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UNIVERSAL CABLES LIMITED

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
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E-Mail : headoffice@unistar.co.in • Website : www.unistar.co.in

Ref : UC/SH/KLS/2013

05.08.2013

The Asstt. Vice President,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G. Block,
Bandra-Kurla Complex, Bandra East,
Mumbai-400 051

Dear Sir,

Company's Scrip Code : UNIVCABLES-EQ

Sub: Proceeding of Annual General Meeting of the Company held on 9th July, 2013

Pursuant to Clause 31 (d) of our Listing Agreement with you, we send herewith a certified true copy of the Minutes of the Annual General Meeting of the Shareholders of the Company held on 9th July, 2013 at 11.00 A.M. at the Registered Office of the Company at Satna (M.P.).

We hope you will find the same in order

Thanking you,

Yours faithfully,
For Universal Cables Limited

Avanish Dwivedi
(Company Secretary)

Encl : As above

UNIVERSAL CABLES LIMITED

MINUTES OF THE SIXTY-EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY AT "BIRLA VIKAS" SATNA (M.P.) – 485 005 ON TUESDAY, THE 9TH JULY, 2013 AT 11.00 A.M.

PRESENT:

Shri Dinesh Chanda - Director

AND Thirty Seven (37) Members present in person including Twenty (20) Body Corporate Members present through their authorised representatives;

AND Seven (7) Members present by Proxy.

1. Since the Chairman of the Board was not present at the venue of Meeting till 11:15 A.M. and Dr. S.R. Jain, Chairman of the Audit Committee of the Board was also unable to attend the Meeting due to illness, Shri Dinesh Chanda, a Director of the Company and Member of the Audit Committee represented Dr. S.R. Jain in the Meeting and was elected as Chairman of the Meeting pursuant to Article 96(b) of the Articles of Association of the Company.

   Consequently, Shri Dinesh Chanda took the Chair and presided over the Meeting.

2. The Chairman welcomed the members and upon confirmation by the Company Secretary, declared that the requisite quorum was present and called the meeting to order.

3. The Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956, was produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to any person having right to attend the Meeting.

4. With the permission of the Members, the Notice convening the Meeting having already been circulated to the members was taken as read.

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5. The Chairman laid before the Meeting for its consideration, the Audited Balance Sheet of the Company as at 31st March, 2013, the Audited Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Directors' Report thereon alongwith the Management Discussion and Analysis and Corporate Governance Report pursuant to Code of Corporate Governance as contained in Clause 49 of the Listing Agreement(s) with Stock Exchange(s).

The Auditors' Report was read out by the Company Secretary as requested by the Chairman and the same was kept open for inspection and was accessible to any member present at the Meeting. The following resolution was then moved :

RESOLUTION NO. 1 (AS AN ORDINARY RESOLUTION)

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Directors' Report (including the Annexures attached thereto) and Auditors' Report thereon, be and are hereby received, approved and adopted."

Shri Rajesh Gupta, authorized representative of The Rameshwara Jute Mills Limited and Jute Investment Company Limited and Shri Hemkant Swami, authorized representative of Adventz Investments And Holdings Limited demanded a poll on the above. They also demanded a poll on Item Nos. 2, 3 & 4 contained in the Notice Dated 21st May, 2013 to be transacted at this Annual General Meeting.

The Chairman requested the representatives of the concerned shareholders who had demanded the Poll, to make their demand on a Poll Demand Sheet so that the same could be verified to ascertain the validity of the demand in terms of the Companies Act, 1956 and the Articles of Association of the Company. After verification of the demand for poll, the Chairman found that the demand was validly made and directed that the poll on this item as well as on Item Nos. 2, 3 & 4, as demanded, shall be taken at the end of the meeting.

The Chairman invited the members to raise queries, if any, and/or otherwise offer their comments. The queries raised by the Shareholders were satisfactorily replied by the Chairman and the Company Executives.

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While delivering appropriate replies to the queries raised in the Meeting, the Chairman also informed the members that the Company has received a Letter from the Committee of Administrators Pendente Lite (APL) appointed over the Estate of Smt. Priyamvada Devi Birla by the Hon'ble High Court at Calcutta and placed the gist of the letter. In the said letter, APL have, interalia, referred to the orders passed by the Hon'ble Division Bench of the Calcutta High Court in pursuance of which 42003 (Forty Two Thousand and Three) Equity Shares of the Company held by Smt. Priyamvada Devi Birla have been registered by way of transmission jointly in the names of the three Administrators with the designation "Representatives of the estate of the deceased Priyamvada Devi Birla in the capacity of Administrators Pendente Lite". The said letter was kept open for perusal of Members present in the Meeting.

