MP BIRLA GROUP

Universal Cables Limited

Regd. Office & Works :
P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
P : 07672-257121 to 257127, 414000
F : 07672-257131 · E : headoffice@unistar.co.in

Ref : UCL/SEC/2018-19

2nd July, 2018

BSE Limited Corporate Relationship Department Phiroz Jeejeebhoy Towers, Dalal Street, **Mumbai – 400 001** **Scrip Code: 504212**	**National Stock Exchange of India Ltd.** Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), **Mumbai – 400 051** **Scrip Code: UNIVCABLES EQ**

Dear Sir,

Subject : Intimation under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Notice of the 73rd Annual General Meeting of the Members of the Company to be held on Tuesday, 31st July, 2018 at 10.30 A.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

This is for your information and record.

Thanking you,

Yours faithfully,
For UNIVERSAL CABLES LIMITED

(Om Prakash Pandey)
Company Secretary

Encl: As above

UNIVERSAL CABLES LIMITED

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

NOTICE OF SEVENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Third Annual General Meeting of the Members of Universal Cables Limited will be held on Tuesday, the 31st July, 2018 at 10.30 A.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   (a) the audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
   (b) the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Shri Dilip Ganesh Karnik (DIN: 06419513), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th November, 2017 pursuant to Section 161 of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Shri Y.S.Lodha be and is hereby re-appointed as the Manager & Chief Executive Officer of the Company for a further period of three (3) years effective from 15th May, 2018 to 14th May, 2021, upon the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement, the main terms and conditions of which are described under Explanatory Statement attached to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), to be entered into between the Company and Shri Y.S.Lodha and submitted for approval to this Meeting, which Agreement is hereby specifically approved.

   FURTHER RESOLVED that the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this resolution) be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in allowances, perquisites and benefits, etc. effective from 1st April, each financial year and Performance Linked Bonus/Special Allowance for each financial year as considered appropriate from time to time notwithstanding the fact that the overall remuneration may exceed the limits prescribed for managerial remuneration under the applicable provisions of the Companies Act, 2013 and Schedule V appended thereto, as amended from time to time subject to requisite approval, if any, or otherwise as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Meeting and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement and/or remuneration, perquisites and benefits payable, as may be agreed to between the Board and Shri Y.S.Lodha, subject to such approval to the extent and in the manner as may be required.

   FURTHER RESOLVED that the Board or a duly constituted Committee thereof 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."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED that pursuant to the provisions of Section(s) 185, 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, governing provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Articles of Association of the Company, all other provisions of applicable laws, rules and regulations and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company

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(which expression shall be deemed to include a Committee thereof) to give/issue guarantee(s) or provide any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made (including other incidental obligations thereunder) for its principal business activities by Birla Furukawa Fibre Optics Private Limited (BFFOPL), a joint venture company, for an amount not exceeding in aggregate ₹ 100 Crores (Rupees One Hundred Crores only) notwithstanding that the aggregate of the guarantee(s) to be given or security to be provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

FURTHER RESOLVED that the Board of Directors of the Company or a Committee thereof or any of their delegates, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to giving/issuing any guarantee(s) or providing any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made by BFFOPL from its Bankers/Lenders, sign and execute such deeds, agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Regulation 23 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto, all other provisions of applicable laws, rules and regulations and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall deemed to include a Committee thereof) to enter into agreement(s)/contract(s)/arrangement(s)/transaction(s) with Birla Furukawa Fibre Optics Private Limited (BFFOPL), a joint venture company, being a Related Party as defined under the Companies Act, 2013 and Listing Regulations, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc.,carrying out/availing job work, availing/rendering of marketing and other services, leasing or sub-leasing of land and factory buildings/office premises/godowns/facilities, reimbursement and/or recovery of cost or other obligations, giving/issuing guarantee(s) or providing any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made (including other incidental obligations thereunder) by BFFOPL or any other transaction, the value of which either singly or all taken together shall not exceed in aggregate ₹ 200 Crores (Rupees Two Hundred Crores only) per financial year, on such terms and conditions as may be mutually agreed between the Company and BFFOPL.

FURTHER RESOLVED that the Board of Directors of the Company or a Committee thereof or any of their delegates, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things in relation to above and approve the aforesaid agreements/contracts/arrangements/transactions including giving/issuing any guarantee(s) or providing any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made by BFFOPL from its Bankers/Lenders and sign and execute such deeds, agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes thereon and reimbursement of out of pocket expenses as fixed by the Board of Directors and to be paid to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369) who are appointed as Cost Auditors of the Company by the Board of Directors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2019, be and is hereby ratified and approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution."

Registered Office:
P.O. Birla Vikas
Satna – 485 005 (M.P.)

23rd May, 2018

By Order of the Board of Directors
for Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
2. Members of the Company had approved appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants, as the Statutory Auditors at the 72nd (Seventy Second) Annual General Meeting of the Company held on 24th July, 2017 for a term of five (5) consecutive years. The amended provisions of the Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 by the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, omitted the provisions relating to annual ratification of the Auditors with effect from 7th May, 2018. As such, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, M/s V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W) hold office for a consecutive period of five (5) years until the conclusion of 77th (Seventy Seventh) Annual General Meeting of the Company to be held for the financial year 2021-22 without following the requirement of ratification of their appointment every year.

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3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty eight (48) hours before the time fixed for commencement of the Meeting, i.e. by 10.30 A.M. on 29th July, 2018.

