



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. AACB1380L CIN: L31300MP1992PLC007190
GSTIN: 23AACB1380L1ZWH

BCL/CS/23-24/Reg-30

19 FEB 2024

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: Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in furtherance to outcome of the Board Meeting held on February 2, 2024, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company by way of Postal Ballot including Remote e-Voting ("e-Voting") on the Special Resolutions as set out in the said Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-Voting facility to the Members of the Company.

The Postal Ballot Notice along with Postal Ballot Form is being sent electronically to those Members, whose e-mail addresses are registered with the Company/Depositories as on Friday, February 16, 2024 ("cut-off date"). For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on cut-off date.

The period of voting through Postal Ballot and e-Voting shall commence on Wednesday, February 21, 2024 from 9.00 A.M. (IST) and end on Thursday, March 21, 2024 at 5.00 P.M. (IST).

The Postal Ballot Notice along with the Postal Ballot Form is also available on the website of the Company at www.birlacable.com and on the website of CDSL at www.evotingindia.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For Birla Cable Limited

NITIN
ARORA

Digitally signed
by NITIN ARORA
Date: 2024.02.19
18:45:57 +05'30'

(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) 400580 •Fax No.: (07662) 400680

Email: headoffice@birlacable.com •Website: www.birlacable.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”), to the extent applicable and other applicable laws, rules and regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolutions appended below are proposed to be passed by the Members of Birla Cable Limited (“Company”) by way of Postal Ballot including Remote e-Voting (“e-Voting”).

The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, February 16, 2024 (“cut-off date”).

In compliance with Regulation 44 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and pursuant to the provisions of Section 108, 110 of the Act read with the rules framed thereunder, the Company is pleased to provide the facility of e-Voting to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited, (“CDSL”) as its agency for providing e-Voting facility to the Members of the Company.

Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, record their assent ('for') or dissent ('against') in the Postal Ballot Form and return the same in original duly completed in the self-addressed postage pre-paid business reply envelope, so as to reach the Scrutiniser not later than the close of business hours at 5.00 P.M. on Thursday, March 21, 2024. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5.00 P.M. on Thursday, March 21, 2024 and onwards will be treated as 'invalid'.

The period of voting through Postal Ballot and e-Voting shall commence on Wednesday, February 21, 2024 from 9.00 A.M. (IST) and end on Thursday, March 21, 2024 at 5.00 P.M. (IST). The e-Voting module shall be disabled for voting thereafter. Members desiring to opt for e-Voting are requested to follow the procedure as stated in Notes to this Postal Ballot Notice read together with instructions given thereunder.

Kindly note that while exercising their votes, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-Voting. Further, members cannot exercise their vote by proxy. The last date for receipt of duly completed Postal Ballot Form or e-Voting i.e. Thursday, March 21, 2024, shall be the date on which the resolution(s) would be deemed to be passed, if approved by requisite majority.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the governing rules framed thereunder, if any, setting out all material facts relating to the proposed Resolutions is annexed hereto for your consideration which forms an integral part of this Postal Ballot Notice.

SPECIAL BUSINESS:**Item No. 1:****Appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Rules framed thereunder, Regulation 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and in consonance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Shri Bachh Raj Nahar (DIN: 00049895), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029.

FURTHER RESOLVED that the Board of Directors and/or Company Secretary of the Company, be and is/are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable to give effect to this Resolution.”

Item No. 2:**Continuation of directorship of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company, on attaining the age of seventy five (75) Years during the tenure of his appointment.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 and other applicable provisions, if any, of the said Regulations as well as that of the Companies Act, 2013 including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other approvals as may be necessary in this regard, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Bachh Raj Nahar (DIN: 00049895), as a Non-Executive Independent Director of the Company from the day he attains the age of seventy five (75) years on June 14, 2026 till the completion of his first term of consecutive five (5) years i.e. March 31, 2029.

FURTHER RESOLVED that the Board of Directors and/or Company Secretary of the Company, be and is/are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable to give effect to this Resolution.”

Item No. 3:**Appointment of Shri Pandanda Kariappa Madappa (DIN: 00058822) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Rules framed thereunder, Regulation 17, 25(2A) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and in consonance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Shri Pandanda Kariappa Madappa (DIN:00058822) who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029.

FURTHER RESOLVED that the Board of Directors and/or Company Secretary of the Company, be and is/are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable to give effect to this Resolution.”

