIL
The number of Meetings of the Board attended during the year	He has attended Four Board Meetings during FY 2021-22.
Remuneration/ Sitting fees	Nil



Extra-Ordinary General Meeting  
**ULTRA WIRING CONNECTIVITY SYSTEM LIMITED**  
(Formerly known as Ultra Wiring Connectivity System Private Limited)

**Form No. MGT-11 FORM OF PROXY**

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

CIN	L31300DL2005PLC137050
Name of the Company	ULTRA WIRING CONNECTIVITY SYSTEM LIMITED
Registered office	Plot 287, Sector 59, HSIIDC Indl Estate, Ballabgarh, Faridabad- 121004
Name of the member(s)	
Registered Address	
Email ID	
Folio ID / Client ID-DP IF	

I/We, being a member(s) of \_\_\_\_\_ shares of Ultra Wiring Connectivity System Limited here by appoint:

1. Mr./Mrs.

\_\_\_\_\_  
Address

\_\_\_\_\_  
Email Id:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Or Failing him

2. Mr./Mrs.

\_\_\_\_\_  
Address

\_\_\_\_\_  
Email Id:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Or Failing him

3. Mr./Mrs.

\_\_\_\_\_  
Address

\_\_\_\_\_  
Email Id:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Or Failing him



**ULTRA WIRING CONNECTIVITY SYSTEM LTD**

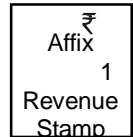
As my/ our proxy to attend and vote for me/ us on my/ our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, March 25, 2023 at 11.30 A. M. at the Registered Office of the Company at Plot 287, Sector 59. HSIIDC Indl Estate, Ballabgarh, Faridabad- 121004 and at any adjournment there off in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Options	
		For	Against
<b>Special Resolutions:</b>			
1.	Approval for the re-appointment of Mr. Aditya Mathur (DIN: 02109156) as an Independent Director of the Company for a second term of five consecutive years.		
2.	Approval for the re-appointment of Mr. Rajindarr Ahuja (DIN: 08069485) as an Independent Director of the Company for a second term of five consecutive years.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2023.

Signature of the Shareholders \_\_\_\_\_

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



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Extra-Ordinary General Meeting  
**ULTRA WIRING CONNECTIVITY SYSTEM LIMITED**

**ATTENDANCE SLIP**

Folio No:	DPID:
Client ID No:	No of Shares held:

I/ We record my/ our presence at the Extra-Ordinary General Meeting of the Company to be held on Saturday, March 25, 2023 at 11.30 A.M. at the Registered Office of the Company at Plot 287, Sector 59, HSIIDC Indl Estate, Ballabgarh, Faridabad - 121004.

Name of the Shareholder/ Proxy (In Block letters):

Signature of the Shareholder/ Proxy:

**NOTE:**

1. You are requested to sign and handover this slip at the entrance of the meeting venue.
2. Members are requested to bring their copy of notice for reference at the Meeting

