



Birla Cable Limited

Regd. Office & Works:
Udyog Vihar, P.O.Chorhata, Rewa-486 006 Madhya Pradesh, India
Telephone: +91 7662 400580, Fax: +91 7662 400680
Email: headoffice@birlacable.com; Website: www.birlacable.com
PAN No. AABC1380L CIN: L31300MP1992PLC007190
GSTIN: 23AABC1380L1ZW

BCL/CS/23-24/Reg-30

31 MAY 2023

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort,
MUMBAI- 400 001

The Manager,
Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
MUMBAI- 400 051

Company's Scrip Code: 500060

Company's Scrip Code: BIRLACABLE

Dear Sir(s),

**Sub: Submission of Postal Ballot Notice pursuant to Regulation 30 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned subject and our letter regarding outcome of the Board Meeting held on May 2, 2023, please find attached herewith the Postal Ballot Notice dated 31st May, 2023 seeking approval of members of the Company by way of Remote e-Voting process, for the re-appointment of Shri R. Sridharan as the Manager and Chief Executive Officer (CEO) of the Company for a further period of consecutive three (3) years with effect from 4th May, 2023 to 3rd May, 2026.

Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 26, 2023 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agents ("RTA") of the Company/Depositories.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide Remote e-Voting facility to all its members. The e-Voting facility will be available during the following period:

Commencement of Remote e-Voting: 9:00 A.M (IST) on Thursday, June 1, 2023

End of Remote e-Voting: 5:00 P.M. (IST) on Friday, June 30, 2023

The Postal Ballot Notice is also available on the website of the Company; www.birlacable.com

This is for your information and records.

Thanking you,

Yours faithfully,

For Birla Cable Limited

(Nitin Arora)

Company Secretary

Encl: As above.



BIRLA CABLE LIMITED
CIN: L31300MP1992PLC007190

Registered Office:

Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India
Telephone No: (07662) 4004580 •Fax No.: (07662) 40068
Email: headoffice@birlacable.com •Website: www.birlacable.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the members of Birla Cable Limited (“the Company”) by means of Postal Ballot, only by way of Remote e-Voting process (“e-Voting”), pursuant to Sections 108, 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Number(s) 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8 2021, 03/2022 dated May 5, 2022 read with other relevant circulars, including General Circular 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other laws, Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

In accordance with the MCA Circulars, members can vote only through the remote e-Voting process. Accordingly, the Company is pleased to provide e-Voting facility to all its members to cast their votes electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-Voting facility. Members are requested to read the instructions given in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Friday, June 30, 2023 (the last day to cast vote electronically) to be eligible for being considered.

SPECIAL BUSINESS:

Re-Appointment of Shri R. Sridharan as the Manager & Chief Executive Officer (CEO) of the Company.

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

“RESOLVED that 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), Shri R. Sridharan be and is hereby re-appointed as the Manager & Chief Executive Officer (CEO) of the Company for a further period of three (3) consecutive years effective from 4th May, 2023 to 3rd May, 2026, on the terms and conditions including remuneration, perquisites and benefits including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment etc. as set out in the draft Agreement (the main terms and conditions of which are described under Explanatory Statement attached to this Postal Ballot Notice), to be entered into between the Company and Shri R. Sridharan and submitted for approval of members be and is hereby specifically approved, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including

powers conferred by this Resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, perquisites and benefits etc. in such manner as may be agreed to between the Board and Shri R. Sridharan.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in allowances, perquisites and benefits, etc. effective from 1st July of each financial year and Performance Linked Bonus/Special allowance for each financial year as considered appropriate from time to time subject to limits, if any, prescribed under Section 197, Schedule V or elsewhere under the Act read with rules framed thereunder and/or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to requisite approval(s), if so required, or otherwise as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of issuance of this notice and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement, as may be agreed to between the Board and Shri R. Sridharan.

FURTHER RESOLVED that the Board or a duly constituted Committee thereof including Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writing as may be required or considered necessary, appropriate, expedient or desirable in regard to the said re-appointment and payment of remuneration, etc. as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

Registered Office:

Udyog Vihar,
P.O. Chorhata,
Rewa - 486 006 (M.P.)

May 31, 2023

By Order of the Board
For **Birla Cable Limited**

Nitin Arora
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on May 2, 2023 has approved the issuance of this Postal Ballot Notice. The relevant Explanatory Statement pursuant to Section 102(1) of the Act read with governing Rules framed thereunder in respect of item of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 26, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agents (“RTA”) of the Company/Depositories. Accordingly, Physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members.
3. This Postal Ballot Notice will also be available on the Company's website at www.birlacable.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of Central Depository Services (India) Limited (CDSL), agency for providing the e-Voting facility i.e. www.evotingindia.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail addresses with the Registrar and Share Transfer Agents of the Company - Messrs Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy).

