

Ref : UCL/SEC/2019-20

6th August, 2019

<p>BSE Limited Corporate Relationship Department Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p> <p>Scrip Code : 504212</p>	<p>National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051</p> <p>Scrip Code : UNIVCABLES EQ</p>
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Dear Sir,

Sub: Proceedings of 74th Annual General Meeting

We would like to inform you that the 74th Annual General Meeting (AGM) of Members of Universal Cables Limited was held on 5th August, 2019 at 4.30 P.M. at the registered office of the Company at P.O. Birla Vikas, Satna - 485005 (M.P.).

In accordance with the Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 74th Annual General Meeting of the Company is enclosed herewith for your kind information.

Please find the same in order and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Universal Cables Limited



(Sudeep Jain)

Company Secretary

Encl: As above



**BRIEF PROCEEDINGS OF THE 74TH ANNUAL GENERAL MEETING OF
UNIVERSAL CABLES LIMITED HELD ON 5TH AUGUST, 2019**

The 74th Annual General Meeting of the members of the Company was held on 5th August, 2019 at 4.30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

Shri Harsh V. Lodha, Chairman of the Company took the Chair and presided the Meeting in accordance with the Article 96 of the Articles of Association of the Company.

Shri Dinesh Chanda, Director and Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee and Shri Y.S.Lodha, Managing Director & Chief Executive Officer of the Company were also present at the Meeting.

Fifty One (51) members were present in person including Nine (9) body corporate members present through their authorised representatives and none of the members was represented through proxy. There was one member's representative who attended the meeting but without proxy.

The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, Secretarial Standard on General Meetings (SS-2) issued under Section 118(10) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, with respect to calling, convening and conducting the Annual General Meeting.

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited Standalone Financial Statements for the year ended 31st March, 2019; Audited Consolidated Financial Statements for the year ended 31st March, 2019; Independent Auditors' Report on the Audited Standalone and Consolidated Financial Statements of the Company; Secretarial Audit Report; Notice in writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Kavita A. Sharma for the office of Director of the Company; and Memorandum and Article of Association of the Company were open for inspection and accessible by the members having a right to attend the Meeting during the continuance of the Meeting.

The Chairman informed the members that pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies



(Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided to its members the facility of Remote e-Voting to exercise their right to vote by electronic means in respect of the business to be transacted at the Seventy Fourth Annual General Meeting. The Remote e-Voting commenced on 1st August, 2019 at 9:00 a.m. and ended on 4th August, 2019 at 5:00 p.m. Shri Rajesh Kumar Mishra, Practising Company Secretary or failing him Shri R.S. Bajaj, Practising Company Secretary was appointed as Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner. The facility for voting through Ballot process by distributing ballot/poll paper was also provided to put every Resolution to vote through a ballot process in respect of all items of the businesses to be transacted at the 74th Annual General Meeting (AGM) of the Company as contained in Notice dated 16th May, 2019 read with Explanatory Statement annexed thereto and forming a part of said Notice for all those members/designated proxies who were present at the AGM but did not cast their votes by availing the Remote e-Voting facility. Shri Rajesh Kumar Mishra, Practising Company Secretary and Shri Prashant Nayak, Practising Chartered Accountant, were appointed and acted as Scrutinizers to scrutinize the voting through ballot/poll process at the Meeting in fair and transparent manner.

The Chairman apprised the members about the financial performance of the Company during the financial year 2018-19 and the prevailing business condition of power cables and capacitors industry and business affairs of the Company.

The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. The queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and the Director/Managing Director present in the Meeting.

The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Businesses as per Notice of the 74th AGM of the Company. All the 7 (Seven) resolutions as stated below were moved for consideration and approval of the Members:

ORDINARY BUSINESS:

1. Resolution No.1: Ordinary Resolution

- (a) Adoption of the audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.



- (b) Adoption of the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of the Auditors thereon.

2. **Resolution No. 2: Ordinary Resolution**

Declaration of Dividend at the rate of ₹ 2.00 (Rupees Two only) per equity share of face value of ₹ 10/- (Rupees Ten only) each fully paid-up for the financial year ended 31st March, 2019.

3. **Resolution No. 3: Ordinary Resolution**

Re-appointment of Shri Bachh Raj Nahar (DIN: 00049895) as Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

4. **Resolution No. 4: Special Resolution**

Re-appointment of Dr. Kavita A. Sharma (DIN : 07080946) as an Independent Director, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 6th February, 2020 to 5th February, 2025.

5. **Resolution No. 5: Ordinary Resolution**

Ratification of remuneration to be paid to Messrs Sabyasachi & Co., Cost Accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2020.

Being interested in the remaining two resolutions concerning the remuneration/compensation by way of profit related commission or otherwise, as permissible, to Non-Executive Directors including Independent Directors; and to Shri Harsh V. Lodha, without prejudice to his voting rights on the Resolutions, he entrusted the conduct of the proceedings in respect of these two items of Special Businesses to Shri Y.S.Lodha, Managing Director & Chief Executive Officer with the consent of Shri Dinesh Chanda, Director and all Members present in the Meeting.

Shri Y.S.Lodha accordingly took the Chair and then moved the following resolutions:

6. **Resolution No. 6: Ordinary Resolution**

Payment of remuneration/compensation by way of profit related commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company.



7. Resolution No. 7: Special Resolution

Payment of annual remuneration/compensation for the financial year 2019-20, by way of profit related commission or otherwise as permissible to Shri Harsh V. Lodha (DIN: 00394094), Non-Executive Chairman of the Company, which may exceed fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors of the Company.

Shri Y.S.Lodha then requested Shri Harsh V. Lodha, Chairman to resume the chair for rest of the proceedings of the Meeting. Accordingly, Shri Harsh V. Lodha took the Chair and presided over the meeting again.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the seven (7) Resolutions for the Ordinary as well as Special Businesses as set out under Item No(s). 1, 2, 3, 4, 5, 6 and 7 of the Notice as aforesaid, but before commencement of polling, the Chairman requested the Scrutinizers to show the empty Ballot Box to the Members and then lock the Ballot box appropriately. The Chairman then requested the Members and Proxies present in the Meeting to cast their vote(s) and put the ballot papers in the Ballot Box, if they have not voted through Remote e-Voting facility made available by the Company. The Chairman categorically informed the members that any member, who has already exercised his/her votes through Remote e-Voting, is prohibited to vote through ballot process (poll) at the Meeting, and his/her vote, if any, cast at the Meeting shall be treated as invalid.

After completion of poll process, the Chairman informed the members that based on consolidated Scrutinizer's Report, the combined results of Remote e-Voting and voting through a ballot process (poll) at the Meeting will be declared on 6th August, 2019 at 4.00 p.m. by a person duly authorized by him, who shall counter sign the same, at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

For Universal Cables Limited




(Sudeep Jain)
Company Secretary