   A person shall not act as Proxy on behalf of members for more than fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend the Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in dematerialised form are requested to bring their DP I.D. and Client I.D. for easier identification of attendance at the Meeting.

5. During the period beginning twenty four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 25th July, 2018 to Tuesday, the 31st July, 2018 (both days inclusive) for the purpose of the Meeting and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.

7. If the dividend as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on or before 29th August, 2018 as under:-

   a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on 24th July, 2018; and

   b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 24th July, 2018.

   However, payment of dividend on 27,05,553 equity shares allotted under the Category 'C' of the Basis of Allotment in terms of Letter of Offer dated 14th September, 2015 concerning the Rights Issue, in respect of which an order of status quo passed by the Hon'ble High Court of Delhi is presently operative, shall be in accordance with further order of the Hon'ble Court.

8. Members holding shares in dematerilised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agents will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents.

9. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:

   (i) the change in the residential status on return to India for permanent settlement; and

   (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

10. The Company has transferred ₹ 10,71,738/- being the unpaid and unclaimed dividend amount for the year 2009-10 on 6th September, 2017 to the Investor Education and Protection Fund of the Central Government. Members who have so far not encashed their dividend warrants for the year ended 31st March, 2011 are requested to write to the Company or its Registrar & Share Transfer Agents, viz. M/s Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant. The details of such unpaid and unclaimed dividends has been uploaded on the Company's website www.unistar.co.in.

    During the year ended 31st March, 2018, the Company has transferred 302217 equity shares to the Investor Education and Protection Fund (IEPF) Authority in compliance of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

11. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2017-18 of the Company are being sent by email to all the members whose e-mail addresses (IDs) are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard/physical copy of the same. For

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members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members, who wish to update or register their e-mail addresses with the Company or with the Depository Participants, may use the Form for updation/registration available and can be downloaded from the Company's website: www.unistar.co.in. The Annual Report 2017-18 circulated to the Members of the Company will also be made available on the Company's website, www.unistar.co.in.

12. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
13. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE279A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar & Share Transfer Agents.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar & Share Transfer Agents.
15. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Directors/Manager & Chief Executive Officer seeking appointment/re-appointment at the Meeting are furnished in the Annexure to the Notice and forms part of the Notice. The Directors have furnished the requisite consent/declaration for their appointment/re-appointment.
16. Messers Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 continue to act in the capacity of Registrar & Share Transfer Agents for physical shares of the Company. Messers Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Registrar & Share Transfer Agents.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Meeting and as such all business may be transacted through remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot/polling paper shall also be made available at the Meeting and members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
18. The instructions for shareholders voting electronically are as under:
    (i) The voting period begins on Friday, the 27th July, 2018 at 9.00 a.m. and ends on Monday, the 30th July, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 24th July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
    (iii) Click on Shareholders/Members.
    (iv) 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.
    (v) Next enter the Image Verification as displayed and Click on Login.
    (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
    (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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 as mentioned in instruction (iv).

    (viii) After entering these details appropriately, click on "SUBMIT" tab.

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(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Universal Cables Limited on which you choose to vote.

(xii) On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

19. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. 24th July, 2018. However, voting rights with respect to 27,05,553 equity shares allotted under the Category 'C' of the Basis of Allotment in terms of Letter of Offer dated 14th September, 2015 concerning the Rights Issue, in respect of which an order of status quo passed by the Hon'ble High Court of Delhi is presently operative, shall be in accordance with further order of the Hon'ble Court.

20. The Company has appointed Shri Rajesh Kumar Mishra, Partner of M/s. R.K. Mishra & Associates, Company Secretaries in whole time practice or failing him Shri Prashant Nayak, Partner of M/s. Pradeep Nayak & Co., Chartered Accountants in whole time practice, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

21. The Company has appointed Shri Rajesh Kumar Mishra, Partner of M/s. R.K. Mishra & Associates, Company Secretaries in whole time practice and Shri Prashant Nayak, Partner of M/s. Pradeep Nayak & Co., Chartered Accountants in whole time practice, as Scrutinizers to scrutinize the voting through ballot/poll process at the Meeting in a fair and transparent manner.

22. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizers, by use of Ballot/Polling Paper for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

23. The Scrutinizer(s) shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.

24. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The results declared, alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.unistar.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 23rd May, 2018:

Item No. 4

The Board of Directors at its Meeting held on 15th November, 2017 has, based upon recommendation of the Nomination and Remuneration Committee, appointed Shri Dilip Ganesh Karnik (DIN: 06419513) as an Additional Director of the Company with effect from 15th November, 2017. Pursuant to Section(s) 149 and 161 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 140 of the Articles of Association of the Company, he holds office as such upto the date of this Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its Meeting held on 23rd May, 2018, recommended the appointment of Shri Dilip Ganesh Karnik as a Director of the Company, liable to retire by rotation. The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Dilip Ganesh Karnik for the office of Director of the Company.

Shri Dilip Ganesh Karnik is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The information/details of Shri Dilip Ganesh Karnik pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in the Annexure to the Notice.

Save and except Shri Dilip Ganesh Karnik, being an appointee, none of the other Directors/Manager/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice. The relatives of Shri Dilip Ganesh Karnik may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Shri Dilip Ganesh Karnik is not related to any Director of the Company.

The Board commends the Ordinary Resolution set out at Item No.4 of the accompanying Notice for approval of the Members of the Company.