Item No. 4:**Appointment of Smt. Kiran Aggarwal (DIN: 06991807) as a Non-Executive Independent Women Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Rules framed thereunder, Regulations 17, 17(1A), 25(2A) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and in consonance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Smt. Kiran Aggarwal (DIN: 06991807) who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Women Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029, notwithstanding that she is above seventy-five (75) years of age.

FURTHER RESOLVED that the Board of Directors and/or Company Secretary of the Company, be and is/are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable to give effect to this Resolution.”

Registered Office:

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

February 2, 2024

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 February 2, 2024, has approved the issuance of this Postal Ballot Notice and it will also be available on the Company's website at www.birlacable.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of CDSL i.e. www.evotingindia.com.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has submitted a written request for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on Friday, February 16, 2024 ("cut-off date"). Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
4. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, www.birlacable.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5.00 P.M. on Thursday, March 21, 2024. A person who becomes a member after the cut-off date should treat this notice for information purposes only.
5. Members who have not registered their e-mail address are requested to register the same in respect of equity shares held in demat form with the respective Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail address by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs Link Intime India Pvt. Ltd. (e-mail: rnt.helpdesk@linkintime.co.in). For the sake of convenience of Members, Form ISR-1 is made available on the website of RTA, www.linkintime.co.in as well as on the Company's website www.birlacable.com.
6. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. 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 including e-Voting process, in a fair and transparent manner. The Scrutiniser's decision on the validity of the Postal Ballot / e-Voting shall be final.

8. The Scrutiniser will submit his report, after the completion of scrutiny of the Postal Ballot Forms including e-Voting, to the Chairman of the Company or to any other person authorised by him in writing, who shall countersign the same. The results of the Postal Ballot including e-Voting shall be declared on or before Saturday, March 23, 2024 at the Registered Office of the Company and will be displayed on the Company's website, www.birlacable.com and will also be communicated to the Stock Exchanges where the equity shares of the Company are listed as well as to CDSL. The Company will also display the result of the Postal Ballot at its Registered Office.
9. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorise their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation, etc. authorising their representatives to vote on their behalf to the Scrutiniser by e-mail at rkmaoffice@gmail.com and to the Company at investorservices@birlacables.com with a copy marked to helpdesk.evoting@cdslindia.com.
10. The relevant details of Directors seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and SS-2 are also annexed as an Annexure which forms an integral part of the Postal Ballot Notice.
11. All relevant documents referred to in this Postal Ballot Notice will be available for inspection electronically on any working day excluding Saturday and Sunday until the last date and time for receipt of duly completed Postal Ballot Form or e-Voting. Members seeking to inspect such documents can send an e-mail to investorservices@birlacables.com.
12. **INSTRUCTIONS TO MEMBERS FOR E-VOTING ARE AS UNDER:**
 - (i) Pursuant to SEBI Master Circular dated July 11, 2023 read with Regulation 44 of the Listing Regulations, the Company is pleased to provide e-Voting facility to its members, in respect of all resolutions proposed to be considered through the Postal Ballot. In order to increase the efficiency of the voting process, e-Voting facility is provided to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.
 - (ii) The e-Voting period shall commence on Wednesday, February 21, 2024 at 9.00 A.M. (IST) and ends on Thursday, March 21, 2024 at 5.00 P.M. (IST). During this period, Members of the Company holding shares either in physical form or in demat form as on the cut-off date i.e. February 16, 2024, may cast their votes electronically. The e-Voting facility will be disabled by CDSL thereafter and will not be allowed beyond the said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual members holding shares in demat form.

- (iii) Individual members holding shares in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual members holding shares in demat form (CDSL/NSDL) is given below:

Type of Members	Login Method
Individual members holding shares in demat form 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 for casting their vote during the 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 https://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 & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members holding shares in demat form with NSDL	<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 e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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 their User ID (i.e. their sixteen digit demat account number hold 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 e-Voting period.</p>
<p>Individual members (holding shares in demat form) login through their Depository Participants</p>	<p>The user can also login using the login credentials of their demat account through their 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, they will be redirected to NSDL/CDSL Depository site after successful authentication, wherein they 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 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 Members holding shares in demat form for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
<p>Individual members holding shares in demat form 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>
<p>Individual members holding shares in demat form with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at given numbers: 022 - 4886 7000 and 022 - 2499 7000.</p>

Step 2: Access through CDSL e-Voting system in case of members holding shares in physical form and non-individual members (i.e. other than Individuals, HUF, NRI etc.) holding shares in demat form.

