

Ref :UCL/SEC/2018-19

27<sup>th</sup> March, 2019

<b>BSE Limited</b> Corporate Relationship Department PhirozJeejeebhoy Towers, Dalal Street, <b>Mumbai - 400 001</b>  <b>Scrip Code : 504202</b>	<b>National Stock Exchange of India Ltd.</b> Listing Department, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), <b>Mumbai - 400 051</b>  <b>Scrip Code : UNIVCABLES EQ</b>
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Dear Sirs,

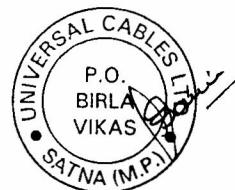
**Sub: Disclosure pertaining to approval of members of the Company through Postal Ballot and e-Voting and voting results thereof**

**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. UCL/SEC/2018-19 dated 23<sup>rd</sup> February, 2019 regarding Notice for Postal Ballot/e-Voting dated 11<sup>th</sup> February, 2019, consent of the Members was sought on the certain Resolution(s) as mentioned in the said Notice.

In the context, we wish to inform that the Resolution(s) for the following purposes have been passed by the Members of the Company through Postal Ballot/e-Voting with the requisite majority:

1. Special Resolution for re-appointment of Shri S.S. Kothari as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
2. Special Resolution for re-appointment of Shri S.C. Jain as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
3. Special Resolution for re-appointment of Shri Dinesh Chanda as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
4. Ordinary Resolution for the appointment of Shri Y.S.Lodha as a Director of the Company.



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5. Special Resolution for the appointment of Shri Y.S.Lodha as Managing Director and Chief Executive Officer of the Company for a period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022, on remuneration, terms and conditions as mentioned in the resolution.

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 27<sup>th</sup> March, 2019 of Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, are enclosed herewith.

Further, please find enclosed herewith the detail information as required under the provisions of Regulation 30 of Listing Regulations with regard to point nos. 1 to 5 as mentioned above.

This is for your information and records.

Thanking you,

Yours faithfully,

**For UNIVERSAL CABLES LIMITED**



A handwritten signature in black ink, appearing to read "Sudeep Jain".

**(Sudeep Jain)**

Company Secretary

Encl: As above

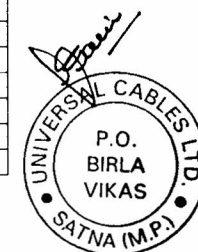
## VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF UNIVERSAL CABLES LIMITED

Date of the AGM / EGM (Voting period for the resolution passed through postal ballot and e-voting)	From 9.00 A.M. on 24 <sup>th</sup> February, 2019 till 5.00 P.M. on 25 <sup>th</sup> March, 2019.
The date of passing of resolution 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(s), amendment(s) or re-enactment(s) thereof for the time being in force, if any, 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. Monday, the 25 <sup>th</sup> March, 2019. The date of declaration of voting results is on 27 <sup>th</sup> March, 2019, on the basis of Scrutinizer's Report dated 27 <sup>th</sup> March, 2019.
Total Number of shareholders on record date (i.e. 15 <sup>th</sup> February, 2019)	13670
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

<b>Resolution-1</b>	<b>Special Resolution for re-appointment of Shri S.S. Kothari as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</b>
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes -in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)]/(1)] *100	(4)	(5)	(6)=[(4)]/(2)] *100	(7)=[(5)]/(2)] *100
Promoter and Promoter Group	E-voting	21472949	21472949	100.0000	21472949	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21472949	100.0000	21472949	-	100.0000	-
Public-Institutions	E-voting	703302	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	12519130	4181709	33.4026	4054891	12618	96.9673	3.0327
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		29095	0.2324	27446	1649	94.3324	5.6676
	Total		4210804	33.6350	4082337	128467	96.9491	3.0509
<b>Total</b>		<b>34695381</b>	<b>25683753</b>	<b>74.0264</b>	<b>25555286</b>	<b>128467</b>	<b>99.4998</b>	<b>0.5002</b>

Note:- Invalid Votes – 4098 (Public- Non Institutions)