Item No. 5

The Members at the Annual General Meeting of the Company held on 24th July, 2015, had appointed Shri Y.S.Lodha as Manager & Chief Executive Officer of the Company for a period of three (3) years with effect from 15th May, 2015 to 14th May, 2018. Having regard to the qualifications, experience and association of Shri Y.S.Lodha with the Company and considering the overall performance of the Company and its growth during his tenure, the Board of Directors ("the Board") upon the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 7th February, 2018 has, subject to the approval of Members, re-appointed Shri Y.S.Lodha as the Manager & Chief Executive of the Company for a further period of three (3) years effective from 15th May, 2018 to 14th May, 2021. The Board has also approved the remuneration, perquisites and other benefits payable to Shri Y.S.Lodha as the Manager & Chief Executive Officer based on the approval of the Nomination and Remuneration Committee. The broad particulars of remuneration, perquisites and other benefits payable to and other principal terms and conditions of his re-appointment as contained in the draft Agreement to be entered into between the Company and Shri Y.S.Lodha are as under:

I. Tenure of Re-appointment:

Three (3) years with effect from 15th May, 2018 to 14th May, 2021.

II. Remuneration:

(1) **Basic Salary:** ₹ 4,05,000/- (Rupees Four Lakhs Five Thousand only) per month with such annual increments which will be effective from 1st April each financial year, as may be approved by the Board of Directors of the Company based on the recommendation/ approval of the Nomination and Remuneration Committee.

(2) **Performance Linked Bonus/Special Allowance:** Such amount as may be considered appropriate from time to time and approved by the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee, for each financial year.

(3) **Allowances and Perquisites:** In addition to the Basic Salary and Performance Linked Bonus/Special Allowance as outlined above, the Manager & Chief Executive Officer shall be entitled to allowances and perquisites/benefits as under:

(i) **House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary. In addition, the expenditure incurred on furnishing, repairs/upkeep and maintenance, society charges and utilities (e.g. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis.

(ii) **Medical Benefits:** Payment/reimbursement of medical expenses incurred for self and family (including premium paid on mediclaim/health insurance policies, whether in India or abroad) in accordance with the Rules of the Company.

(iii) **Leave Travel Allowance/Assistance:** For self and family, once in a year, in accordance with the Rules of the Company.

(iv) **Club Fees:** Payment/reimbursement of club fees for not more than one club in India, excluding admission and life membership fees.

(v) **Personal Accident Insurance Premium:** As per Rules of the Company.

(vi) **Contribution to Provident Fund and Superannuation Fund:** As per the Rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time.

(vii) **Contribution to National Pension Scheme (NPS):** Contribution to NPS subject to a maximum of 10% of the Basic Salary, if permissible, as per Rules of the Company.

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(viii) **Gratuity:** As per Rules of the Company as applicable from time to time.

(ix) **Leave Encashment:** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with the Rules of the Company.

(x) **Other Perquisites, Benefits & Allowance(s):** As per Rules of the Company as may be available to other senior executives of the Company and/or as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

(xi) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites –

(a) Provision of Company's car with driver for official use.

(b) Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone/communication expenses at residence including payment of local calls and long distance official calls.

Explanation(s):

(a) Family mentioned above means the spouse and dependent children of the Manager & Chief Executive Officer.

(b) The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactments(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(c) The Company's contribution to or provision for provident fund, pension including National Pension Scheme (NPS), superannuation or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of unavailed accumulated privilege leave at the end of the tenure, as per the relevant rules of the Company, shall not be included in the computation of the ceiling on remuneration which includes Basic Salary, Performance Linked Bonus/Special Allowance, if any, Allowances and Perquisites/Benefits, etc.

(d) For the purpose of payment gratuity, Company's contribution to superannuation or annuity fund and leave encashment benefits, the services of Shri Y.S.Lodha will be considered continuous service with the Company from the date he joined the services of associate/sister concern(s) or this Company in any capacity from time to time and termination of this Agreement followed by an immediate renewal thereof or execution of a fresh agreement will not be considered as any break in the service.

(e) The Manager & Chief Executive Officer shall be entitled to be paid/reimbursed by the Company all travelling, board and lodging during business trips, entertainment and other out-of-pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses including travelling, board and lodging relating to spouse accompanying on any official domestic and overseas business trips or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time.

(4) **Overall Remuneration:** The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board is entitled to revise the remuneration payable to the Manager & Chief Executive Officer at any time, such that the aggregate of Basic Salary (inclusive of annual increments, if any), Performance Linked Bonus/Special Allowance, if any, Allowances and Perquisites/Benefits, etc. in any financial year shall not exceed the overall ceiling as prescribed and to the extent applicable pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s), re-enactment thereof or any amendment made thereto.

(5) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Manager & Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company will pay remuneration including Perquisites/Benefits as specified above, subject to requisite approval, if applicable, or in the alternative pay remuneration to Shri Y.S.Lodha in accordance with governing provisions of Section II of Part II of Schedule V read with Section 196 and 197 and other applicable provisions of the Companies Act, 2013 or any amendments thereto as notified from time to time.

III. Other Conditions:

(a) Shri Y.S.Lodha, in the capacity of Manager & Chief Executive Officer, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(b) In addition to his present re-appointment as Manager & Chief Executive Officer of the Company, Shri Y.S.Lodha had also been appointed/re-appointed as Managing Director of an associate company viz. Vindhya Telelinks Limited. He would receive remuneration from Vindhya Telelinks Limited as well on holding the managerial position of Managing Director, provided that subject to the provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013, the total remuneration drawn by him from both the companies shall not generally exceed the higher of maximum limit admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013 and in case the total remuneration from both the companies exceeds the limit as above, the same shall be subject to requisite approval, if any, to the extent and in the manner as may be required.