(iv) Login method for e-Voting for **members holding shares in physical form and members other than individual members holding shares in demat form.**

- 1) The Members should log on to the e-Voting website <https://www.evotingindia.com>.
- 2) Click on “Shareholders/Members” 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. Members 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 member is holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier e-Voting of any company, then their existing password is to be used.
- 6) If the member is a first-time user follow the steps given below:

Particulars	For members holding shares in physical form and other than individual members holding shares in demat form.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat account holders as well as members holding shares in physical form).</p> <ul style="list-style-type: none"> • Members 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)	<p>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.</p> <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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

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- (vii) For members 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”**
- (ix) On the voting page, the member 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 member assent to the Resolution and option NO implies that the member dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if the member wish to view the entire Resolution details.
- (xi) After selecting the resolution, the member has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the member wish to confirm their vote, click on “OK”, else to change their vote, click on “CANCEL” and accordingly modify their vote.
- (xii) Once the member “CONFIRM” their vote on the resolution, they will not be allowed to modify their vote.
- (xiii) The member 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 Members and Custodians for e-Voting only**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.cdslindia.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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
 - Alternatively, Non-Individual Members and Custodians are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, by e-mail to the Scrutiniser at rkmaoffice@gmail.com and to the Company at investorservices@birlacables.com, if they have not uploaded the same in the CDSL e-Voting system for the Scrutiniser to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ADDRESS/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Members holding shares in physical form	Members are requested to register their e-mail address/mobile number by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs Link Intime India Pvt. Ltd. (e-mail: rnt.helpdesk@linkintime.co.in). Form ISR-1 is made available on the website of RTA, www.linkintime.co.in as well as on the Company's website, www.birlacable.com .
For Members (other than Individual) holding shares in demat form	Please update your e-mail address & mobile number with your respective Depository Participant (DP).
For Individual members holding shares in demat form	Please update your e-mail address & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If the Members have any queries or issues regarding e-Voting from the CDSL e-Voting System, they can write an e-mail 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 e-mail to helpdesk.evoting@cdslindia.com or call at Toll Free No. 1800 22 55 33.

**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 set out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice (“Notice”):

Item No. 1:

The Members of the Company, by way of Postal Ballot resolution passed on December 22, 2022, had appointed Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Non-Independent Director, liable to retire by rotation.

The Board of Directors of the Company, based upon the recommendations of the Nomination and Remuneration Committee, in its meeting held on February 2, 2024 and pursuant to the provisions of Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the Articles of Association of the Company, has recommended re-designation/appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029, for the approval of the members of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. However, pursuant to first proviso to Regulation 25(2A) of the Listing Regulations, if a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations. In view thereof, the approval of the Members for appointment of Shri Bachh Raj Nahar as an Independent Director is being sought by way of a Special Resolution read together with and subject to provisions of Regulation 25(2A) of the Listing Regulations as stated above.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Company has received the following documents in writing from Shri Bachh Raj Nahar:

- (a) Consent to act as a Non-Executive Independent Director of the Company.
- (b) Declarations to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
- (c) Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- (d) Declaration to the effect that he is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Shri Bachh Raj Nahar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Shri Bachh Raj Nahar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and additional information in respect of Shri Bachh Raj Nahar including nature of expertise and shareholding in the Company, etc. are given in Annexure to this Postal Ballot Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company may approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

In the opinion of the Board, Shri Bachh Raj Nahar fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations and such other applicable laws/regulations for the time being in force. The Nomination and Remuneration Committee and the Board of Directors are of the view that Shri Bachh Raj Nahar is a person of integrity and possesses appropriate skills, qualifications, knowledge and expertise in areas of Business Strategy, Corporate Governance, Corporate Finance, Project and Risk Management with extensive experience in holding senior positions for four decades in many large body corporates aligned with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. Having regard to the skills, qualifications, knowledge and vast experience of Shri Bachh Raj Nahar, his appointment on the Board of Directors of the Company as an Independent Director will be in the best interest of the Company and shall add value to the Corporate Governance standards of the Company. Accordingly, the Board of Directors recommends the said Special Resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

Copy of the draft letter of appointment of Shri Bachh Raj Nahar setting out the terms and conditions of appointment is available on the website of the Company, www.birlacable.com and shall also be available for inspection by the members electronically without any fee.

Save and except Shri Bachh Raj Nahar, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 2:

In accordance with the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Shri Bachh Raj Nahar will be attaining the age of seventy-five (75) years on June 14, 2026 i.e. during his tenure as recommended in Item No. 1 of the accompanying Notice. Considering the qualifications, skills, excellent track record and extensive experience of Shri Bachh Raj Nahar who has held senior positions in many large body corporates for four decades, the Nomination and Remuneration Committee as well as the Board of Directors recommend the said Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members of the Company, for continuation of his directorship from the day he attains the age of 75 years till the completion of his first term of consecutive five (5) years i.e. March 31, 2029 as a Non-Executive Independent Director of the Company.