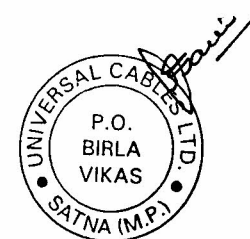


**VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF UNIVERSAL CABLES LIMITED**

<b>Resolution-2</b>	<b>Special Resolution for re-appointment of Shri S. C. Jain as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</b>
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)]/(1) *100	(4)	(5)	(6)=[(4)]/(2) *100	(7)=[(5)]/(2) *100
Promoter and Promoter Group	E-voting	21472949	21472949	100.0000	21472949	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21472949	100.0000	21472949	-	100.0000	-
Public-Institutions	E-voting	703302	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	12519130	4181709	33.4026	4054891	126818	96.9673	3.0327
	Poll		-	-	-	0	-	-
	Postal Ballot (if applicable)		29005	0.2317	27466	1539	94.6940	5.3060
	Total		4210714	33.6342	4082357	128357	96.9517	3.0483
<b>Total</b>		<b>34695381</b>	<b>25683663</b>	<b>74.0262</b>	<b>25555306</b>	<b>128357</b>	<b>99.5002</b>	<b>0.4998</b>

Note:- Invalid Votes – 4098 (Public- Non Institutions)



**VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF UNIVERSAL CABLES LIMITED**

<b>Resolution-3</b>		<b>Special Resolution for re-appointment of Shri Dinesh Chanda as an Independent Director for the second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.</b>						
Resolution required: (Ordinary/Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)]/(1)] *100	(4)	(5)	(6)=[(4)]/(2)] *100	(7)=[(5)]/(2)] *100
Promoter and Promoter Group	E-voting	21472949	21472949	100.0000	21472949	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21472949	100.0000	21472949	-	100.0000	-
Public-Institutions	E-voting	703302	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	12519130	4181484	33.4008	4054666	126818	96.9672	3.0328
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		29005	0.2317	28373	632	97.8211	2.1789
	Total		4210489	33.6324	4083039	127450	96.9730	3.0270
<b>Total</b>		<b>34695381</b>	<b>25683438</b>	<b>74.0255</b>	<b>25555988</b>	<b>127450</b>	<b>99.5038</b>	<b>0.4962</b>

Note:- Invalid Votes – 4098 (Public- Non Institutions)



**VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF UNIVERSAL CABLES LIMITED**

<b>Resolution-4</b>	<b>Ordinary Resolution for the appointment of Shri Y.S.Lodha as a Director of the Company.</b>
Resolution required: (Ordinary/Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)]/(1) *100	(4)	(5)	(6)=[(4)]/(2) *100	(7)=[(5)]/(2) *100
Promoter and Promoter Group	E-voting	21472949	21472949	100.0000	21472949	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21472949	100.0000	21472949	-	100.0000	-
Public-Institutions	E-voting	703302	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	12519130	4181709	33.4026	4055321	126388	96.9776	3.0224
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		28985	0.2315	28269	716	97.5298	2.4702
	Total		4210694	33.6341	4083590	127104	96.9814	3.0186
<b>Total</b>		<b>34695381</b>	<b>25683643</b>	<b>74.0261</b>	<b>25556539</b>	<b>127104</b>	<b>99.5051</b>	<b>0.4949</b>

Note:- Invalid Votes – 4098 (Public- Non Institutions)



**VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF UNIVERSAL CABLES LIMITED**

<b>Resolution-5</b>	<b>Special Resolution for the appointment of Shri Y.S.Lodha as Managing Director and Chief Executive Officer of the Company for a period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022, on remuneration, terms and conditions as mentioned in the resolution.</b>
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)]/(1)] *100	(4)	(5)	(6)=[(4)]/(2)] *100	(7)=[(5)]/(2)] *100
Promoter and Promoter Group	E-voting	21472949	21472949	100.0000	21472949	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21472949	100.0000	21472949	-	100.0000	-
Public-Institutions	E-voting	703302	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	12519130	4181709	33.4026	4055321	126388	96.9776	3.0224
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		29025	0.2318	28218	807	97.2196	2.7804
	Total		4210734	33.6344	4083539	127195	96.9793	3.0207
<b>Total</b>		<b>34695381</b>	<b>25683683</b>	<b>74.0262</b>	<b>25556488</b>	<b>127195</b>	<b>99.5048</b>	<b>0.4952</b>

Note:- Invalid Votes – 4098 (Public- Non Institutions)

For: Universal Cables Limited

  
**SUDEEP JAIN**  
 (Company Secretary)

# R. K. Mishra & Associates

**Company Secretaries**

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

E-mail : rajeshm1973@indiatimes.com, rachitfinance@gmail.com

Ph.: (07672) 229347, Mob.: 9425172829

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  
Universal Cables Limited  
P.O. Birla Vikas  
**Satna - 485005 (M.P.)**

Dear Sir,

### **RE: PASSING OF RESOLUTION(S) THROUGH POSTAL BALLOT**

I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutinizer by Universal Cables Limited ("the Company") with respect to the **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(s) or re-enactment(s) 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 23<sup>rd</sup> February, 2019 to the members whose e-mail 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 11<sup>th</sup> February, 2019 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the rest of the members through Speed Post.