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(c) Shri Y.S.Lodha shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board of Directors in connection with and in the best interest of the business of the Company.

(d) The terms and conditions of the Agreement for re-appointment of Shri Y.S.Lodha as Manager & Chief Executive Officer of the Company may be altered, varied, modified or amended and/or remuneration payable to him (including salary, Performance Linked Bonus/Special Allowance, if any, allowances, perquisites and benefits) as set out herein may be increased/enhanced from time to time by the Board of Directors of the Company or the Nomination and Remuneration Committee as it may, at its discretion deem fit, subject to overall ceiling, if any, in terms of Section 197 read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force. In the event that during the tenure of present Agreement, the statutory restrictions contained in the Companies Act, 2013/corporate laws are removed or amended by the Central Government, the Board of Directors of the Company and/or the Nomination and Remuneration Committee shall be at liberty to decide such increase in remuneration, Performance Linked Bonus/Special Allowance, if any, allowances, perquisites and other benefits as may be deemed appropriate.

(e) The Company shall indemnify Shri Y.S.Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including but not limited to legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.

(f) The Agreement may be terminated by either Party (the Company or Shri Y.S.Lodha) by giving to other Party six calendar months prior notice in writing of such termination or the Company paying six months remuneration (including Allowances and Perquisites/ benefits) in lieu of the notice to Shri Y.S.Lodha.

(g) The said draft Agreement also contain further terms and conditions as to power and authority of Shri Y.S.Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y.S.Lodha, etc.

The following statement of information for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013.

A. General Information:

1. **Nature of Industry:**

   Manufacturing and marketing of Power Cables and Capacitors and associated turnkey project activities.

2. **Date of commencement of Commercial Production:**

   The Company commenced its commercial production on 16th February, 1964.

3. **Financial Performance:**

(₹ in lakhs)

Particulars	**2017-18**	2016-17	2015-16
Gross Revenue	**122018.21**	90878.69	84105.84
Earning before Finance Costs, Depreciation and Tax	**11797.27**	8609.20	8618.47
Finance Costs	**5343.26**	4397.12	5117.48
Profit before Depreciation and Tax	**6454.01**	4212.08	3500.99
Depreciation and Amortization	**2090.23**	1889.16	1765.19
Profit before Tax	**4363.78**	2322.92	1735.80
Tax Expenses/(Credit)	**169.32**	(587.73)	(219.15)
Net Profit	**4194.46**	2910.65	1954.95
Paid-up Equity Share Capital	**3469.83**	3469.83	3469.83
Earnings Per Equity Share (₹)	**12.09**	8.39	6.90

4. **Foreign Investments or Collaborations, if any:**

   The Company has not made any foreign investments or collaborations.

B. Information about the Appointee:

1. **Background details:**

   Shri Y.S.Lodha is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than 31 (thirty one) years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers base. He has a proven track record built over a period of more than three decades of delivering and exceeding objectives by building strong organisations and developing and executing effective go market strategies besides experience in starting and bringing to fruition start-up companies and diversifying into emerging businesses. His strength also includes strong relationship management, international alliances/ tie-ups and business development.

2. **Past Remuneration:**

   ₹ 76.86 lakhs per annum comprises of Basic Salary ₹ 3.33 lakhs per month besides House rent allowance, perquisites and other benefits in accordance with Company's practice, rules and regulations in force from time to time.

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3. **Recognition or awards:**

   None to mention.

4. **Job profile and his suitability:**

   Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof or amendment(s) thereto), Shri Y.S.Lodha is entrusted with the management of the whole or substantially the whole of the affairs of the Company. Shri Y.S.Lodha shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him in connection with and in the best interest of the business of the Company.

   The profits and overall financial performance of the Company have been improving consistently during the tenure of Shri Y.S.Lodha as the Manager & Chief Executive Officer of the Company. The growth in the Company's operations can, to a large extent, be attributable to the dynamism and relentless efforts of Shri Y.S.Lodha under the guidance of the Board of Directors. Having regard to the qualifications of Shri Y.S.Lodha, competence, experience and level of responsibility held during his career spanning more than 31 years in various cable companies all belonging to M.P. Birla Group, he is best suited for the position of the Manager & Chief Executive Officer of the Company.

5. **Remuneration Proposed:**

   Please refer to the details given hereinabove and forming part of the Explanatory Statement to the proposed Resolution.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

   Taking into consideration the size and nature of business of the Company, qualification, competence and rich & wide experience of Shri Y.S.Lodha as also his longstanding association with M.P. Birla Group for more than three decades and compared to the remuneration packages of similarly placed personnel in comparable other companies and further taking into consideration the financial position of the Company, market trends and industry standards to such similar position, the Nomination & Remuneration Committee accorded its approval for the remuneration as proposed hereinabove.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

   Except the payment of remuneration as proposed and detailed hereinabove as Manager & Chief Executive Officer of the Company, Shri Y.S.Lodha has no other pecuniary relationship with the Company or relationship with any managerial personnel. Shri Y.S.Lodha does not hold any shares of the Company.

C. Other Information:

1. **Reasons for Loss or inadequate Profits:**

   The Company has achieved the Gross Revenue of ₹ 122018.21 lakhs for the year ended 31st March 2018 as compared to ₹ 90878.69 lakhs for the previous year ended 31st March 2017. The Net Profit increased to ₹ 4194.46 lakhs for the year ended 31st March, 2018 as compared to ₹ 2910.65 lakhs for the previous year ended 31st March, 2017. However, the profits of the Company are not adequate for the purpose of managerial remuneration due to losses incurred in certain previous years.

