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

02.08.2018

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, C-1, Block G, Bandra-Kurla Complex, Bandra (East), **Mumbai – 400 051** **Scrip Code : UNIVCABLES EQ**

Dear Sirs,

Subject : Voting Results of the Annual General Meeting held on 31st July, 2018

Please find enclosed herewith the details of the voting results of the business transacted at the 73rd Annual General Meeting of the Company held on 31st July, 2018 under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the same on record.

Thanking you,

Yours faithfully,
For Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

Encl: As above

Date of the AGM/~~EGM~~	31st July, 2018
Total number of shareholders on record date	15245
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	19
Public	46
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	NIL
Public	NIL

Agenda – wise disclosure

Resolution No.1

Description of Resolution

(a) Adoption of the audit 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 the Auditors thereon.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		19009881		19009881	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total	21452199	19009881	88.62	19009881	0	100.00	0.00
Public – Institutions	E-voting				0	0	0	0.00
	Poll		0		0	0	0	0.00
	Total	896473	0		0	0	0	0.00
Public – Non Institutions	E-voting		3922083		3795195	126888	96.76	3.24
	Poll		675		675	0	100.00	0.00
	Total	12346709	3922758	31.77	3795870	126888	96.77	3.24
Total		34695381	22932639	66.10	22805751	126888	99.45	0.55

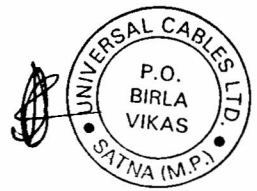
UNIVERSAL CABLES LTD. P.O. BIRLA VIKAS SATNA (M.P.)

Resolution No.2

Description of Resolution

Declaration of Dividend at the rate of Rs. 1.50 (One Rupee Fifty Paisa only) per equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up for the financial year ended 31st March, 2018.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21452199	19009881	88.62	19009881	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total		19009881		19009881	0	100.00	0.00
Public – Institutions	E-voting	896473	0	0	0	0	0	0.00
	Poll		0		0	0	0	0.00
	Total		0		0	0	0	0.00
Public – Non Institutions	E-voting	12346709	3922083	31.77	3922083	0	100.00	0.00
	Poll		675		675	0	100.00	0.00
	Total		3922758		39227758	0	100.00	0.00
Total		34695381	22932639	66.10	22932639	0	100.00	0.00

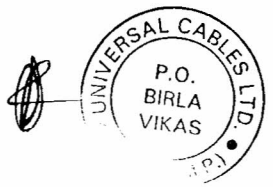


Resolution No.3

Description of Resolution

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21452199	19009881	88.62	19009881	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total		19009881		19009881	0	100.00	0.00
Public – Institutions	E-voting	896473	0	0	0	0	0	0.00
	Poll		0		0	0	0	0.00
	Total		0		0	0	0	0.00
Public – Non Institutions	E-voting	12346709	3922083	31.77	3795195	126888	96.76	3.24
	Poll		675		675	0	100.00	0.00
	Total		3922758		3795870	126888	96.77	3.24
Total		34695381	22932639	66.10	22805751	126888	99.45	0.55



Resolution No.4

Description of Resolution

Appointment of Shri Dilip Ganesh Karnik (DIN: 06419513) as Director liable to retire by rotation.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21452199	19009881	88.62	19009881	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total		19009881		19009881	0	100.00	0.00
Public – Institutions	E-voting	896473	0	0	0	0	0	0.00
	Poll		0		0	0	0	0.00
	Total		0		0	0	0	0.00
Public – Non Institutions	E-voting	12346709	3922083	31.77	3922083	0	100.00	0.00
	Poll		675		675	0	100.00	0.00
	Total		3922758		3922758	0	100.00	0.00
Total		34695381	22932639	66.10	22932639	0	100.00	0.00

UNIVERSAL CABLES LTD. P.O. BIRLA VIKAS SATNA (M.P.)

Resolution No.5

Description of Resolution

Re-appointment of Shri Y.S.Lodha as the Manager & Chief Executive Officer of the Company for a further period of three years effective from 15th May, 2018 to 14th May, 2021.