On 23<sup>rd</sup> February, 2019, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution(s) on certain Special Business as mentioned in the Postal Ballot Notice dated 11<sup>th</sup> February, 2019.

2. The voting through Postal Ballot Form/e-Voting commenced at 9.00 a.m. on 24<sup>th</sup> February, 2019 and ended at 5.00 p.m. on 25<sup>th</sup> March, 2019 (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. Sharad Patkar and Mr. Balaji Sharma. The e-Voting results/List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5:15 p.m. on 25<sup>th</sup> March, 2019 in the presence of two witnesses, viz., Mr. Sharad Patkar and Mr. Balaji Sharma.
4. All Postal Ballot Forms including e-Voting received upto 5.00 p.m. on 25<sup>th</sup> March, 2019, 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 15<sup>th</sup> February, 2019. 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. However, some postal ballot forms/invalid applications were treated as invalid on account of vote not casted and signature mismatch.
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 11<sup>th</sup> February, 2019 are as under:

**Resolution No.1:** As a Special Resolution

**Description of the Resolution:**

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India



[3]

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri S.S.Kothari (DIN:00005428) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

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	209	25687851
2	Less: Invalid/not considered postal ballot forms/votes (including e-Votes) received	12	4098
3	Net Valid postal ballot Forms/votes (including e-Voting) received	197	25683753
4	Valid votes (including e-Voting) cast in favour of the resolution & its %	185 93.91%	25555286 99.50%
5	Valid votes cast (including e-Voting ) against the resolution and its %	12 6.09%	128467 0.50%

**Resolution No.2:** As a Special Resolution

**Description of the Resolution:**

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri S.C. Jain (DIN: 00194087) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

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	208	25687761
2	Less: Invalid/not considered postal ballot forms/votes (including e-Votes) received	12	4098



[4]

3	Net Valid postal ballot Forms/votes (including e-Voting) received	196	25683663
4	Valid votes (including e-Voting) cast in favour of the resolution & its %	185 94.39%	25555306 99.50%
5	Valid votes cast (including e-Voting ) against the resolution and its %	11 5.61%	128357 0.50%

**Resolution No.3:** As a Special Resolution

**Description of the Resolution:**

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri Dinesh Chanda (DIN: 00939978) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

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	207	25687536
2	Less: Invalid/not considered postal ballot forms/votes (including e-Votes) received	12	4098
3	Net Valid postal ballot Forms/votes (including e-Voting) received	195	25683438
4	Valid votes (including e-Voting) cast in favour of the resolution & its %	184 94.36%	25555988 99.50%
5	Valid votes cast (including e-Voting ) against the resolution and its %	11 5.64%	127450 0.50%

**Resolution No.4:** As an Ordinary Resolution

**Description of the Resolution:**

Ordinary Resolution pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)



[5]

thereof for the time being in force), for the appointment of Shri Y.S.Lodha (DIN: 00052861) as a Director of the Company.

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	207	25687741
2	Less: Invalid/not considered postal ballot forms/votes (including e-Votes) received	12	4098
3	Net Valid postal ballot Forms/votes (including e-Voting) received	195	25683643
4	Valid votes (including e-Voting) cast in favour of the resolution & its %	185 94.87%	25556539 99.51%
5	Valid votes cast (including e-Voting) against the resolution and its %	10 5.13%	127104 0.49%

**Resolution No.5:** As a Special Resolution

**Description of the Resolution:**

Special Resolution pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and 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 the appointment of Shri Y.S.Lodha (DIN: 00052861) as the Managing Director & Chief Executive Officer of the Company for a period of three (3) years with effect from 11<sup>th</sup> February, 2019 to 10<sup>th</sup> February, 2022.