2. **Steps taken or proposed to be taken for improvement:**

   To overcome the present hyper competitive and volatile business situation, the Company has taken certain steps such as re-structuring its business strategy by broadening its market base; better product mix; venturing into turnkey projects both for cables and capacitor banks; optimizing raw material consumption and production cost; rationalization of manpower; and borrowing at cheaper rates, etc. The Company is undertaking vigorous Working Capital management exercise to reduce the overall borrowings cost. The Company has a large capacity for manufacturing EHV cables and has also augmented its capacity for HV & MV cables, hence it is geared to meet the challenges of the growing demand.

3. **Expected increase in productivity and profits in measurable terms:**

   The Company has been constantly revamping its production facilities by adding sophisticated state-of-the-art Plant and Equipments from renowned global/domestic suppliers to retain its technical leadership and enabling the Company to gear up to meet the new challenges in the highly competitive cable industry with proper balancing of products and technology. Alongside, the Company continues to accord its focused attention on cost reduction, reduction of scrap, revenue/margin improvements in order to stay relevant in the industry. The Company largely caters to the power infrastructural segment which is clearly poised for robust growth. The Company is geared to capitalise this opportunity with its enhanced capacity and updated technology. This will go a long way in improving the sales and operational performance in the future years to come. However, in the present volatile scenario it is difficult to predict the profit in measurable terms.

D. Disclosures:

The Report of Corporate Governance in the Annual Report provides the details of remuneration of all Directors/Key Managerial Personnel and other information/details, as applicable.

Copy of the resolution passed by the Board of Directors in its Meeting held on 7th February, 2018, the draft of the Agreement referred hereinabove and Articles of Association of the Company are available for inspection by any member of the Company at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting and will also available for inspection at the Meeting.

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Shri Y.S.Lodha has rich & varied experience in the industry. It would be in the interest of the Company to re-appoint Shri Y.S.Lodha as the Manager & Chief Executive Officer of the Company. Accordingly, approval of the members is sought for passing the Special Resolution for re-appointment of Shri Y.S.Lodha as the Manager & Chief Executive Officer as set out at Item No. 5 of the accompanying Notice.

The information/details of Shri Y.S.Lodha pursuant to Secretarial Standard on General Meetings (SS-2) are provided herein as also in the Annexure to the Notice.

Save and except Shri Y.S.Lodha, being an appointee, none of the Directors/other Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice. The relatives of Shri Y.S.Lodha may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Shri Y.S.Lodha is not related to any Director of the Company.

The Board commends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

Item No. 6

Pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, the Company may give any guarantee or provide any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made by Birla Furukawa Fibre Optics Private Limited, a joint venture company, subject to approval of the Members by way of special resolution, provided that the loans/credit facilities/borrowings are utilised by the borrowing company for its principal business activities.

Birla Furukawa Fibre Optics Private Limited (BFFOPL) is a joint venture company formed by the Company alongwith Furukawa Electric Co., Ltd., Japan and engaged predominantly in the business of manufacturing and sale/trading of telecommunication grade Optical Fibre(s) and raw materials thereof.

The funding requirements of BFFOPL is currently met through internal accruals, term loans, borrowings, fund based and non-fund-based credit facilities sanctioned by its Bankers/Lenders secured/to be secured, interalia, by way of collateral security in the form of Guarantee(s) from the Joint Venturers viz. the Company and Furukawa Electric Co., Ltd., Japan. As per the Joint Venture Agreement executed by and between the Company and Furukawa Electric Co., Ltd., in the event of stipulation of Guarantee(s)/security by promoters/joint venturers as collateral by the Bankers/Lenders while providing term loans/credit facilities to BFFOPL, Furukawa Electric Co., Ltd. and the Company shall provide the required guarantee(s) or other similar collateral security in compliances thereto subject to such terms and conditions as mutually agreed to between the joint venturers. The Company is, therefore, required to give guarantee(s) and/or security(ies) in connection with the loans taken/to be taken, credit facilities availed/to be availed and borrowings made/to be made by BFFOPL in accordance with terms and conditions of the governing sanction letter(s) of such loans, credit facilities and borrowings read together with provisions contained in the said Joint Venture Agreement. BFFOPL shall use the term loans, borrowings and credit facilities, collaterally secured by way of guarantee(s)/ security(ies) from Joint Ventureres, for its business of manufacturing and sale/trading of telecommunication grade Optical Fibre(s) and raw materials thereof and the sale/services connected or incidental thereto (“Principal Business Activities”).

Shri Harsh V.Lodha, Director and Chairman of the Company is also Director and Chairman of BFFOPL and as such deemed to be an interested director within the meaning of clause (a) of the explanation to sub-section (2) of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017. Accordingly, giving/issuing guarantee(s) and/or providing any security by the Company as above requires approval of Members through Special Resolution pursuant to the provisions of Section 185 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017.

In terms of Section 102(2) of the Companies Act, 2013, the disclosure of shareholding of the Promoters of the Company in BFFOPL (to the extent of such shareholding is not less than two percent of the paid-up share capital of BFFOPL) is given below. Further, none of the Directors/Manager/Key Managerial Personnel of the Company holds any shares in BFFOPL.

