

Manufacturers of :  
**AUTOMOTIVE HALOGEN, INCANDESCENT, LED LAMPS & HOUSE LED LAMPS**

329, Avior Nirmal Galaxy, Near Deep Mandir Cinema,  
L.B.S. Marg, Mulund (W), Mumbai - 400 080. India

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CIN : L - 31500 MH 2004 PLC 145760



Sr. No	Name of Speaker	Particulars
1	Ms. Amita Panchal	<p>Opening Remarks by the CS: Good morning, one and all present for the meeting.</p> <p>I, Ms. Amita Panchal, Company Secretary of the company, am pleased to welcome all the Members, Auditors, Directors on the Board, and other invitees to this 19th Annual General Meeting of Uravi T and Wedge Lamps Limited.</p> <p>I hope the NSDL Video Conferencing platform is comfortable to use, and you can hear and see me.</p> <p>I sincerely hope that you and your families are safe and in good health.</p> <p>The Company has convened this meeting through Video Conferencing in accordance with the circulars issued by MCA and SEBI. Participation of members through video conferencing is being counted for the purpose of the quorum as per the applicable circulars issued by MCA and SEBI.</p> <p>Your Company has taken all the requisite steps to ensure that the Members are able to attend and vote at this meeting in a seamless manner. Your Company has availed the services of National Depository Services (India) Limited ("NSDL") for conducting the meeting through Video Conferencing for enabling participation of the Members at this AGM, remote e-voting, and e-voting during the AGM.</p> <p>While we miss meeting the Members personally, the virtual AGM is an opportunity to connect to all the Members from different locations in India.</p> <p>I shall now call the meeting to order as the requisite quorum for the meeting is present.</p> <p>Let me now introduce to you our Board members and Key Managerial Personnel.</p> <p>Mr. Niraj Gada, who is the Chairperson, Managing Directors and Chief Executive Officer of the Company.</p> <p><b>Mr. Kaushik Gada, the Whole Time Director and CFO of the Company</b></p> <p>The Independent Directors of the Company, Mr. Sreedhar Ayalur, Mr.</p>

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		<p>Niken Shah and Ms. Shreya Ramkrishnan.</p> <p>Further, the Mr. Harsh Dedhia, Statutory Auditor of the Company, the Authorised Representatives of the Secretarial Auditor of the Company and the Authorised Representatives of the Internal Auditor of the Company.</p> <p>I now request Mr. Niraj Gada, Managing Director of the Company, to take the Chair and start the proceedings of this AGM.</p>
2	Mr. Niraj Gada	<p style="text-align: center;"><b>Welcome Note by the Chairperson:</b></p> <p>Good morning to all the Members present!</p> <p>I Trust all of you are safe and taking care of yourself and your family. Although we are meeting virtually, it is a pleasure to connect with you all today, once again.</p> <p>I welcome you all to this Annual General Meeting of the Company.</p> <p>Before we start with the main proceedings of the Meeting, I further welcome all the Directors, Auditors, and Scrutinizers at the Annual General Meeting.</p> <p>Further, I would also like to welcome Mr. Niken Shah, the Chairperson of the Audit Committee and Nomination and Remuneration Committee. Further, Mr. Sreedhar Ayalur, Chairperson of the Stakeholder's Relationship committee and Ms. Shreya Ramkrishnan are also present</p> <p>All of them are present at this AGM as statutorily required.</p> <p>I now request Ms. Amita Panchal, Company Secretary, to give general instructions for AGM and the E-voting.</p>

