

UNIVERSAL CABLES LIMITED

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
 Phone : 07672-257121 to 257127, 414000 • Fax : 07672-257131
 E-Mail : headoffice@unistar.co.in • Website : www.unistar.co.in
 CIN-L31300MP1945PLC001114

Ref : UC/SH/OPP/2045

07.08.2014

BSE Limited

Phiroze Jeejeebhoy Towers,
 Dalal Street,
 Mumbai 400 023

National Stock Exchange of India Limited

Exchange Plaza,
 Plot No. C/1, G Block,
 Bandra-Kurla Complex
 Bandra (E), Mumbai - 400 051

Re: - BSE - Scrip Code 504212, NSE - Scrip ID - UNIVCABLES

Sub: Results of the Postal Ballot

Dear Sir,

This is with reference to the Notice of Postal Ballot dated 21 June, 2014, sent to the members of the Company seeking their approval by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the Resolutions as specified in the said Notice.

The last date for casting of vote through e-voting and of receipt of the Postal Ballot Forms, duly completed and signed by the Members was 31st July, 2014 upto 5.30 pm. Mr. Ashish C. Bhatt, Company Secretary in Practice, the Scrutinizer has submitted his report dated August 2, 2014 on the Postal Ballot. The results of the Postal Ballot as follows were announced on Tuesday, 5th August, 2014 at the Registered Office of the Company:

Resolution No. 1:

| Particulars | No. of Shares (through Postal Ballot) | No. of Shares (through eVoting) | Total No. of shares | % of Total Net Valid Votes (in percentage) |
|---|---------------------------------------|---------------------------------|---------------------|--|
| Total No. of Votes received | 8794587 | 6874840 | 15669427 | Not Applicable |
| Less: No. of Invalid Votes | 1007 | *142879 | 143886 | Not Applicable |
| Net valid number of votes cast | **8793580 | 6731961 | 15525541 | 100.000 |
| Total No. of Votes cast in favour of the Resolution. | 8789887 | 6438287 | 15228174 | 98.09 |
| Total No. of Votes cast against the Resolution | 3173 | 293674 | 296847 | 1.91 |

Note * One Shareholder has voted in both E-voting and Physical Postal Ballot for 142879 Shares, hence it is taken as invalid in E-voting and counted in physical voting only.

** In Physical Postal Ballot 2 Shareholders casted 520 votes less than eligible votes.



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Resolution No. 2:

| Particulars | No. of Shares (through Postal Ballot) | No. of Shares (through eVoting) | Total No. of shares | % of Total Net Valid Votes (in percentage) |
|---|---|--|------------------------|---|
| Total No. of Votes received | 8794587 | 6874840 | 15669427 | Not Applicable |
| Less: No. of Invalid Votes | 1007 | *142879 | 143886 | Not Applicable |
| Net valid number of votes cast | **8793580 | 6731961 | 15525541 | 100.000 |
| Total No. of Votes cast in favour of the Resolution. | 8789777 | 6438287 | 15228064 | 98.08 |
| Total No. of Votes cast against the Resolution | 3283 | 293674 | 296957 | 1.92 |

Note * One Shareholder has voted in both E-voting and Physical Postal Ballot for 142879 Shares, hence it is taken as invalid in E-voting and counted in physical voting only.

** In Physical Postal Ballot 2 Shareholders casted 520 votes less than eligible votes.

Accordingly, both the Special Resolutions as mentioned in the Notice of Postal Ballot dated 21st June, 2014 have been passed by the requisite majority.

Details of Results of Postal Ballot (including eVoting) as per Clause 35A of the Listing Agreement:

Pursuant to Clause 35A of the Listing Agreement; please find below details regarding the Postal Ballot result declared on Tuesday 5th August, 2014:

| | |
|---|---|
| Date of the AGM/EGM | N.A. (The resolutions were passed through Postal Ballot including e-Voting) |
| Total number of shareholders on record date | 11401 |
| No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | N.A |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public: | N.A |



Resolution No. 1 in the Notice of Postal Ballot dated 21st June, 2014:

| | |
|----------------------|--|
| Detail of the Agenda | <p>“RESOLVED that pursuant to Section 180(1)(c), 180(2) and other applicable provisions of the Companies Act, 2013, as amended from time to time, read together with Articles of Association of the Company and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to borrow any sum or sums of money from time to time and in any manner, whether as rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities or in any other form and upon such terms and conditions with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company’s Bankers / Lenders in the ordinary course of business) may exceed, at any time, the aggregate of paid-up share capital of the Company and its free reserves, provided however that the total amount so borrowed by the Board and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 1,000 Crores (Rupees One Thousand Crores only).</p> <p>RESOLVED FURTHER that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds, and things to sign and execute all such documents, deeds, application, instruments and writings on behalf of the Company as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or any Director or any other Officer of the Company or any other person.”</p> |
| Resolution required | Special Resolution |
| Mode of voting | Postal ballot including e-voting |