Sl. No.	Name of the Promoter of the Company	Shareholding in BFFOPL (in %)
1	The Punjab Produce and Trading Company Private Limited	8.76
2	Baroda Agents and Trading Co. Pvt. Ltd.	4.76
3	Gwalior Webbing Company Pvt. Ltd.	2.00
4	Insilco Agents Limited	2.56
5	Augusts Agents Limited	2.56
6	Laneseda Agents Limited	2.60

Save and except Shri Harsh V. Lodha, Director and Chairman and Shri Y.S.Lodha, Manager & Chief Executive Officer of the Company, being Directors of BFFOPL, none of the other Directors/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice. The relatives of Shri Harsh V.Lodha and Shri Y.S.Lodha may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

The Board commends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

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Item No. 7

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain prior approval of the Members by an ordinary resolution in case certain related party transactions exceed such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in its ordinary course of business and on an arm's length basis. However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the Members through an ordinary resolution is required for all 'material' related party transactions, even if they are entered into in the ordinary course of business and on an arm's length basis. For this purpose, a related party transaction shall be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Birla Furukawa Fibre Optics Private Limited (BFFOPL) is a joint venture company formed by the Company alongwith Furukawa Electric Co., Ltd., Japan and engaged predominantly in the business of manufacturing and sale/trading of telecommunication grade Optical Fibre(s) and raw materials thereof. BFFOPL is a related party under the governing provisions of the Companies Act, 2013 and Listing Regulations.

The Company in its ordinary course of business sale, purchase, supply goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carrying out/availing job work, availing/rendering of marketing and other services, leasing or sub-leasing of land and factory buildings/office premises/godowns/facilities, reimbursement and/or recovery of cost or other obligations or other business transactions as mutually agreed between the Company and BFFOPL from time to time. These transactions are necessary, normal and incidental to business and also play a significant role in Company's business operations and are entered into generally in the ordinary course of business and on an arm's length basis. Further, as per the Joint Venture Agreement executed by and between the Company and Furukawa Electric Co., Ltd., in the event of stipulation of Guarantee(s)/security by promoters/joint venturers as collateral by the Bank(s)/ Lenders while providing term loan/credit facilities to BFFOPL, Furukawa Electric Co., Ltd. and the Company shall provide the required guarantee(s) or other similar collateral security in compliances thereto subject to such terms and conditions as mutually agreed to between the joint venturers. The Company is, therefore, required to give guarantee(s) and/or security(ies) in connection with the loans taken/to be taken, credit facilities availed/to be availed and borrowings made/to be madeby BFFOPL in accordance with terms and conditions of the governing sanction letter(s) of such loan, credit facilities, borrowings read together with the provisions contained in the said Joint Venture Agreement.

The estimated related party transactions with BFFOPL, individually or taken together with previous transaction(s) including aforesaid guarantee and/or security are likely to exceed ten percent of the annual consolidated turnover as per the last audited financial statements of the Company, being the materiality threshold as prescribed under the explanation to the Regulation 23(1) of the Listing Regulations. Regulation 23(4) of the Listing Regulations provides for obtaining approval of the Members by an ordinary resolution for entering into material related party transactions. In addition, since BFFOPL is a related party to the Company within the meaning of the Companies Act, 2013, the approval of Members of the Company is also required by passing an ordinary resolution pursuant to Section 188 of the Companies Act, 2013. All the agreements/contracts/arrangements/transactions to be entered into by the Company shall be in accordance with Related Party Transactions Policy of the Company.

The other particulars pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are summarised below:

Name of the Related Party	Nature of Transactions	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms and particulars of the contract or arrangement	Monetary value (In ₹)	Any other information relevant or important for the Members to take decision on the proposed resolution
Birla Furukawa Fibre Optics Private Limited (BFFOPL)	Sale, purchase, supply of any goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carrying out/ availing job work, availing/ rendering of marketing and other services, leasing or sub-leasing of land and factory buildings/ office premises/godowns/ facilities, reimbursement and/or recovery of cost or other obligations, issue of guarantee(s) or providing security in favour of Bankers/Lenders/ Debenture holders of BFFOPL to secure obligations of BFFOPL in respect of loan(s)/credit facilities or any other transactions.	Shri Harsh V. Lodha Shri Y.S.Lodha	Shri Harsh V. Lodha, Director and Chairman of the Company is also Director and Chairman of BFFOPL. Shri Y.S.Lodha, Manager & Chief Executive Officer of the Company is a Director of BFFOPL.	(a) The transactions as referred under the Column "Nature of Transactions" shall be as per commercial terms in line with business practices and comparable with unrelated parties. (b) Providing of guarantee(s)/ security to various Bankers/Lenders/ Debenture holders of BFFOPL as collateral security in connection with various loan(s)/ credit facilities availed/ to be availed by BFFOPL on terms and conditions agreed with respective Bankers/Lenders/ Debenture holders to secure obligations of BFFOPL in respect of such loan(s)/credit facilities.	Upto an amount not exceeding in aggregate ₹ 200 Crores either singly or all taken together including the guarantee(s) and/or security.	(a) The transactions are generally entered into in the ordinary course of business and on an arm's length basis. (b) Guarantee(s) to be issued/security to be provided as per terms and conditions agreed by BFFOPL with its Bankers/ Lenders/Debenture holders read together with the provisions contained in the Joint Venture Agreement.

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In terms of Section 102(2) of the Companies Act, 2013, the disclosure of shareholding of the Promoters of the Company in BFFOPL (to the extent of such shareholding is not less than two percent of the paid-up share capital of BFFOPL) is given below. Further, none of the Directors/Manager/Key Managerial Personnel of the Company holds any shares in BFFOPL.

