

UCL/SEC/2021-22

24<sup>th</sup> March, 2022

BSE Ltd.  
Corporate Relationship Department,  
1<sup>st</sup> 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: 504212**

**Company's Scrip Code: UNIVCABLES EQ**

Dear Sirs,

**Sub: Disclosure of Voting Result – Postal Ballot Notice Dated 10<sup>th</sup> February, 2022**

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 result of the Postal Ballot conducted through Remote e-Voting process is enclosed herewith in the format prescribed together with Scrutiniser's Report on the e-Voting.

The Resolutions set out in Postal Ballot Notice Dated 10<sup>th</sup> February, 2022 have been passed by the Members of the Company with requisite majority, as mentioned hereunder:


- (a) An Ordinary Resolution for the Re-appointment and remuneration of Shri Y.S.Lodha (DIN: 00052861) as the Managing Director and Chief Executive Officer of the Company for a further period of three (3) consecutive years with effect from 11<sup>th</sup> February, 2022 to 10<sup>th</sup> February, 2025; and
- (b) A Special Resolution for Payment of Remuneration to Shri Y.S.Lodha (DIN: 00052861) as the Managing Director & Chief Executive Officer of the Company in excess of the limits as prescribed under Section 197 and Schedule V of the Companies Act, 2013 in the event of loss or inadequacy of profits during any financial year.

The above-mentioned Resolutions are deemed to be passed on Wednesday, the 23<sup>rd</sup> March, 2022 (the last date for e-Voting).

We request you to take the above information on record.

Thanking you,

Yours faithfully,  
**For Universal Cables Limited**

  
**(Sudeep Jain)**  
**Company Secretary & Compliance Officer**



Encl. As above



**UNIVERSAL CABLES LIMITED**  
**VOTING RESULTS (POSTAL BALLOT BY WAY OF REMOTE E-VOTING)**

Date of the AGM/EGM (Voting period for the resolutions passed through postal ballot and e-voting)	Postal Ballot Remote e-Voting period: (From 9.00 A.M. on Tuesday, 22nd February, 2022 till 5.00 P.M. on Wednesday, 23rd March, 2022)
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, amendment or re-enactment thereof for the time being in force, the resolution is deemed to be passed on the last date specified by the Company for e-Voting, i.e. Wednesday, the 23rd March, 2022. The date of declaration of voting results is 24th March, 2022 on the basis of Scrutiniser's Report dated 24th March, 2022.
Total Number of shareholders on record date (i.e. 18th February, 2022)	17346
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)

<b>Resolution No. 1</b>	Re-appointment and remuneration of Shri Y.S.Lodha (DIN: 00052861) as the Managing Director and Chief Executive Officer of the Company for a further period of three (3) consecutive years with effect from 11th February, 2022 to 10th February, 2025.
<b>Resolution required: (Ordinary/Special)</b>	Ordinary
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on 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	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public-Institutions	E-Voting	675321	577552	85.5226	577552	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		577552	85.5226	577552	0	100.0000	0.0000
Public-Non Institutions	E-Voting	12547111	3923923	31.2735	3833097	90826	97.6853	2.3147
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3923923	31.2735	3833097	90826	97.6853	2.3147
<b>Total</b>		<b>34695381</b>	<b>16616687</b>	<b>47.8931</b>	<b>16525861</b>	<b>90826</b>	<b>99.4534</b>	<b>0.5466</b>

Whether resolution is passed or not? (YES/NO): **YES**

Details of Invalid Votes	
Promoter and Promoter Group	0
Public Institution	0
Public - Non Institutions	0

For Universal Cables Limited

  
(Sudeep Jain)  
Company Secretary



**VOTING RESULTS (POSTAL BALLOT BY WAY OF REMOTE E-VOTING)**

Date of the AGM/EGM (Voting period for the resolutions passed through postal ballot and e-voting)	Postal Ballot Remote e-Voting period: (From 9.00 A.M. on Tuesday, 22nd February, 2022 till 5.00 P.M. on Wednesday, 23rd March, 2022)
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, amendment or re-enactment thereof for the time being in force, the resolution is deemed to be passed on the last date specified by the Company for e-Voting, i.e. Wednesday, the 23rd March, 2022. The date of declaration of voting results is 24th March, 2022 on the basis of Scrutiniser's Report dated 24th March, 2022.
Total Number of shareholders on record date (i.e. 18th February, 2022)	17346
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)

<b>Resolution No. 2</b>	Payment of Remuneration to Shri Y.S.Lodha (DIN: 00052861) as the Managing Director and Chief Executive Officer of the Company in excess of the limits as prescribed under Section 197 and Schedule V of the Companies Act, 2013 in the event of loss or inadequacy of profits during any financial year.
<b>Resolution required: (Ordinary/Special)</b>	Special
<b>Whether promoter/promoter group are interested in the</b>	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on 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	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public-Institutions	E-Voting	675321	577552	85.5226	577552	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		577552	85.5226	577552	0	100.0000	0.0000
Public-Non Institutions	E-Voting	12547111	3923923	31.2735	3829643	94280	97.5973	2.4027
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3923923	31.2735	3829643	94280	97.5973	2.4027
<b>Total</b>		<b>34695381</b>	<b>16616687</b>	<b>47.8931</b>	<b>16522407</b>	<b>94280</b>	<b>99.4326</b>	<b>0.5674</b>

Whether resolution is passed or not? (YES/NO): YES

Details of Invalid Votes	
Promoter and Promoter Group	0
Public Institution	0
Public - Non Institutions	0