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. The voting rights for equity shares are one vote per equity share registered in the name of the Members.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, Secretarial Standard (SS)-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-Voting facility. The instructions for e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The e-Voting period commences at 9:00 A.M. (IST) on Thursday, June 1, 2023 and ends at 5:00 P.M. (IST) on Friday, June 30, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved by the members with requisite majority, shall be deemed to have been passed on the last date of e-Voting i.e. Friday, June 30, 2023. The resolution passed by the Members through this Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of Members of the Company.
10. The Board of Directors has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, R.K. Mishra & Associates, Company Secretaries in whole time practice, failing him Shri Hemant Singh (Membership No. 413866), Practising Chartered Accountant as the Scrutiniser(s) for conducting the Postal Ballot, through the e-Voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or a person authorized by him in writing in that behalf, who shall countersign the same and declare the result of the e-Voting forthwith. The result of e-Voting will be announced on or before Saturday, July 1, 2023, and will be displayed on the Company's website www.birlacable.com and will also be communicated to the Stock Exchanges and CDSL. The Company will also display the result of the Postal Ballot at its Registered Office.
12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically between 10.00 A.M. to 1.00 P.M. until the last date of e-Voting. Members seeking to inspect such documents can send an email to headoffice@birlacable.com.
13. **The instructions for members voting electronically are as under:**
 - (i) The e-Voting period begins on Thursday, June 1, 2023 at 9.00 A.M. (IST) and ends on Friday, the June 30, 2023 at 5.00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 26, 2023, may cast their votes electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the e-Voting process, all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants, would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding securities in demat mode.

- (iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by listed entities, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Shareholders are advised to update their mobile number and email- ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, **Login method for e-Voting for Individual Shareholders holding securities in Demat mode (CDSL/NSDL) is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider to cast their vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login. 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting 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 with NSDL</p>	<ol style="list-style-type: none"> 1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. The user will have to enter their User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and the user will be able to see e-Voting page. Click on company name or e-Voting service provider name and the user will be re-directed to e-Voting service provider website for casting their vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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. The user will have to enter your User ID (i.e. sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>The user can also login using the login credentials of their demat account through its Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see e-Voting feature. Click on company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their 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. CDSL and NSDL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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Step 2: Access through CDSL e-Voting system in case of Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) holding securities in demat mode and Shareholders holding securities in physical mode.

- (iv) Login method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If the shareholder is holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then shareholders existing password is to be used.
 - 6) If the shareholder is a first-time user follow the steps given below:

Particulars	For Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the EVSN for <**Birla Cable Limited**> on which you choose to vote.

- (ix) On the voting page, the shareholder will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that the shareholder assent to the Resolution and option NO implies that the shareholder dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, the shareholder has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the shareholder wish to confirm its vote, click on “OK”, else to change its vote, click on “CANCEL” and accordingly modify its vote.
- (xii) Once the shareholder “CONFIRM” their vote on the resolution, the shareholder will not be allowed to modify your vote.
- (xiii) The shareholder can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians – Remote e-Voting
- Non-Individual Shareholders and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, by e-mail to the Scrutiniser at rkmaoffice@gmail.com and to the Company at headoffice@birlacable.com, if they have not uploaded the same in the CDSL e-Voting system for the scrutiniser to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Physical Shareholders	Please provide necessary details like 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 e-mail to the Registrar and Share Transfer Agents of the Company - Messrs Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in or to the Company at headoffice@birlacable.com .
For Demat Shareholders	Please update your e-mail id & mobile number with your respective Depository Participant (DP).
For Individual Demat Shareholders	Please update your e-mail id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

The Members of the Company by way of Special Resolution passed through Postal Ballot on 18th March, 2020 had re-appointed Shri R. Sridharan as the Manager and Chief Executive Officer (CEO) of the Company for a period of three (3) consecutive years with effect from 4th May, 2020. The current term of office of Shri R. Sridharan as the Manager and CEO of the Company is due to expire on 3rd May, 2023. Having regard to the qualifications, experience, long association of Shri R. Sridharan including the contributions made by him to the Company during his tenure, the Board of Directors (“the Board”) based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 2nd May, 2023 has re-appointed Shri R. Sridharan as the Manager & CEO of the Company for a further period of three (3) consecutive years with effect from 4th May, 2023 to 3rd May, 2026, subject to approval of the members of the Company by way of a Special Resolution. The Board has also approved the remuneration, perquisites and other benefits, etc. payable to Shri R. Sridharan in the capacity of Manager & CEO of the Company based on the recommendation of the Nomination and Remuneration Committee. The broad particulars of remuneration, perquisites and other benefits, etc. payable to and other principal terms and conditions of his re-appointment as contained in the draft Agreement to be entered into between the Company and Shri R. Sridharan, are as under:

