

Ref :BCL/SEC/2019-20

20th March, 2020

BSE Limited Corporate Relationship Department PhirozJeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code :500060	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Scrip Code : BIRLACABLE
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Dear Sirs,

Sub: Disclosure pertaining to approval of members of the Company through Postal Ballot and e-voting and voting results thereof

Ref: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our letter No. BCL/SEC/2019-20 dated 17th February, 2020 regarding Postal Ballot Notice dated 6th February, 2020, consent of the Members was sought on certain Resolution(s) as mentioned in the said Notice.

In the context, we wish to inform that the Special Resolution(s) for the following purposes have been passed by the Members of the Company with requisite majority:

1. Payment of Remuneration to Shri R. Sridharan as "Manager & Chief Executive Officer" of the Company for the financial year 2019-20; and
2. Re-appointment of Shri R. Sridharan as Manager and Chief Executive Officer of the Company for a further period of three (3) years with effect from 4th May, 2020.

Pursuant to the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the details of the voting results in the format prescribed under Regulation 44(3) and the Report dated 20th March, 2020 of Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, are enclosed herewith.

Further, Brief Profile of Shri R. Sridharan, Manager & Chief Executive Officer of the Company, is enclosed herewith pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure-A)

This is for your information and records.

Thanking you,

Yours faithfully,
For BIRLA CABLE LIMITED



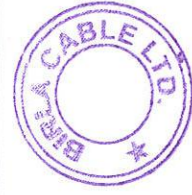
(Somesh Laddha)
Company Secretary



Encl: As above

VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF BIRLA CABLE LIMITED

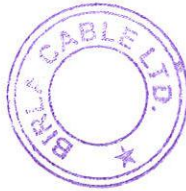
Date of the AGM/ECGM (Voting period for the resolutions passed through postal ballot and e-voting)	From 9.00 A.M. on Tuesday, 18th February, 2020 till 5.00 P.M. on Wednesday, 18th March, 2020						
The date of passing of resolutions through postal ballot and e-voting	In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the resolutions are deemed to be passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting, i.e. Wednesday, the 18th day of March, 2020. The date of declaration of voting results is on 20.03.2020 on the basis of Scrutinizer's Report dated 20.03.2020.						
Total Number of shareholders on record date (i.e. 14th February, 2020)	34896						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable						
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable						
Resolution No. 1	Payment of Remuneration to Shri R. Sridharan as "Manager & Chief Executive Officer" of the Company for the financial year 2019-20.						
Resolution required: (Ordinary/Special)	Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?	No						
Category	No. of Shares held (1)	No. of Votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group		19781502	65.94	19781502	0	100.00	0.00
		0	0.00	0	0	0.00	0.00
	19905743	0	0.00	0	0	0.00	0.00
		19781502	65.94	19781502	0	100.00	0.00
Public-Institutions		0	0.00	0	0	0.00	0.00
	28216	0	0.00	0	0	0.00	0.00
		0	0.00	0	0	0.00	0.00
		0	0.00	0	0	0.00	0.00
		0	0.00	0	0	0.00	0.00
Public-Non Institutions		342133	1.14	338041	4092	98.80	1.20
		0	0.00	0	0	0.00	0.00
	10066041	7639	0.03	7037	602	92.12	7.88
		349772	1.17	345078	4694	98.66	1.34
Total	30000000	20131274	67.10	20126580	4694	99.98	0.02



Resolution No. 2	Re-appointment of Shri R. Sridharan as Manager and Chief Executive Officer of the Company for a further period of three (3) years with effect from 4th May, 2020.
Resolution required: (Ordinary/Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		19781502	65.94	19781502	0	100.00	0.00
	Poll	19905743	0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	Total		19781502	65.94	19781502	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	28216	0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		342133	1.14	340983	1150	99.66	0.34
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		7639	0.03	7037	602	92.12	7.88
	Total		349772	1.17	348020	1752	99.50	0.50
Total		30000000	20131274	67.10	20129522	1752	99.99	0.01

For Birla Cable Limited
Somesh Laddha
 (Somesh Laddha)
 Company Secretary



R. K. Mishra & Associates

Company Secretaries

Off : Shop No. 8, K.B. Complex, Near Bus Stand, Semariya Chowk, Satna (M.P.) 485001

CS RAJESH KUMAR MISHRA

E-mail : rkmaoffice@gmail.com

Mob.: 91-9425172829, 9685837829



CS KISHOR KUMAR GUPTA

E-mail: cskishorgupta@gmail.com

Mob.: 91-9827784739

Ref.

Date

**Report of Scrutinizer on Postal Ballot and e-voting
[Pursuant to Section 110 of the Companies Act, 2013 and
the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman
Birla Cable Limited
Udyog Vihar,
P.O. Chorhata

REWA- 486 006 (M.P.)

Dear Sir,

**Ref: Passing of Special Resolution(s) through
Postal Ballot (including E-Voting)**

I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutinizer by Birla Cable Limited ("the Company") with respect to the **Special Resolution(s)** to be passed through Postal Ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and such other Rules and Regulations as may be applicable including any statutory modification or re-enactment thereof for the time being in force to process and scrutinize Postal Ballot Forms received from Members and to scrutinize votes cast electronically using e-voting system of **Central Depository Services (India) Limited (CDSL)** during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company has sent postal ballot notice through email on 17th February, 2020 to the members whose email ids are registered with the Company/Depository Participant(s) for voting through postal ballot and e-voting facility provided by CDSL. The postal ballot notice dated 6th February, 2020 together with postal ballot Form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the rest of the members through Courier.