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

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 THE SCRUTINISER [POSTAL BALLOT THROUGH REMOTE E-VOTING]**

**[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]**

To,

The Chairman  
Universal Cables Limited  
Registered Office:  
P.O. Birla Vikas,  
**Satna - 485 005 (M.P.)**

**Sub: Scrutiniser's Report on Remote e-Voting - Postal Ballot Notice Dated 10<sup>th</sup> February, 2022**

Dear Sir,

1. I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutiniser by Universal Cables Limited ("the Company") for the purpose of scrutinising the Postal Ballot conducted through electronic means by way of Remote e-Voting ("e-voting") in a fair and transparent manner on the resolutions set out in the Postal Ballot Notice dated 10<sup>th</sup> February, 2022 ("Notice"). The Notice was issued in accordance with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant circulars, including General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars"), Regulation 44(1) of the SEBI (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.
2. Pursuant to Sections 108, 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Electronic copy of the Notice, inter alia, alongwith the process of the Remote e-Voting was sent to the shareholders whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, 18<sup>th</sup> February, 2022 ("Cut-Off Date") as received from the Depositories and whose e-mail addresses were registered with the Company/Registrar and Share Transfer Agents ("RTA") of the Company/Depositories.



3. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for providing the Remote e-Voting facility to the shareholders of the Company. The Remote e-Voting commenced on Tuesday, the 22<sup>nd</sup> February, 2022 at 9.00 A.M. (IST) and ended on Wednesday, the 23<sup>rd</sup> March, 2022 at 5.00 P.M. (IST) and the CDSL Remote e-Voting portal was blocked for voting thereafter.
4. The management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) the Listing Regulations relating to Remote e-Voting on the resolutions set out in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.
5. My responsibility as a scrutiniser for Remote e-Voting process is restricted to making a Scrutiniser's Report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the e-Voting system provided by Central Depository Services (India) Limited (CDSL) engaged by the Company and papers/documents furnished to me electronically till the time fixed for closing of the Remote e-Voting process i.e. till 5.00 P.M. on 23<sup>rd</sup> March, 2022.
6. I submit herewith the Scrutiniser's Report on the result of the Remote e-Voting for Postal Ballot, based on the report generated from the e-Voting portal of CDSL, scrutinised on test-check basis, and relied upon by me as under:

**Item No. 1 : As an Ordinary Resolution -**

**Re-appointment and remuneration of Shri Y.S.Lodha (DIN: 00052861) as the Managing Director and Chief Executive Officer of the Company for a further period of three (3) consecutive years with effect from 11<sup>th</sup> February, 2022 to 10<sup>th</sup> February, 2025.**

Votes In Favour			Votes Against			Invalid Votes*	
No. of members who voted	No. of votes cast	% of total No. of valid votes cast	No. of members who voted	No. of votes cast	% of total No. of valid votes cast	No. of members who voted	No. of votes cast
184	16525861	99.45	9	90826	0.55	-	-

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

**Payment of Remuneration to Shri Y.S.Lodha (DIN: 00052861) as the Managing Director and Chief Executive Officer of the Company in excess of the limits as prescribed under Section 197 and Schedule V of the Companies Act, 2013 in the event of loss or inadequacy of profits during any financial year.**

Votes In Favour			Votes Against			Invalid Votes*	
No. of members who voted	No. of votes cast	% of total No. of valid votes cast	No. of members who voted	No. of votes cast	% of total No. of valid votes cast	No. of members who voted	No. of votes cast
176	16522407	99.43	17	94280	0.57	-	-

7. No vote has been cast on 9478 equity shares lying in unclaimed suspense account in respect of which voting rights remain frozen till the rightful owners of such shares claim the shares.
8. Since the number of votes cast in favour is more than the number of votes cast against in case of Item No. 1 (Ordinary Resolution) and the number of votes cast in favour is more than three times than the number of votes cast against in case of Item No. 2 (Special Resolution), as set out in the Postal Ballot Notice dated 10<sup>th</sup> February, 2022, I report that the Item No. 1 - an Ordinary Resolution and Item No. 2 - a Special Resolution as set out in the Postal Ballot Notice dated 10<sup>th</sup> February, 2022 have been duly passed by the Members of the Company with requisite majority.
9. 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 Wednesday, the 23<sup>rd</sup> March, 2022, being the last date fixed for Remote e-Voting by the Company.
10. The electronic data and all other relevant records relating to Remote e-Voting are under my safe custody and will be handed over to Shri Sudeep Jain, Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot Notice.



[4]

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 : 24<sup>th</sup> March, 2022

Place : Satna

UDIN : F005383C003084316

Countersigned by:

**For Universal Cables Limited**




**(Sudeep Jain)  
Company Secretary**

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

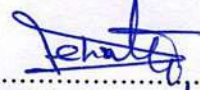
We, the undersigned witnesseth that:

1. The Remote e-Voting result/list was unblocked and downloaded from the CDSL portal ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5:40 P.M. on 23<sup>rd</sup> March, 2022 after the conclusion of e-voting period of the Postal Ballot.

Witness 1:


  
.....  
Anjali Agrawal  
D/o Om Prakash Agrawal

Witness 2:

  
.....  
Shri Prasad Chaturvedi  
S/o Shri Dayanidhi Chaturvedi

**COUNTERSIGNED BY  
For R.K. Mishra & Associates  
(Company Secretaries)**



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

Date : 24<sup>th</sup> March, 2022  
Place : Satna