I. **Tenure of Re-appointment:** Three (3) years with effect from 4th May, 2023 to 3rd May, 2026.

II. **Remuneration:**

- (1) **Basic Salary:** Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousands Only) per month with such annual increment, if any, effective from 1st July each year as decided by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee.
- (2) **Performance Linked Incentive/Special Allowance:** Such amount as may be considered appropriate from time to time and approved by the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee, for each financial year. The payment may be made on a pro-rata basis monthly/quarterly/half yearly or on an annual basis at the discretion of the Board.
- (3) **Other Allowances, Benefits and Perquisites:** In addition to the Basic Salary, Performance Linked Incentive/Special Allowance as outlined above, the Manager & CEO shall be entitled to allowances and perquisites/benefits as under:
 - (i) **House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary.
 - (ii) **Medical Benefits:** Payment/reimbursement of expenses incurred for self and family (including premium paid on mediclaim/health insurance policies) or medical allowance in accordance with the rules of the Company.
 - (iii) **Leave Travel Allowance/Assistance:** For Self and family, once in a year, in accordance with the Rules of the Company.
 - (iv) **Club Fees:** Payment/reimbursement of club fees for not more than one club in India, excluding admission and life membership fees.
 - (v) **Personal Accident Insurance Premium:** As per Rules of the Company.
 - (vi) **Contribution to Provident Fund Superannuation Fund and National Pension Scheme:** As per the Rules framed under the Company’s relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time.

- (vii) **Gratuity:** As per Rules of the Company and applicable statutory provisions, if any, from time to time.
- (viii) **Leave Encashment:** Leave with full pay and allowances as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with the Rules of the Company.
- (ix) **Other Perquisites, benefits & Allowance(s):** As per Rules of the Company as may be available to the senior executives of the Company and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
- (x) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites –
 - (a) Provision of Company's car(s) with driver for official use.
 - (b) Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone/communication expenses at residence including payment of local calls and long distance official calls.

Explanation(s):

- (a) Family mentioned above means the spouse and dependent children of the Manager & CEO.
 - (b) The said perquisites and allowances shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be evaluated as per the applicable provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof.
 - (c) The Company's contribution to or provision for provident fund, pension, superannuation or annuity funds, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of unavailed accumulated privilege leave at the end of the tenure as per the relevant rules of the Company, shall not be included in the computation of the ceiling on remuneration which includes Basic Salary, Special Allowance, other Allowances, Perquisites/benefits (including Performance Linked incentive) etc. as mentioned above.
 - (d) For the purpose of gratuity and contribution to superannuation or annuity fund and leave encashment benefits, the services of Shri R. Sridharan will be considered continuous service from the date he joined the services of the Company in any capacity from time to time.
 - (e) The Manager & CEO shall be entitled to be paid/reimbursed by the Company all travelling, entertainment and other out-of-pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board.
- (4) **Overall Remuneration:** The Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board for the purpose is entitled to revise the remuneration payable to the Manager & CEO from time to time, as it may, in its discretion deem fit, subject to the limits, if any, prescribed in this regard under Section 197, Schedule V or elsewhere under the Companies Act, 2013 read with rules framed thereunder and/or under the Listing Regulations as amended from time to time, in such manner as may be agreed to between the Board and Manager & CEO, subject to such approvals, if so required.

III. Other Conditions:

- (a) Shri R. Sridharan, in the capacity of the Manager & CEO, shall be considered as a Key Managerial Personnel (KMP) pursuant to the provisions of Section 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (b) The terms and conditions of the Agreement for re-appointment of Shri R. Sridharan as Manager & CEO of the Company may be altered, varied, modified or amended and/or remuneration payable to him (including Salary, Special Allowance, Allowances, Perquisites and benefits (including Performance Linked Incentive, if any) as set out herein may be increased/enhanced from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee as it may, at its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Manager & CEO, subject to such further approvals, if so required.
- (c) The Agreement may be terminated by either party (the Company or the Manager & CEO) by giving three (3) months prior notice in writing.
- (d) The said draft Agreement also contains further terms and conditions as to powers and authority of Shri R. Sridharan, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri R. Sridharan, etc.