On 17th February, 2020, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution(s) on certain Special Businesses as mentioned in the Postal Ballot Notice dated 6th February, 2020.

2. The voting through Postal Ballot form / e-voting commenced at 9.00 a.m. on 18th February, 2020 and ended at 5.00 p.m. on 18th March, 2020 (voting period).



3. The Postal Ballot Forms received during the voting period were kept in my custody and were opened by me in the presence of two witnesses, viz. Mr. Satyan Desai and Mr. Balaji Sharma. The e-voting results/ List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5:55:23 p.m. on 18th March, 2020 in the presence of two witnesses, viz., Mr. Satyan Desai and Mr. Balaji Sharma.
4. All Postal Ballot Forms including e-voting received upto 5.00 p.m. on 18th March, 2020, i.e. the last date and time fixed by the Company for receipt of the Postal Ballot Forms and for casting the vote online, were considered for my scrutiny.
5. The Postal Ballot Forms received and e-voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by me. Thereafter, the shareholding was matched/confirmed with the register of members of the Company as on 14th February, 2020. In case of voting by Companies, Institutions, Trusts, Societies, etc., I have verified the requisite documents authorising the person to vote, which were downloaded from the website of CDSL or received physically.
6. I did not find any defaced or mutilated postal ballot form.
7. The summary of the voting results of postal Ballot including e-voting in respect of resolutions as contained in the Postal ballot Notice dated 6th February, 2020 are as under:

Resolution No.1: As a Special Resolution

Description of the Resolution:

Special Resolution pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder and applicable provision(s) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 if any, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force for payment of remuneration to Shri R. Sridharan, Manager & Chief Executive Officer (Manager & CEO) of the Company for the financial year 2019-20.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	20131374
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	1	100
3	Net Valid postal ballot Forms/votes (including e-voting) received	142	20131274
4	Valid votes (including e-voting) cast in favour of the resolution & its %	126	20126580 (99.98%)
5	Valid votes cast(including e-voting) against the resolution and its %	16	4694 (0.02%)



[Handwritten signature]

Resolution No.2: As a Special Resolution

Description of the Resolution:

Special Resolution in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) for re-appointment of Shri R. Sridharan as the Manager and Chief Executive Officer (Manager & CEO) of the Company for a further period of 3 (Three) years effective from 4th May, 2020 to 3rd May, 2023.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	20131374
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	1	100
3	Net Valid postal ballot Forms/votes (including e-voting) received	142	20131274
4	Valid votes (including e-voting) cast in favour of the resolution & its %	130	20129522 (99.99%)
5	Valid votes cast(including e-voting) against the resolution and its %	12	1752 (0.01%)

8. Since the number of votes cast in favour is more than three times the number of votes cast against the respective resolution(s) as mentioned above in point no. 7, I report that the Special Resolution(s) pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as contained in the Postal Ballot Notice dated 6th February, 2020 has been passed by the shareholders with requisite majority. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the resolutions are deemed to be passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting, i.e. Wednesday, the 18th day of March, 2020.



9. The Postal Ballot Forms received and e-voting results/ list downloaded from the website of CDSL and other related papers/registers documents shall be handed over to the Company Secretary, authorised by the Board of Directors of the Company to conduct the postal ballot and e-voting process.

The voting results of Postal Ballot (including e-voting) may be declared accordingly.

Thanking you,

Yours faithfully,

For: R.K. Mishra & Associates

(Company Secretaries)



Rajesh Kumar Mishra
Rajesh Kumar Mishra

(Partner)

CP No. 4433

FCS No. 5383

Date : 20.03.2020

Place : Satna

UDIN: F005383A000619370

Declaration by witness for Postal Ballot and e-voting

We, the undersigned witnesseth that:

1. The Postal Ballot Forms of Birla Cable Limited received were opened in our presence.
2. The e-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 5:55:23p.m. on 18th March, 2020.

Witness 1:

Satyan B Desai

.....
Mr. Satyan Desai
Link Intime India Pvt. Ltd.
C-101,247, Park
L.B.S.Marg,
Vikhroli (West)
MUMBAI-400083

Witness 2:

Balaji Sharma

.....
Mr. Balaji Sharma
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S.Marg,
Vikhroli (West)
MUMBAI-400083

COUNTERSIGNED BY ME

For: R.K. Mishra & Associates
(Company Secretaries)



Rajesh Kumar Mishra
Rajesh Kumar Mishra
(Partner)
CP No. 4433
FCS No. 5383

Date : 20.03.2020
Place : Satna

ANNEXURE 'A'

BRIEF PROFILE OF SHRI R. SRIDHARAN

Sl. No.	Particulars	Information
1	Reason for Change	Re-appointment
2	Date of Appointment/Re-appointment & term of appointment/Re-appointment	Re-appointment as Manager & Chief Executive Officer of the Company for a period of 3(three) years with effect from 4 th May, 2020 to 3rd May, 2023.
3	Brief Profile	Shri R. Sridharan, an Engineering Graduate from BITS, Pilani, India has rich and wide experience in the projects, manufacturing, business developments over a period of 28 years and has been actively associated with various telecom cables and optical fibre industries in India and has widely travelled across the globe.
4	Disclosure of Relationships between Directors	Shri R. Sridharan is not related to any Director of the Company.



Amang Gadd