Save and except Shri Bachh Raj Nahar, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 3:

The Board of Directors of the Company, based upon the recommendations of the Nomination and Remuneration Committee, in its meeting held on February 2, 2024 and pursuant to the provisions of Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the Articles of Association of the Company, has recommended the appointment of Shri Pandanda Kariappa Madappa as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029, for the approval of the members of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. However, pursuant to first proviso to Regulation 25(2A) of the Listing Regulations, if a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations. In view thereof, the approval of the Members for appointment Shri Pandanda Kariappa Madappa as an Independent Director is being sought by way of a Special Resolution read together with and subject to provisions of Regulation 25(2A) of the Listing Regulations as stated above.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company. The Company has received the following documents in writing from Shri Pandanda Kariappa Madappa:

- (a) Consent to act as a Non-Executive Independent Director of the Company.
- (b) Declarations to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
- (c) Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- (d) Declaration to the effect that he is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Shri Pandanda Kariappa Madappa has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Shri Pandanda Kariappa Madappa has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and additional information in respect of Shri Pandanda Kariappa Madappa including nature of expertise and shareholding in the Company, etc. are given in Annexure to this Postal Ballot Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

In the opinion of the Board, Shri Pandanda Kariappa Madappa (DIN: 00058822) fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations and such other applicable laws/regulations for the time being in force. The Nomination and Remuneration Committee and the Board of Directors are of the view that Shri Pandanda Kariappa Madappa (DIN00058822) is a person of integrity and possesses adequate skills, qualifications, knowledge and wide experience in the areas of Finance, Corporate strategy and overall business management aligned with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. Having regard to the qualifications, knowledge and vast experience of Shri Pandanda Kariappa Madappa (DIN: 00058822), his appointment as an Independent Director will be in the best interest of the Company and shall add value to the existing Board of the Company. Accordingly, the Board of Directors recommends the said Special Resolution as set out at Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

Copy of the draft letter of appointment of Shri Pandanda Kariappa Madappa setting out the terms and conditions of appointment is available on the website of the Company, www.birlacable.com and shall also be available for inspection by the members electronically without any fee.

Save and except Shri Pandanda Kariappa Madappa, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 4:

The Board of Directors of the Company, based upon the recommendations of the Nomination and Remuneration Committee, in its meeting held on February 2, 2024 and pursuant to the provisions of Section 149(6) of the Companies Act, 2013 (“Act”) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the Articles of Association of the Company, has recommended the appointment of Smt. Kiran Aggarwal (DIN: 06991807) as a Non-Executive Independent Women Director of the Company for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029, for the approval of the members of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. However, pursuant to first proviso to Regulation 25(2A) of the Listing Regulations, if a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations. Further, in accordance with the provisions of Regulation 17(1A) of Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. In view thereof, the approval of the Members for appointment of Smt. Kiran Aggarwal as an Independent Director is being sought by way of a Special Resolution.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company.

The Company has received the following documents in writing from Smt. Kiran Aggarwal:

- (a) Consent to act as a Non-Executive Independent Director of the Company.
- (b) Declarations to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
- (c) Declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- (d) Declaration to the effect that she is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Smt. Kiran Aggarwal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Smt. Kiran Aggarwal (DIN: 06991807) has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and additional information in respect of Smt. Kiran Aggarwal including nature of expertise and shareholding in the Company, etc. are given in Annexure to this Postal Ballot Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

In the opinion of the Board, Smt. Kiran Aggarwal fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations and such other applicable laws/regulations for the time being in force. The Nomination and Remuneration Committee and the Board of Directors are of the view that Smt. Kiran Aggarwal, is a retired Indian Administrative Service official who has held key positions in different Ministries of Government of India during her tenure. She is a person of integrity and possesses appropriate skills, qualifications, knowledge and expertise in strategy formulation, policy making, project management and performance management aligned with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. Having regard to the skills, qualifications, knowledge and vast experience of Smt. Kiran Aggarwal, her appointment as an Independent Director will enhance the quality of Board’s decision making process and immensely benefit the Company, notwithstanding that she is above 75 years of age. Accordingly, the Board of Directors recommends the said Special Resolution as set out at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

Copy of the draft letter of appointment of Smt. Kiran Aggarwal setting out the terms and conditions of appointment is available on the website of the Company, www.birlacable.com and shall also be available for inspection by the members electronically without any fee.