The following statement of information for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 (“Act”).
A. General Information:
1. Nature of Industry:

The Company’s operations are classified into business segment of “Cables” and associated activities.

2. Date of commencement of Commercial Production:

The Company commenced its commercial production on 25th March, 1994.

3. Financial Performance:

(Rs. in Lakhs)

Particulars	2022-23	2021-22	2020-21
Revenue from Operations	79219.75	53544.73	32852.33
Earning before Finance Costs, Depreciation and Tax	6806.07	4615.42	2700.36
Finance Costs	1291.23	615.73	483.69
Profit before Depreciation and Tax	5514.84	3999.69	2216.67
Depreciation and Amortization	1063.41	1076.17	1120.92
Profit before Tax	4451.43	2923.52	1095.75
Tax Expenses/(Credit)	1102.77	749.81	275.51
Net Profit	3348.66	2173.71	820.24
Paid-up Equity Share Capital	3000.00	3000.00	3000.00
Earnings Per Equity Share (Face Value Rs. 10/- each)	11.16	7.25	2.73

4. Foreign Investments or Collaborations, if any:

The Company has no foreign collaboration. However, the Company has made foreign investment outside India by way of subscribing to the share capital of its Wholly Owned Subsidiary incorporated in the United Arab Emirates (UAE) in the name and style of “Birla Cable Infrasolutions DMCC.

B. Information about the Appointee:**1. Background details:**

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 31 years and has been actively associated with various telecom cables and optical fibre companies in India and has widely travelled across the globe. Shri R. Sridharan is working with the Company since 18 years and presently holds the position as the Manager & Chief Executive Officer (CEO) of the Company.

2. Past Remuneration:

The existing remuneration of Shri R. Sridharan as the Manager & CEO of the Company interalia consists of Basic Salary of Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousands only) per month besides House Rent Allowance, Special Allowance, perquisites, other benefits and variable Performance Linked Incentive as per approval accorded by the Members of the Company by way of a Special Resolution passed through Postal Ballot on 18th March, 2020 and further increased on yearly basis from the effective date as per authority delegated to the Board of Directors by the members of the Company vide the said Special Resolution.

3. Recognition or awards: None to mention.**4. Job profile and his suitability:**

Shri R. Sridharan, Manager & CEO shall devote sufficient time and attention to the business and affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board of Directors of the Company save and except those matters which are explicitly required to be dealt with by the Board of Directors of the Company or any Committees thereof and by the Company in General Meeting and the restrictions, if any, imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof or amendment(s) thereto). He shall be accorded and shall possess and exercise all such powers as may be required by and be granted to him for the proper performance, discharge and execution of his duties and responsibilities. He shall at all times be subject to the superintendence, control and direction of the Board of Directors of the Company and shall in all respects comply with all its lawful directions read with Section 2(53) of the Act. The Board of Directors may from time to time entrust to the Manager & CEO such of the powers, as they think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think proper, expedient and desirable.

The profits and overall financial performance of the Company improved during the tenure of Shri R. Sridharan as the Manager & Chief Executive Officer of the Company. The growth in the Company's operations can be attributable to the dynamism and relentless efforts of Shri R. Sridharan under the guidance of the Board of Directors. Having regard to the qualifications of Shri R. Sridharan, competence, experience and level of responsibility held during his career spanning more than 31 years especially in cable and optical fibre industry and adequate exposure to the international and domestic market, he is best suited for the position of the Manager & Chief Executive Officer of the Company.

5. Remuneration Proposed:

Please refer to the details given hereinabove and forming part of the Explanatory Statement to the proposed Resolution.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size and nature of business of the Company, qua rich & wide experience of Shri R. Sridharan as also his longstanding association with the Company for more than 18 years and compared to the remuneration packages of similarly placed personnel in comparable other companies and further taking into consideration the financial position of the Company, market trends and

industry standards to such similar position, the Nomination and Remuneration Committee accorded its approval for the remuneration as proposed hereinabove.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:**

Except the payment of remuneration as proposed and detailed hereinabove as the Manager & Chief Executive Officer of the Company, Shri R. Sridharan has no other pecuniary relationship with the Company or relationship with any managerial personnel or other director. Shri R. Sridharan does not hold any shares of the Company.

C. Other Information:

1. **Reasons for Loss or inadequate Profits:**

The Company has achieved the revenue from Operation of Rs. 79219.75 Lakhs and net profit of Rs.3348.66 Lakhs for the financial year ended 31st March, 2023. Due to prevailing competitive environment in the Standalone Telecom Cable manufacturing industry, the profits of the Company for the financial year 2022-23 may not be adequate for the purpose of managerial remuneration as per the provisions of Section 197 read with Schedule V of the Act and relevant Rules made thereunder.