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	208	25687781
2	Less: Invalid/not considered postal ballot forms/votes (including e-Votes) received	12	4098
3	Net Valid postal ballot Forms/votes (including e-Voting) received	196	25683683



4	Valid votes (including e-Voting) cast in favour of the resolution & its %	186 94.90%	25556488 99.50%
5	Valid votes cast (including e-Voting ) against the resolution and its %	10 5.10%	127195 0.50%

8. Since, in the case(s) of Special Resolution(s), the number of votes cast in favour is more than the three times of the number of votes cast against the resolution(s), as mentioned in above Resolutions Nos. 1, 2, 3 & 5 and in the case of an Ordinary Resolution, the number of votes cast in favour is more than the number of votes cast against the resolution, as mentioned in above Resolution No. 4; I report that the 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 11<sup>th</sup> February, 2019 have 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(s), amendment(s) or re-enactment(s) 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. Monday, the 25<sup>th</sup> day of March, 2019.
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 to conduct the postal ballot and e-voting process.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,

Yours faithfully,  
**For: R.K. Mishra & Associates**  
 (Company Secretaries)



**Rajesh Kumar Mishra**  
 (Partner)

CP No. 4433  
 FCS No. 5383

Date : 27.03.2019  
 Place : Satna

**For: Universal Cables Limited**


**SUDEEP JAIN**  
 (Company Secretary)

**Declaration by witness for Postal Ballot and e-Voting**

We, the undersigned witnesseth that:


1. The Postal Ballot Forms of Universal Cables Limited received were opened in our presence.
2. The e-voting results/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5:15 p.m. on 25<sup>th</sup> March, 2019.

Witness 1:

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

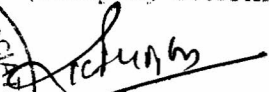


Witness 2:

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



Date : 26.03.2019  
Place : Satna

**COUNTERSIGNED BY ME**  
**For: R.K. Mishra & Associates**  
(Company Secretaries)  
  
**Rajesh Kumar Mishra**  
(Partner)  
CP No. 4433  
FCS No. 5383



**UNIVERSAL CABLES LIMITED**

**Brief profile of Independent Directors and Managing Director & Chief Executive Officer**

Sl.No.	Particulars	Shri S.S. Kothari	Shri S.C. Jain	Shri Dinesh Chanda	Shri Y.S.Lodha
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as Independent Director of the Company	Re-appointment as Independent Director of the Company	Re-appointment as Independent Director of the Company	Appointment as an Additional Director and Managing Director & Chief Executive Officer of the Company
2.	Date of appointment	1 <sup>st</sup> April, 2019	1 <sup>st</sup> April, 2019	1 <sup>st</sup> April, 2019	11 <sup>th</sup> February, 2019
3.	Term of appointment	Five years	Five years	Five years	Three years
4.	Brief profile	Shri S.S. Kothari is a graduate Engineer in Mechanical & Electrical streams from Banaras Hindu University. While working as Chief Executive in large Cement Plants at his young age, he also looked after the Commercial, Legal and Labour matters. At the age of 45, he chartered his own course by starting a consultancy organization in New Delhi, especially in Cement and Mineral Processing fields. He is very well known in his field of operation and at present he is leading Cemtech Consultants Pvt. Ltd. which provides basic and detailed Design and Engineering to the cement industry and has successfully completed large Cement Project(s).	Shri S.C. Jain did his graduation from Lucknow Christian College in 1958 and he is also a Law Graduate of Calcutta University. He obtained the Master's degree in Social Work with Specialisation in Labour Relations and Personnel Management from J.K. Institute, University of Lucknow. He is life member of National Institute of Personnel Management and was Examiner and Paper Setter for the DPM Course of the Institute. Shri S.C. Jain was also Chairman of the Labour Sub-Committee of the Chamber of Commerce and a nominee of the Chamber on the Minimum Wages Advisory Board constituted by the Government of West Bengal. He has over 40 years experience in Management of Industrial Relations.	After doing B.Sc from BHU in 1955, Shri Dinesh Chanda did B.E (Electrical) from University of Roorkee in 1958. He is a Life Member of Institution of Engineers (I) and also of Indian Institute of Welding. Shri Dinesh Chanda is a Chartered Engineer (I) since July 1995. In his professional career spanning over 46 years upto February, 2006, Shri Dinesh Chanda contributed in Government/PSU and Private Sector Industries. He started his career with Tata Power Co. Ltd., Bombay and moved to U.P. State Electricity Board in a Hydel power project. Later on he held various positions in Bharat Heavy Electricals Ltd. and participated in technology transfer and absorption from Siemens, Germany for manufacture of 200 MW/500 MW thermal sets. Shri Dinesh Chanda has been exposed to Production Planning and Control of Electrical Machines for 1½ years at USSR and Germany. He moved to Heavy Engineering Corporation Ltd., Ranchi and was Director on the Board for 6½ years. During his tenure, technology transfer in latest steel making techniques with SMS, Germany and heavy coal mining machinery from USA & U.K. and other equipment were absorbed.	Shri Y.S.Lodha is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than 32 (thirty-two) years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers base.
5.	Disclosure of relationships between Directors	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company