Sl. No.	Name of the Promoter of the Company	Shareholding in BFFOPL (in %)
1	The Punjab Produce and Trading Company Private Limited	8.76
2	Baroda Agents and Trading Co. Pvt. Ltd.	4.76
3	Gwalior Webbing Company Pvt. Ltd.	2.00
4	Insilco Agents Limited	2.56
5	Augusts Agents Limited	2.56
6	Laneseda Agents Limited	2.60

As per Regulation 23 of the Listing Regulations and Section 188 of the Companies Act, 2013 all persons/entities falling under the definition/ meaning of related party shall abstain from voting on such Resolution irrespective of whether the person/entity is a party to the particular contract/arrangement/transaction or not.

Save and except Shri Harsh V. Lodha, Director and Chairman and Shri Y.S.Lodha, Manager & Chief Executive Officer of the Company, being Directors of BFFOPL, none of the other Directors/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice. The relatives of Shri Harsh V. Lodha and Shri Y.S.Lodha may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

The Board commends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

Item No. 8

The Board of Directors in its Meeting held on 23rd May, 2018, on the recommendation of the Audit Committee has appointed Messrs D. Sabyasachi & Co., Cost Accountants, as Cost Auditors at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes thereon and reimbursement of out of pocket expenses for conducting audit of the cost records of the Company for the financial year 2018-19 in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended to the extent apply and extend to the Company. As per the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration to be paid to the Cost Auditors is subject to ratification by the Members of the Company.

None of the Directors/Manager/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company.

Registered Office:
P.O. Birla Vikas
Satna – 485 005 (M.P.)

23rd May, 2018

By Order of the Board of Directors
for Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

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ANNEXURE TO THE NOTICE

Details of Directors/Manager & Chief Executive Officer seeking appointment/re-appointment in the Annual General Meeting to be held on 31st July, 2018.

Name of Director	Shri Harsh V. Lodha	Shri Dilip Ganesh Karnik
Date of Birth	13th February, 1967	10th May, 1950
Nationality	Indian	Indian
Age	51 years	68 years
Date of first appointment on the Board	24.04.1998	15.11.2017
Qualifications & Experience, Expertise	Shri Harsh V. Lodha, holds a Bachelor of Commerce Degree from Calcutta University and is a qualified Chartered Accountant. He possesses vast and varied experience of about 31 years in profession and industry. He has worked with Lodha & Co., Chartered Accountants, in the capacity as a partner from 1988 to 2008. He retired from the said firm as Joint Country Managing Partner in October 2008. He has served on various key positions of committee constituted by FICCI, ICAI, Department of Company Affairs, Reserve Bank of India. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar. He has also served as the Vice Consul of the Republic of Philippines for Eastern India.	Shri Dilip Ganesh Karnik, holds a Bachelor of Science Degree from University of Pune in the year 1969 and Gold medalist in Law from University of Pune. He was a practicing advocate from 1972 to 2001 and was elevated as Additional Judge of Hon'ble Bombay High Court on 12th October, 2001 and thereafter sworn in as permanent Judge on 4th October, 2004. He retired on 9th May, 2012 and is presently practicing as Arbitration and Legal Consultant.
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	Liable to retire by rotation. No remuneration except Sitting fees for attending Meeting(s) of Board of Directors.	Liable to retire by rotation. No remuneration except Sitting fees for attending Meeting(s) of Board of Directors.
Number of Shares held in the Company	18297 equity shares (include 2245 equity shares allotted in the Rights Issue of the Company on 20th October, 2015 under Category 'C' of the Basis of Allotment i.e. additional shares, in respect of which credit in the demat account has not yet been completed in view of the status quo order dated 18th November, 2015 passed by the Hon'ble High Court of Delhi.)	500 equity shares
Relationship with other Directors, Manger and other Key Managerial Personnel	None	None
Number of Board Meeting attended during the financial year 2017-18	Five (5)	One (1)
List of outside Directorships held*	Alfred Herbert (India) Ltd. Birla Corporation Ltd. Birla Cable Ltd. Hindustan Gum & Chemicals Ltd. J.K. Fenner (India) Ltd. Punjab Produce Holdings Ltd. Vindhya Telelinks Ltd. Baroda Agents & Trading Co. Pvt. Ltd. Birla Furukawa Fibre Optics Pvt. Ltd. East India Investment Co. Pvt. Ltd. Gwalior Webbing Co. Pvt. Ltd. Mazbat Investment Pvt. Ltd. Mazbat Properties Pvt. Ltd. Oneworld Resources Pvt. Ltd. Reliance Cement Co. Pvt. Ltd. Swiss India Financial Services Co. Pvt. Ltd. The Punjab Produce & Trading Co. Pvt. Ltd.	Birla Corporation Ltd. Vindhya Telelinks Ltd. ICICI Securities Primary Dealership Ltd. ICICI Prudential Asset Management Company Ltd. ICICI Prudential Life Insurance Company Ltd.