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3	Ms. Amita Panchal	<p>Moving further, I would like to familiarize you with the general instructions regarding participation and voting at this meeting to all members present at the meeting.</p> <p>Members may please note that this AGM is being held through video conferencing in accordance with the applicable circulars issued by MCA and SEBI. The Company has complied with all the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable circulars of MCA &amp; SEBI with regard to holding this AGM through Video Conferencing, like sending of Annual Report and AGM Notice by email only, the advertisements published in the newspapers and the information to be given to shareholders in this regard, etc.</p> <p>For the smooth conduct of the meeting, Members will be kept on mute mode by default to avoid any noise disturbance. During the Question &amp; Answer session, we will announce the names of the Members who have pre-registered themselves as Speakers for this meeting, in sequence. Thereafter, speaking facility for the respective Member will be unmuted by the Moderator when his/her name is called out. Members while asking questions or seeking clarifications are requested to put their video on. In case any Member is facing any technical problem in video transmission, they can ask questions through audio mode.</p> <p>If there is any connectivity issue at the Speaker's end whereby, we are unable to connect to the Speaker, we would request the next Speaker to join and once the connectivity is restored for the earlier Speaker, he/she will be requested to speak after the other pre-registered Speakers have completed their turn.</p> <p>Members are requested to restrict their questions to the matters being transacted at the meeting. In the interest of all the Members, I would request the Speakers to keep their comments brief and avoid repetition of questions. This will allow all Members, who have pre-registered, themselves to get an opportunity to speak.</p> <p>Members may please note that the Company had provided e- voting facility to all members through NSDL platform. The e- voting facility was available from Wednesday, September 27, 2023, from 9.00 a.m. (IST) to Thursday, September 29, 2023 till 5.00 p.m. (IST).</p> <p>Members who have not cast their vote electronically and who are participating in this meeting have an opportunity to cast their vote</p>
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		<p>during this meeting. On instructions from the Chairperson of the meeting, you can begin voting at the meeting. Once all the resolutions for the agenda items of the meeting are placed before the meeting, the Chairperson will announce the e-voting open and the Members present can vote electronically during next 30 minutes. On expiry of the duration of 30 minutes, the e-voting will be disabled by the system. Later, the Scrutinizer will submit his report on voting to the Chairperson.</p> <p>Mr. Saurabh Agarwal and in his absence Mrs. Deepti Kulkarni, Partners of M/s MMJB &amp; Associates LLP, Practicing Company Secretary has been appointed by the Board as the Scrutinizer for the remote e-voting and the e-voting at this AGM. The combined result of remote e- voting and e-voting at the AGM along with the Scrutinizer's Report will be uploaded on the website of the company as well as on the website of National Stock Exchange of India Ltd and BSE Ltd within 48 working hours from the conclusion of the AGM.</p> <p>Members who have cast their votes through remote e-voting will be eligible to participate at the AGM but will not be eligible to vote again at the AGM.</p> <p>The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 are made available for inspection by Members through email. It may be deemed to have been placed on the table and are now open for inspection through online mode by any member during the course of this meeting. Members are requested to send an e-mail on <a href="mailto:info@uravilamps.com">info@uravilamps.com</a> in case they wish to inspect the registers and the same will be shared to them.</p> <p>Hope you all have now must have familiarized with the process of E-voting and participation through video conferencing on NSDL Video Conferencing platform.</p> <p>I now request the Chairperson, Mr. Niraj Gada, to take up the agenda items of this meeting.</p>
4	Mr. Niraj Gada	<p>Once again, a very warm good morning to each and every one of you. It gives me immense pleasure to welcome you all to the 19th Annual General Meeting of Uravi T and Wedge Lamps Limited.</p>

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	<p>I trust you and your family are keeping well.</p> <p>Now I will start with the regular items of business.</p> <p>The notice convening the 19th Annual General Meeting of the Company is already circulated to all the members.</p> <p>I take the Notice as read.</p> <p>Further, I would like to inform you that the Statutory Auditors have not made any qualifications, reservations, adverse remarks and disclaimer in the Audit Reports for year ended 31st March, 2023. Therefore, with your permission, I take the Statutory Auditors' Reports as read.</p> <p>Moving forward, there is an observation by Secretarial Auditors in the Secretarial Audit report and the Board of Directors have replied on the observation in the Board Report.</p> <p>The observations and its reply is as follows:</p> <ul style="list-style-type: none"><li>• There were few instances of the instance details of Designated persons were not updated on same day as per SEBI Circular SEBI SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020 (System driven disclosure) system driven disclosure.</li></ul> <p>The Board of Directors has taken due note of this delay in this regard and states that it shall ensure proper compliance in the future.</p> <p>I would now like to brief you about the current and future prospects of the Company.</p> <p>Firstly, we are happy to announce that the company got migrated from SME to Main Board of National Stock Exchange and got listed on Bombay Stock Exchange for the very first time. I thank all of our team members and stakeholders in helping us to achieve this milestone. Currently, our Company is one of the largest manufacturers of automotive lamps for instrument clusters in India and also in terms of automotive signalling and parking lamps considering the OEM market. It has step by step increased the product portfolio and simultaneously increased its outreach to cater the Indian OEM market. The Company had earned a Profit of Rs. 80 Lacs as compared to Rs. 73 Lacs in the previous years. However, the Company is confident that it shall grow much more in the current year and hence it will show resilience.</p>
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Considering the company's diversified quality product portfolio, brand image, long standing relationships and goodwill with its distributors, agents and direct consumers, suppliers and other stake holders and considering the projected growth of the Company, the Company shall report exponential results in the coming quarters and financial years.