Save and except Smt. Kiran Aggarwal, none of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

ANNEXURE TO THE POSTAL BALLOT NOTICE DATED FEBRUARY 2, 2024

**Disclosures/ additional information pertaining to Directors seeking 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 Director	Shri Bachh Raj Nahar	Shri Pandanda Kariappa Madappa	Smt. Kiran Aggarwal
DIN	00049895	00058822	06991807
Date of Birth & Age	June 14, 1951 Age : 73 years	February 03, 1965 Age: 59 years	January 14, 1942 Age: 82 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	October 31, 2022	Not Applicable	Not Applicable
Qualifications	<ol style="list-style-type: none"> 1. Bachelor of Commerce (B.COM), University of Rajasthan 2. Chartered Accountant 	<ol style="list-style-type: none"> 1. Bachelor of Commerce (B.COM), St. Xaviers College, Kolkata 2. Chartered Accountant 3. Master of Business Administration (MBA), William E. Simon Graduate School of Business, University of Rochester, USA 	<ol style="list-style-type: none"> 1. Retired Indian Administrative Services (IAS) 2. B.A. Honours (English) 3. L.L.B
Experience (including nature of expertise in specific functional areas)/ brief resume	<p>Shri Bachh Raj Nahar has served in diverse fields at senior positions in large corporate houses. He in his last assignment served as the Managing Director of Birla Corporation Limited, the flagship Company of the MP Birla Group. He was holding senior positions in many large bodies' corporates for four decades. Business world magazine had identified him as the most valuable CEO among India's mid-size Cement Companies at its issue dated November 29, 2010. He was an Executive President of Vikram Ispat, a unit of Grasim Industries Limited. He was an Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India.</p>	<p>Shri Pandanda Kariappa Madappa is presently serving as the Managing Director of Macmet Engineering Limited, India's most successful Pipe Conveyor and Cross-Country Conveyor system supplier. He is a promoter of various Companies including ETA Aerospace Pvt. Ltd. which is a precision component manufacturer for the Aerospace and Defence industries, Macmet Technologies Limited which was India's most successful Defence Simulator company, having supplied simulators to Indian Air Force, Army and Navy and Macmet Interactive Technologies Pvt. Ltd. which was the first Indian company to develop Set Top Boxes and Addressable Devices.</p>	<p>Smt. Kiran Aggarwal joined the Indian Administrative Service in 1964 and retired in 2002. During her tenure, she held significant posts as Principal Adviser, Planning Commission, Secretary to Govt. of India in the Ministries of Supply, Housing, Urban Development and Women and Child Development. As Additional Secretary in the Government of India, she worked in the Department of Administrative Reforms, Public Grievances and Training. In the State of Haryana, she held key posts in the Departments of Education, Tourism, Cultural Affairs etc. Post retirement, she has served on some committees set up by the Government of India. These inter-alia were Training programmes for IAS probationers, Working of the AICTE, Committee to look into why government doctors were opting for private sector jobs, Trustee on the Victoria Memorial Hall Trust etc. Presently she is heading a Committee for Monitoring the Provision of Shelter for the Urban Homeless in Chandigarh. She is also on the Governing Body of the Janki Devi Memorial College, which is affiliated to the Delhi University. She is also heading an NGO working in Haryana and Delhi.</p>