2. **Steps taken or proposed to be taken for improvement:**

To overcome the present hyper competitive and volatile business situation, the Company has taken certain steps such as re-structuring its business strategy by broadening its market base; better product mix; optimizing raw material consumption and production cost; rationalization of manpower; and borrowing at cheaper rates, etc. The Company is undertaking vigorous working capital management exercise to reduce the overall borrowings cost. The Company is also taking measures to de-risk its business model by way of going to different geographies, not just depending on the domestic markets which has already started yielding results.

3. **Expected increase in productivity and profits in measurable terms:**

The Company has been constantly revamping its production facilities by adding sophisticated state-of-the-art Plant and Equipment from renowned global/domestic suppliers to retain its technical leadership and enabling the Company to gear up to meet the new challenges in the highly competitive Cable industry with proper balancing of products and technology. Alongside, the Company continues to accord its focused attention on de-bottlenecking the capacities, customer orientation, addition in the portfolio of new customers, cost reduction, reduction of scrap, revenue/margin improvements in order to stay relevant in the industry. The Company largely caters to the Cable Segment comprising Optical Fibre Cable (OFC) and Copper Telecommunication Cables which is clearly poised for growth in the near future with the focus of the Government to increase India's fibre backbone network with the rollout of 5G services on a pan-India basis and consequent demand/orders of OFC not only from the Government but also from other large telecom operators in India coupled with orders from overseas customers. The Company is geared to capitalise this opportunity with its upgraded manufacturing facilities, enhanced capacity and updated technology. This will go a long way in improving the sales and operational performance in the future years to come. However, in the present volatile scenario it is difficult to predict the profit in measurable terms.

D. Disclosures:

Copy of the resolution passed by the Board of Directors in its Meeting held on 2nd May, 2023, the draft of the Agreement setting out the terms and conditions of re-appointment of Shri R. Sridharan as Manager & Chief Executive Officer, are available for inspection by any member electronically between 10.00 A.M. to 1.00 P.M. on any working day excluding Saturday(s) and Sunday(s) upto and including the last date of e-Voting.

In terms of the provisions of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the shareholders for appointment or re-appointment of a person as a Manager at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of the shareholders for re-appointment of Shri R. Sridharan as the Manager & Chief Executive Officer of the Company by way of this Postal Ballot.

Shri R. Sridharan has rich & varied experience in the industry. It would be in the interest of the Company to re-appoint Shri R. Sridharan as the Manager & Chief Executive Officer of the Company. Accordingly, approval of the members is sought for passing the Special Resolution for re-appointment of Shri R. Sridharan as the Manager & Chief Executive Officer of the Company as mentioned in the accompanying Postal Ballot Notice.

The information/details of Shri R. Sridharan pursuant to the provisions of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are provided herein in the Annexure to this Postal Ballot Notice.

Save and except Shri R. Sridharan, none of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the said resolution.

The Board recommends the Special Resolution of the accompanying Postal Ballot Notice for approval of the Members of the Company.

ANNEXURE TO THE POSTAL BALLOT NOTICE DATED MAY 31, 2023

**Brief Details of Manager & Chief Executive Officer seeking re-appointment
[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India]**

Name of Manager & Chief Executive Officer	Shri R. Sridharan
DIN	07220976
Date of Birth & Age	22.06.1972 51 years
Nationality	Indian
Date of First Appointment as the Manager & Chief Executive Officer	04.05.2012
Qualifications	B. Sc (Applied Science), B.S. (Engineering Technology) from BITS, Pilani
Experience (including nature of expertise in specific functional areas)/ brief resume	Kindly refer Explanatory Statement to this Postal Ballot Notice
Number of Shares held in the Company including shareholding as a beneficial owner.	Nil
List of Directorships held in other companies*	1. Birla Visabeira Private Limited 2. Params Dealcom Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	None
Resignation from Listed Entities in the past three (3) years	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year 2022-23	5 of 5 (In the capacity of Manager & Chief Executive Officer)
Terms and conditions of Re-appointment alongwith details of remuneration sought to be paid and the remuneration last drawn, if applicable	As per the resolution of the Postal Ballot Notice read with Explanatory Statement thereto.

* Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers.

Registered Office:

Udyog Vihar,
P.O. Chorhata,
Rewa - 486 006 (M.P.)

May 31, 2023

**By Order of the Board
For Birla Cable Limited**

**Nitin Arora
Company Secretary**