On the long-term front, I am confident that with our singular focus on placing the customer at the center of all our actions, we will strengthen our foundations and make our mark in the market. And as one of the industry leaders, we will continue to evolve along with our customers' needs and will keep reinforcing our company's bond with all our customers.

I would like to take this opportunity to thank my colleagues on the Board and the team of Uravi T and Wedge Lamps Limited for working to achieve the goals and credit them for the position in which the Company is in the present day. I thank our shareholders for the confidence and faith reposed by them in the Board and the Management team, which has in my view geared up to take on more challenges. I can say with confidence the Company will improve its performance further in the coming years. This is however only possible through tireless efforts; dedication and commitment of our team who have helped us reach where we are now and look forward to their continued commitment in the journey forward.

Thank you for your kind attention!!!

I will now place all the agenda items before the meeting for the approval of the members.

**Item No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2023, together with the Board's Report and Auditors' Report thereon.

**Item No. 2: Ordinary Resolution**

To appoint a director in place of Mr. Brijesh Aggarwal (DIN: 00511293) who retires by rotation and being eligible, offers himself for re-appointment.

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**Item No. 3: Special Resolution**

To approve the waiver of recovery of excess remuneration paid to Mr. Niraj Gada (DIN: 00515932), Managing Director and CEO of the Company during FY 2022-23 and approve the remuneration paid during the financial year 2023-24 until July 2023.

**Item No. 4: Special Resolution**

To approve the waiver of recovery of excess remuneration paid to Mr. Kaushik Gada (DIN: 00515876), Whole time Director and CFO of the Company during FY 2022-23 and approve the remuneration paid during FY 2023-24 until July 2023.

**Item No. 5: Special Resolution**

To approve the re-appointment and remuneration of Mr. Niraj Gada, Managing Director of the company, for a term of three years.

**Item No. 6: Special Resolution**

To approve the Re-Appointment and Remuneration of Mr. Kaushik Gada, Whole Time Director of The Company, For A Term of Three Years:

**Item No. 7: Special Resolution**

To consider and approve to create charges, mortgage, hypothecation on the immovable and movable properties of the company under section 180(1)(a) of the Companies act, 2013 and Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Item No. 8: Ordinary Resolution**

To consider and approve Material Related Party Transactions with Viney Corporation Private Limited up to an amount of Rs. 50 Crores

**Item No. 9: Ordinary Resolution**

To consider and approve Material Related Party Transactions with Mr. Niraj Damji Gada, Promoter, Managing Director, and Chief Executive Officer of the Company up to an amount of Rs. 10 Crores

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		<p>The resolutions available on the e-voting platform are deemed to have been placed before the meeting now. Those shall be deemed to have passed at this meeting subject to receipt of requisite number of votes in favor of each of them.</p> <p>I now request the Members who have not voted earlier to cast their votes on the matters contained in the Notice. The e-voting facility will remain active at the NSDL e-voting website for the next 30 minutes to enable Members to cast votes.</p> <p>The consolidated report of remote e-voting and e-voting during the meeting will be announced within 48 hours from the conclusion of the meeting and made available on the website of the Company, on the website of NSDL and also on the website of the Stock Exchanges.</p> <p>Further, I would like to inform that we have not received any advance questions from any Shareholders.</p> <p>The formal business before the AGM is now over. The Meeting would stand concluded at the end of 30 minutes from now. On behalf of the Board of Directors of Uravi T and Wedge Lamps Limited, I want to thank the management team for your hard work. The need of the hour is to overcome the huge challenges ahead of us by exhibiting our future-preparedness.</p> <p>I would also like to express my gratitude towards the Investors, Shareholders, and stakeholders for your continued trust, confidence and support.</p> <p>I would also like to place on record many thanks to Directors on the Board for their valuable guidance, contributions and support to me.</p> <p>Thank you for your kind attention!!! Have a good day! STAY SAFE, STAY HEATHY AND TAKE CARE. THANK YOU!</p> <p>*****</p>
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