6. The remaining agenda items of the Meeting as per Notice Dated 21st May, 2013 were thereafter taken up one by one and further resolutions as mentioned below were duly moved :

RESOLUTION NO. 2 (AS AN ORDINARY RESOLUTION)

"RESOLVED THAT Shri Harsh V. Lodha, a Director of the Company, who retires by rotation at this meeting, has offered himself for re-appointment and he being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman directed that the resolution be included in the list of resolutions to be decided by Poll to be taken at the end of the meeting.

Since, Shri Dinesh Chanda being interested in the next item of business, he requested Shri Sudhir Jain to take over as Chairman of the meeting for proceedings concerning Agenda Item No. 3.

Accordingly, Shri Sudhir Jain who was chosen as Chairman for transacting the business listed at Item No. 3, took the Chair and duly moved the following resolution :

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RESOLUTION NO. 3 (AS AN ORDINARY RESOLUTION)

"RESOLVED THAT Shri Dinesh Chanda, a Director of the Company, who retires by rotation at this meeting, has offered himself for re-appointment and he being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman directed that this resolution be included in the list of resolutions to be decided by Poll to be taken at the end of the meeting.

Then, Shri Sudhir Jain requested Shri Dinesh Chanda to take over the proceedings of the meeting for the remaining business of the Meeting. The Chairman duly moved the following resolution:

RESOLUTION NO. 4 (AS AN ORDINARY RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 224(1), (1B), (2) and other applicable provisions, if any, of the Companies Act, 1956, Messrs V.Sankar Aiyar & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company (including Goa unit) to hold Office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses as the Board of Directors may decide, based on the recommendation of the Audit Committee."

The Chairman directed that this resolution also be included in the list of resolutions to be decided by Poll to be taken at the end of the meeting.

7. After taking up all the Agenda items mentioned in the Notice convening the Annual General Meeting, the Chairman appointed Shri Pradeep Nayak, a Practising Chartered Accountant and a member of the Company and Shri R.K. Mishra, a Practising Company Secretary as the Scrutineers in accordance with the provisions of Section 184 of the Companies Act, 1956 for conducting the poll process in a fair and transparent manner and to scrutinize the votes to be given on the poll and to report thereon to him.

With the permission of the Chairman, the Poll process was then duly conducted by the Scrutineers. Empty ballot boxes (4 Nos.) were shown to the members before the same were sealed and kept on the Dias by the Scrutineers. The ballot papers were distributed to the members for taking their poll. After the members had cast their votes and put the ballot papers into the ballot boxes, the same were handed over to the Scrutineers for furnishing their report to the Chairman, after counting of the valid votes cast.

Based on the Reports furnished by the Scrutineers to the Chairman, the following results of the poll taken on Resolution Nos.1, 2, 3 and 4 of the Notice convening the Annual General Meeting were declared by the Chairman :-

Item No.	Type of Resolution	Subject Matter	No. of Valid Votes Polled		Results
			For	Against	
1	Ordinary Resolution	Adoption of Audited Accounts and Reports of Directors and Auditors thereon	12165198	287213	Resolution passed with requisite majority
2	Ordinary Resolution	Re-appointment of Shri Harsh V. Lodha as a Director, liable to retire by rotation	12165198	287213	Resolution passed with requisite majority
3	Ordinary Resolution	Re-appointment of Shri Dinesh Chanda as a Director, liable to retire by rotation	12165198	287213	Resolution passed with requisite majority
4	Ordinary Resolution	Appointment of Statutory Auditors of the Company (including Goa Unit)	12165198	287213	Resolution passed with requisite majority

The Chairman thereafter declared that the Ordinary Resolutions under Item Nos. 1, 2, 3 and 4 as set out in the Notice Dated 21st May, 2013 of this Meeting have been accordingly and duly passed by requisite majority.

There being no other business, the Meeting terminated with a vote of thanks to the Chair.

Sd/- Dinesh Chanda
(CHAIRMAN)

CERTIFIED TO BE TRUE COPY
For UNIVERSAL CABLES LIMITED

(Company Secretary)