UNISTAR®

UNIVERSAL CABLES LIMITED

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
Phone : 07672-257121 to 257127, 414000 • Fax : 07672-257131
E-Mail : headoffice@unistar.co.in • Website : www.unistar.co.in
PAN No. : AAACU3547P • CIN : L31300MP1945PLC001114

Ref : UCL/SEC/2016-17

19.07.2016

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 Sirs,

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 Annual General Meeting of the Members of the Company to be held on 19th August, 2016.

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-FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy-first Annual General Meeting of the Members of Universal Cables Limited will be held on Friday, 19th August, 2016 at 04.30 P.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 the audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. 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.
3. To ratify re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. 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 94 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the approval of the members of the Company be and is hereby accorded to keep, maintain and preserve Register of Members, Index of Members, Register of renewed and duplicate shares and/or any other Register required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, at the Office of the Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 or at any other place within the local limits of Mumbai (Maharashtra) under the custody of a person so authorised by the Board of Directors in this regard, instead of keeping, maintaining and preserving the said Registers/Index of Members at the Registered Office of the Company.

   RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to sign and submit such documents or forms or intimation, etc. and to do all such acts, deeds, matters and things as it may, in its sole discretion deem necessary, proper, desirable to give effect to this resolution."

5. 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 modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 1,00,000/- (₹ One Lac only) plus applicable Service Tax and reimbursement of out of pocket expenses as fixed by the Board of Directors and payable to Messrs D. Sabyasachi & Co., Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost accounts/records of the Company for the financial year ending 31st March, 2017, be and is hereby ratified and approved.

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

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

18th May, 2016

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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "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 THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING I.E. BY 04.30 P.M. ON 17TH DAY OF AUGUST, 2016.**

   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. A proxy form is annexed herewith.

3. Corporate Members intending to attend the Annual General Meeting through their authorised representative(s) are requested to send a certified true copy of the board resolution, power of attorney or such other valid authorisation authorizing their such representative(s) to attend and vote on their behalf at the meeting.

4. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 12th August, 2016 to Friday, the 19th August, 2016 (both days inclusive).

5. Messrs Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 continue to act in the capacity of Registrar & Share Transfer Agents for physical shares of the Company. Messrs 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.

6. 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.

7. 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.

8. The Notice of the Seventy-first Annual General Meeting alongwith the Attendance Slip, Proxy Form, Route Map to the venue of the Meeting and the Annual Report for the year ended 31st March, 2016 are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the aforesaid documents will also be available on the Company's website www.unistar.co.in.

9. All relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. 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 will be available for inspection at the Meeting (AGM).

10. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting are furnished and forms integral part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.

11. 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 such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in dematerialized form are requested to bring their DP Id and Client Id for easier identification of attendance at the Meeting.

12. Members desirous of obtaining any information on Financial Statements 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. The Company has transferred ₹ 9,60,905/- being the unpaid and unclaimed dividend amount for the year 2007-08 on 29th September, 2015 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, 2009 onwards, are requested immediately to write to the Company or Company's Registrar & Share Transfer Agents, viz. M/s Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant, if any. The Company has uploaded the details of unpaid and unclaimed amount lying with the Company on the website of the Company www.unistar.co.in.

14. **Voting through electronic means**

    I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through 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).

II. 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.

III. The instructions for shareholders for voting electronically are as under:-

(i) The voting period begins on 16th August, 2016 (9.00 a.m.) and ends on 18th August, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th August, 2016, 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.

(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.

(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 downloaded from Google Play Store. 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.

IV. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company prior to commencement of Book Closure date(s) for the Annual General Meeting i.e. 12th August, 2016. 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 a status quo order passed by the Hon'ble High Court of Delhi is presently operative, shall be in accordance with further orders of the Hon'ble Court.

V. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Pradeep Nayak, Chartered Accountant as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall, immediately 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 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.

VII. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.unistar.co.in and on the website of CDSL within 48 (forty eight hours) of passing of the resolutions at the Meeting (AGM) of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed viz. BSE Ltd. and National Stock Exchange of India Ltd.

ANNEXURE TO NOTICE

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 18th May, 2016:

Item No. 4

As per the provisions of Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the Register of Members and Index of Members, etc. are required to be maintained at the Registered Office of the Company unless a Special Resolution is passed in a general meeting authorising the keeping of the Registers and Index of Members at any other place in India in which more than one-tenth of the total members entered in the Register of Members reside and the Registrar of Companies has been given a copy of the proposed Special Resolution in advance to this effect.

Based on the geographic spread of the present shareholders base of the Company, it is ascertained that more than one-tenth of the total number of members entered in the Register of Members of the Company reside or having registered addresses at Mumbai thereby providing an option to the Company to keep the Register of Members, Index of Members and all other Registers pursuant to Section 88 at Mumbai instead of the Registered Office of the Company. In view of the above, as a measure of prompt service and facilitation of convenience to the Members of the Company, it is considered desirable to keep, maintain and preserve Register of Members and Index of Members, etc. at the Office of Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 or at any other place within the local limits of Mumbai (Maharashtra). A copy of the proposed Special Resolution as set out at Item No. 4 of the accompanying Notice is being forwarded in advance to the Registrar of Companies, Madhya Pradesh, Gwalior.

None of the Directors/Manager/Other Key Managerial Personnel of the Company /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 Board commends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

Item No. 5

Messrs D. Sabyasachi & Co., Cost Accountants, were appointed as Cost Auditors for the financial year ending 31st March, 2017 by the Board of Directors on the recommendation of the Audit Committee, at a remuneration of ₹ 1,00,000/- plus Service Tax as applicable thereon and reimbursement of out of pocket expenses in connection with audit of the cost accounts/records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board of Directors is required to be ratified subsequently by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

None of the Directors/Manager/Other Key Managerial Personnel of the Company /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 Board commends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

Details of Director seeking re-appointment in the ensuing Annual General Meeting scheduled to be held on 19th August, 2016.

Name of Director	Shri Harsh V. Lodha
Date of Birth	13.02.1967
Age	49 years
Date of Appointment	24.04.1998
Qualification & Experience	Shri Harsh V. Lodha, holds a Bachelor's Degree in Commerce from Calcutta University and is a qualified Chartered Accountant. He possess vast and varied experience of about 29 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.
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 been completed in view of the order dated 18th November, 2015 passed by the Hon'ble High Court of Delhi.)
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Number of Board meeting attended during the financial year 2015-16	4
List of outside Directorships held*	Alfred Herbert (India) Ltd. Birla Corporation Ltd. Birla Ericsson Optical Ltd. Hindustan Gum & Chemicals Ltd. J.K. Fenner (India) Ltd. Punjab Produce Holdings Ltd. Vindhya Telelinks Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Chairman - (i) Stakeholders Relationship Committee of Birla Corporation Ltd. (ii) Investors Grievance Committee of Alfred Herbert (India) Ltd. Member - (i) Audit Committee of Punjab Produce Holdings Ltd.

* Number of other Directorships held by the Director, as mentioned above, excludes Directorships in private limited companies, foreign companies, 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 and are based on the latest declarations received from the Director. The details of Committee Membership/Chairmanship is in accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and reflect the Membership/Chairmanship of the Audit Committee and Stakeholders Relationship Committee alone of all other public limited companies.

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

18th May, 2016

By Order of the Board of Directors
for Universal Cables Limited

(Om Prakash Pandey)
Company Secretary