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Chairman/Member of the Committee of the Board of Directors of the Company	Chairman - Corporate Social Responsibility Committee	None
Chairman/Member of the Committee of the Board of Directors of other Companies	Chairman – (i) Stakeholders Relationship Committee of: - Birla Corporation Ltd. (ii) Corporate Social Responsibility Committee of: - Birla Corporation Ltd. - Hindustan Gum & Chemicals Ltd. - Reliance Cement Co. Pvt. Ltd. - The Punjab Produce & Trading Co. Pvt. Ltd.	Chairman – (i) Nomination & Remuneration Committee of: - ICICI Securities Primary Dealership Ltd. (ii) Corporate Social Responsibility Committee of: - ICICI Securities Primary Dealership Ltd.
	Member – (i) Committee of Directors of: - Birla Corporation Ltd. - Reliance Cement Co. Pvt. Ltd. (ii) Nomination and Remuneration Committee of: - Birla Corporation Ltd. - Reliance Cement Co. Pvt. Ltd. (iii) Audit Committee of : - Baroda Agents & Trading Co. Pvt. Ltd. - Gwalior Webbing Co. Pvt. Ltd. - The Punjab Produce & Trading Co. Pvt. Ltd.	Member – (i) Audit Committee of: - ICICI Securities Primary Dealership Ltd. (ii) Risk Management & I.T. Strategy Committee of: - ICICI Securities Primary Dealership Ltd. (iii) Corporate Social Responsibility Committee of: - ICICI Prudential Life Insurance Company Ltd. (iv) Customer Service & Policy Holders Protection Committee of: - ICICI Prudential Life Insurance Company Ltd. (v) Audit & Risk Management & I.T. Strategy Committee of: - ICICI Prudential Asset Management Company Ltd.

Name of Manager & Chief Executive Officer	Shri Y.S.Lodha
Date of Birth	3rd April, 1964
Nationality	Indian
Age	54
Date of first appointment on the Board	Not Applicable
Qualifications & Experience	Kindly refer Explanatory Statement to the Notice.
Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	As per the resolution at Item No. 5 of the Notice read with Explanatory Statement thereto.
Number of Shares held in the Company	Nil
Relationship with other Directors, Manger and other Key Managerial Personnel	None
Number of Board Meeting attended during the financial year 2017-18	Five (5) in the capacity of Manager & Chief Executive Officer
List of outside Directorships held*	Vindhya Telelinks Limited – Managing Director Birla Furukawa Fibre Optics Private Limited – Director Birla Visabeira Private Limited – Chairman
Chairman/Member of the Committee of the Board of Directors of the Company	Not Applicable
Chairman/Member of the Committee of the Board of Directors of other Companies	Member – Corporate Social Responsibility Committee of: Birla Furukawa Fibre Optics Private Limited

* 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.

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UNIVERSAL CABLES LIMITED

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	:
Registered address	:
E-mail Id	:
Folio No./DP Id & Client Id	:

I/We, being the member(s) of _____ equity shares of the above named Company, hereby appoint:

1. Name: _____ Address: _____
   E-mail Id: _____Signature:_____, or failing him;
2. Name: _____ Address: _____
   E-mail Id: _____Signature:_____, or failing him;
3. Name: _____ Address: _____
   E-mail Id: _____Signature:_____,

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventy Third Annual General Meeting of the Company to be held on Tuesday, the 31st July, 2018 at 10.30 A.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) and at any adjournment thereof in respect of the following resolutions:

Ordinary Business		*For	*Against
1	(a) Adoption of audited Financial Statements of the Company for the financial year ended 31st March, 2018 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 2018 and the Report of Auditors thereon.		
2	Declaration of dividend on equity shares for the financial year ended 31st March, 2018.		
3	Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as Director, who retires by rotation.		
Special Business			
4	Appointment of Shri Dilip Ganesh Karnik (DIN: 06419513) as a Director liable to retire by rotation.		
5	Re-appointment of Shri Y.S.Lodha as Manager & Chief Executive Officer.		
6	Approval for giving guarantee and/or providing security in connection with loan(s)/credit facilities/ borrowings of Birla Furukawa Fibre Optics Private Limited, a joint venture company.		
7	Approval for related party agreements/contracts/arrangements/transactions with Birla Furukawa Fibre Optics Private Limited, a joint venture company.		
8	Ratification of remuneration to be paid to Cost Auditors for the year ending 31st March, 2019.		

Signed this _____ day of _____ 2018

Signature of Shareholder: _____

Signature of Proxy holder(s) : _____

Affix Revenue Stamp

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) not less than FORTY EIGHT(48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Seventy Third Annual General Meeting.

*3. It is optional to put a '✓' in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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UNIVERSAL CABLES LIMITED

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

ATTENDANCE SLIP

SEVENTY THIRD ANNUAL GENERAL MEETING

Date of Meeting : 31st July, 2018

Folio No. / DP Id & Client Id	
Name and address of Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any	
Number of shares held	

I certify that I am member/proxy/authorised representative for the member(s) of the Company.

I hereby record my presence at the SEVENTY THIRD ANNUAL GENERAL MEETING of Universal Cables Limited being held on Tuesday, the 31st July, 2018 at 10.30 A.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.).

Signature of Member/Proxy/Authorised Representative

Note(s):

(1) Member/Proxy holder wishing to attend the Meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

(2) Member/Proxy holder desiring to attend the Meeting may bring his/her copy of the Annual Report for reference at the Meeting.

(3) Only Members of the Company and/or their proxy will be allowed to attend the Meeting.

NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN/Sequence No.
180618003	*

* Only Members who have not updated their PAN with Company/Depository Participant shall use default PAN (10 digit sequence number) which is printed on the address sticker at TOP.

Note: For e-voting, please read the instructions printed under the Note No. 18 of the Notice dated 23rd May, 2018 of the Seventy Third Annual General Meeting. The voting period begins on 27th July, 2018 at 9.00 a.m. and ends on 30th July, 2018 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