Number of shares held in the Company including shareholding as a beneficial owner	NIL	NIL	NIL
List of Directorships held in other Companies*	<p>Listed Companies:</p> <p>(i) Universal Cables Limited</p> <p>Unlisted Companies:</p> <p>(ii) Mili Capital Management Pvt. Ltd.</p> <p>(iii) Mili Consultants & Investment Pvt. Ltd.</p> <p>(iv) BRN Commodities & Trading Company Pvt. Ltd.</p>	<p>Listed Companies:</p> <p>(i) Alfred Herbert India Limited</p> <p>Unlisted Companies:</p> <p>(ii) ETA Aerospace Pvt. Ltd.</p> <p>(iii) Saguna Engineering Pvt. Ltd.</p> <p>(iv) Macmet India Pvt. Ltd.</p> <p>(v) Smilax Commotrade Pvt. Ltd.</p> <p>(vi) Tornet Commotrade Pvt. Ltd.</p> <p>(vii) Macmet Engineering Limited</p> <p>(viii) Macmet Bottlers and Beverages Limited</p>	<p>Listed Companies:</p> <p>Vindhya Telelinks Limited</p>
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	<p>Universal Cables Limited</p> <ul style="list-style-type: none"> Risk Management Committee – Member 	<p>Alfred Herbert India Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee- Chairman Audit Committee- Member <p>Macmet Engineering Limited</p> <ul style="list-style-type: none"> CSR Committee-Member Nomination and Remuneration Committee- Member 	<p>Vindhya Telelinks Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee- Member Audit Committee- Member CSR Committee- Member
Resignation from Listed Entities in the past three (3) years	None	None	None
Relationship with other Directors, Manager & Chief Executive Officer and other Key Managerial Personnel of the Company	None	None	None
Number of Board Meetings attended during the financial year 2023-24 (Until February 2, 2024)	4 out of 4	Not Applicable	Not Applicable
Terms and conditions of appointment / Change in designation	As per the resolution set out in this Notice read with Explanatory Statement hereto.		
Skills and capabilities required for the role of an Independent Director	<ul style="list-style-type: none"> Understanding of Regulatory, Legal and Compliance requirement. Financial and Management skills. Risk Management. Corporate Governance. Personal Values and Leadership. Integrity and ethical standards. 		

Manner in which the proposed person meets such skills and capabilities	Please refer to the Explanatory Statement forming part of this Notice.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	Shri Bachh Raj Nahar shall continue to be paid and Shri Pandanda Kariappa Madappa, Smt. Kiran Aggarwal shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

(*)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.)

February 2, 2024

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

(Nitin Arora)
Company Secretary



BIRLA CABLE LIMITED

CIN: L31300MP1992PLC007190

Registered Office: Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India

Telephone No: (07662) 400580 • Fax No.: (07662) 400680

Email: headoffice@birlacable.com • Website: www.birlacable.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.:

- (1) Name and Registered address of sole/first named Shareholder :
- (2) Name(s) of the Joint holder(s), (if any) :
- (3) Registered Folio No./DP & Client ID No. :
- (4) Number of share(s) held :

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for Special Business as stated in the Postal Ballot Notice dated February 2, 2024 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate column below:

Sl. No	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company.			
2.	Continuation of directorship of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company, on attaining the age of seventy-five (75) years during the tenure of his appointment.			
3.	Appointment of Shri Pandanda Kariappa Madappa (DIN: 00058822) as a Non-Executive Independent Director of the Company.			
4.	Appointment of Smt. Kiran Aggarwal (DIN: 06991807) as a Non-Executive Independent Woman Director of the Company.			

.....
(Signature(s) of the Shareholder(s)/Authorised Representative)

Date :

Place :

Electronic Voting Particulars:

EVSN	USER ID	PASSWORD
240206007		

NOTE: In terms of SEBI Master Circular dated July 11, 2023, "Individual Shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by Birla Cable Limited ("Company"). However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. The Postal Ballot shall not be exercised by a Proxy.
4. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall be considered 'invalid'.
6. A Member need not use all his votes nor cast all his votes in the same way.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
9. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
 - a. It has not been signed by or on behalf of the Member;
 - b. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository Participant, as the case may be;
 - c. It is not possible to determine without any doubt the assent or dissent of the Member;
 - d. Neither assent nor dissent is mentioned;
 - e. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - f. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - g. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - h. Member has made any amendment to the resolution or imposed any condition while exercising the vote.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of business hours at 5.00 P.M (IST) on Thursday, March 21, 2024. The Postal Ballot Forms received post 5.00 P.M. on Thursday, March 21, 2024 and onwards will be treated as 'invalid'.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
12. A Member desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, www.birlacable.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5.00 P.M. on Thursday, March 21, 2024.
13. The Company is also offering e-Voting facility to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members desiring to opt for e-Voting are requested to follow the procedure as stated in Notes to the Postal Ballot Notice read together with instructions given thereunder.
14. Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
15. The result of the Postal Ballot including e-Voting shall be declared on or before Saturday, March 23, 2024 at the Registered Office of the Company.
16. The Scrutiniser's decision on the validity of Postal Ballot / e-Voting shall be final.



BUSINESS REPLY ENVELOPE

BR Permit No. : MH/BY/NE/BR/238/23-24
Tagore Nagar, P.O., Mumbai - 400 083.



To,
Shri Rajesh Kumar Mishra
Practicing Company Secretary
Scrutinizer
C/o : LINK INTIME INDIA PRIVATE LIMITED
Unit : **BIRLA CABLE LIMITED**
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.