

## **1. Further Issue of equity shares of the Company through Rights Issue**

“RESOLVED that pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and any other guidelines and clarifications issued by any other competent authority, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the “Stock Exchanges”) and subject to the permissions, consents, sanctions and approvals by any authority or institution, including but not limited to the bankers of the Company, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, by way of a Rights Issue, the equity shares of the face value of Rs.10/- each to the holders of equity shares as on a record date to be determined by the Board, or their renounee(s), including resident/foreign shareholders, Institutions, Non-resident Indians, Corporate Bodies, Trust, Societies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Foreign Portfolio Investors and Individuals (collectively, the “Investors”) on such terms and conditions as may be mentioned in the Letter of Offer to be issued by the Company for the purpose at such time or times, at such price or prices, including at a discount to the market price or prices in such manner and on such terms and conditions considering the prevalent market conditions at that time and such other consideration that the Board may, in its absolute discretion, decide that the aggregate value of such number of equity shares of the Company (including premium on face value of the equity shares of Rs. 10/-each) does not exceed Rs.65 crores (Rupees Sixty Five crores only) and that the holders of equity shares (excluding renounees) to whom the equity shares are being offered under the Rights Issue shall only be entitled to apply for additional equity shares and allotment of additional equity shares shall be made in such proportion as may be decided by the Board in its sole and absolute discretion.

FURTHER RESOLVED that all the new equity shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company except as may be otherwise provided pursuant to the terms of the Rights Issue in any of the Issue documents.

FURTHER RESOLVED that the Board be and is hereby authorised to allot the equity shares on basis of the application received as a result of offer from the existing equity shareholders and/ or renouncee and to dispose of equity shares remained unsubscribed, if any, in such manner not disadvantageous to the shareholders and the Company.

FURTHER RESOLVED that for the purpose of giving effect to the above Resolution including any offer, issue or allotment of equity shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the equity shares and proportion thereof, timing for issuance of such equity shares, issue price, premium on face value, if any, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting and/or standby, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to Letter of Offer and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, and other documents (in draft or final form) with any authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of equity shares including allotment of equity shares that are not subscribed and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds and disclosure thereof in accordance with applicable regulations/guidelines in force, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members of the Company.

FURTHER RESOLVED that the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee thereof or to any one or more executives of the Company.”

## **2. Appointment of and remuneration payable to Manager & Chief Operating Officer of the Company**

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to the approval of Central Government, if required, the consent of the Members of the Company be and is hereby accorded to the appointment of Shri Amitava Bose as Manager & Chief Operating Officer of the Company, for a period of three (3) years with effect from 5th May, 2015 to 4th May, 2018, on the terms and conditions including remuneration as specified in the Explanatory Statement annexed to the Notice, with the powers and liberty to the Board of Directors (which term shall be deemed to include the Nomination & Remuneration Committee of the Board) to alter, amend, vary and modify the terms and conditions of the appointment and/or remuneration in such manner as may be agreed to between the

Board of Directors and Shri Amitava Bose and to execute the Agreement in this regard with Shri Amitava Bose.

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to revise the remuneration as specified in the Explanatory Statement annexed to the Notice to the extent it may consider appropriate, subject to the overall ceiling in terms of Sections 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."



**UNIVERSAL CABLES LIMITED**

**CIN: L31300MP1945PLC001114**

Registered Office:

P.O. Birla Vikas, Satna (M.P.) – 485 005

Phone: (07672) 257121 to 257127 • Fax: (07672) 257131

E-mail: [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in) • Website: [www.unistar.co.in](http://www.unistar.co.in)

**POSTAL BALLOT FORM**

Sr.No:

- (1) Name & Registered address of the Sole/First named shareholder :
- (2) Name(s) of the Joint Shareholder(s) : if any
- (3) Registered Folio No./DP Id & Client Id No. :
- (4) No. of shares held :
- (5) I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 31<sup>st</sup> March, 2015 by sending my/our assent/dissent to the said Resolution(s) by placing a tick (√) mark in the appropriate column below:

Sl. No.	Description	Number of shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for further issue of equity shares of the Company through Rights Issue.			
2.	Special Resolution for appointment of and remuneration payable to Manager & Chief Operating Officer of the Company.			

\_\_\_\_\_  
Signature of the Shareholder

Place :

Date :

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>* Default PAN</b>
150406003	

\* Only those Members who have not updated their PAN with the Company / Depository Participant shall use "Default PAN" in the PAN field.

**NOTES:**

1. Each equity share of the Company carries one vote.
2. Please read carefully the instructions printed overleaf before exercising the vote.
3. Last date for receipt of Postal Ballot Form by the Scrutinizer :- 9<sup>th</sup> May, 2015

## INSTRUCTIONS FOR VOTING

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Universal Cables Limited (the "Company"). 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. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. 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 (as per the specimen signature registered with the Company) 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.
4. In the case of the equity shares 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 not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 9<sup>th</sup> May, 2015 upto 5.30 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 31<sup>st</sup> March, 2015 (cut-off date).
10. The result of the Postal Ballot will be declared on 13<sup>th</sup> May, 2015 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no.7 above.
14. Member need not use all his votes nor cast all his votes in the same way.