Details of Postal Ballot (including eVoting)

| Promoter/ Public | No. of shares held (1) | No. of votes polled # (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7)= [(5)/(2)]*100 |
|--------------------------------------|-------------------------------------|--|--|---|---|--|--|
| Promoter and Promoter Group | 12155664 | 12155406 | 99.99 | 12155406 | 0 | 100.00 | - 0 |
| Public – Institutional holders | 3383808 | 767755 | 22.69 | 337463 | 287413 | 43.95 | 37.44 |
| Public- Others | 7590785 | 2745746 | 36.17 | 2735305 | 9434 | 99.62 | 0.34 |
| Total | 23130254 | 15668907 | 67.74 | 15228174 | 296847 | 97.19 | 1.89 |

Resolution No. 2 in the Notice of Postal Ballot dated 21st June, 2014:

| | |
|----------------------|--|
| Detail of the Agenda | <p>“RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions and rules, if any, of the Companies Act, 2013, as amended from time to time, read together with Articles of Association of the Company and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to create and/or modify mortgage(s) / hypothecation(s) / pledge(s) / charge(s) / security in addition to the existing mortgages, hypothecations, pledge, charges or security created by the Company, on all or anyone or more of the movable / immovable properties or such other assets of the Company whether tangible, intangible or otherwise, wheresoever situated, both present and future on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Banks, Financial Institutions, Insurance Companies, Investment Institutions and other Lending/Investing Agencies, Mutual Funds, Trusts, other Bodies Corporate, Bodies/Trustees for holders of debentures / bonds and/or other instruments (hereinafter collectively referred to as “Lenders”) to secure all credit facilities, term loans including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed / to be availed by the Company and/or for any other purpose from time to time from any one or more of the aforesaid</p> |
|----------------------|--|



| | |
|---------------------|--|
| | <p>Lenders together with power to take over the management and control of the Company in certain events, provided that the total amount of Loans or credit facilities together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment of on redemption, cost, charge(s), expenses and all other moneys payable by the Company to such Lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the Lenders in respect of the said borrowing(s), in respect of which such mortgage(s) / hypothecation(s) / pledge(s) / charge(s) or security are created / to be created, shall not, at any time exceed the limit of Rs. 1,000 Crores (Rupees One Thousand Crores only).</p> <p>RESOLVED FURTHER that the Board be and is hereby authorised and shall always be deemed to have been so authorised to do all such acts, deeds, and things to sign and execute all such documents, deeds, application, instruments and writings on behalf of the Company as may be required and on such terms and conditions as it may consider necessary and expedient in its absolute discretion and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or any Director or any other officer of the Company or any other person.”</p> |
| Resolution required | Special Resolution |
| Mode of voting | Postal ballot including e-voting |

Details of Postal Ballot (including eVoting)

| Promoter/ Public | No. of shares held | No. of votes polled # | % of Votes Polled on outstanding shares (3) = [(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against (5) | % of Votes in favour on votes polled (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7)= [(5)/(2)]*100 |
|--------------------------------------|--------------------------|-----------------------------|--|--------------------------------|-------------------------------------|--|--|
| | (1) | (2) | | (4) | | | |
| Promoter and Promoter Group | 12155664 | 12155406 | 99.99 | 12155406 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 3383805 | 767755 | 22.69 | 337463 | 287413 | 43.95 | 37.44 |
| Public- Others | 7590785 | 2745746 | 36.17 | 2735195 | 9544 | 99.62 | 0.35 |
| Total | 23130254 | 15668907 | 67.74 | 15228064 | 296957 | 97.19 | 1.90 |

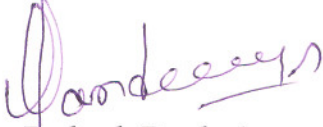


Accordingly, both the Special Resolutions as mentioned in the Notice of Postal Ballot dated **21st June, 2014** have been passed by the requisite majority.

This is for your information and record.

Thanking you,

For Universal Cables Limited



**(Om Prakash Pandey)
Company Secretary**