Resolution required				Special				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		19009881		19009881	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total	21452199	19009881	88.62	19009881	0	100.00	0.00
Public – Institutions	E-voting		0		0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Total	896473	0		0	0	0	0.00
Public – Non Institutions	E-voting		3922083		3795195	126888	96.76	3.24
	Poll		675		675	0	100.00	0.00
	Total	12346709	3922758	31.77	3795870	126888	96.77	3.24
Total		34695381	22932639	66.10	22805751	126888	99.45	0.55

UNIVERSAL CABLES LTD. P.O. BIRLA VIKAS SATNA (M.P.)

Resolution No.6

Description of Resolution

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.

Resolution required				Special				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		19009881		19009881	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total	21452199	19009881	88.62	19009881	0	100.00	0.00
Public – Institutions	E-voting		0		0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Total	896473	0		0	0	0	0.00
Public – Non Institutions	E-voting		3922083		3795195	126888	96.76	3.24
	Poll		675		675	0	100.00	0.00
	Total	12346709	3922758	31.77	3795870	126888	96.77	3.24
Total		34695381	22932639	66.10	22805751	126888	99.45	0.55

UNIVERSAL CABLES LTD. P.O. BIRLA VIKAS SATNA (M.P.)

Resolution No.7

Description of Resolution

Approval for related party agreement(s)/contract(s)/arrangement(s)/transactions(s) with Birla Furukawa Fibre Optices Private Limited, a joint venture company.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				Yes				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		1996960		1996960	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total	21452199	1996960	9.31	1996960	0	100.00	0.00
Public – Institutions	E-voting		0		0	0	0	0.00
	Poll		0		0	0	0	0.00
	Total	896473	0		0	0	0	0.00
Public – Non Institutions	E-voting		3866242		3739354	126888	96.72	3.28
	Poll		450		450	0	100.00	0.00
	Total	12346709	3966692	31.72	3739804	126888	96.72	3.28
Total		34695381	5863652	16.90	5736764	126888	97.84	2.16

Details of Invalid Votes	
Category	**No. of Votes**
Promoters and Promoters Group	9753059
Public Institutions	
Public – Non Institutions	55838

UNIVERSAL CABLES LTD. P.O. BIRLA VIKAS SATNA (M.P.)

Resolution No.8

Description of Resolution

Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost Accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2019.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held *(Refer Note below)* (1)	No. of votes polled *(Refer Note below)* (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		19009881		19009881	0	100.00	0.00
	Poll		0		0	0	0	0.00
	Total	21452199	19009881	88.62	19009881	0	100.00	0.00
Public – Institutions	E-voting				0	0	0	0.00
	Poll		0		0	0	0	0.00
	Total	896473	0		0	0	0	0.00
Public – Non Institutions	E-voting		3795695		3795695	0	100.00	0.00
	Poll		675		675	0	100.00	0.00
	Total	12346709	3796370	30.75	3796370	0	100.00	0.00
Total		34695381	22806251	65.73	22806251	0	100.00	0.00

Note:

No. of shares held in column (1) include 27,05,553 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 terms of Letter of Offer dated 14th September, 2015, in respect of which despatch of share certificate(s) in physical form to certain allottees and credit in the respective demat account(s) of certain beneficial owners have not been completed in view of the status-quo order passed by the Hon'ble High Court of Delhi on 18th November, 2015. Hence, no votes has been polled on such 27,05,553 equity shares and accordingly not included in column (2).

All the above Resolutions are passed with requisite majority.

For: Universal Cables Limited

OM PRAKASH PANDEY
(Company Secretary)

R. K. Mishra & Associates

Company Secretaries

Off : Shop No. 8, K.B. Complex, Near Bus Stand, Semariya Chowk, Satna (M.P.) 485001

E-mail : rachitfinance@gmail.com, cskishorgupta@gmail.com

Ph.: (07672) 229347, Mob.: 9425172829, 9827784739

Date .....

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 73rd Annual General Meeting of the Members of
Universal Cables Limited held on Tuesday, 31st July, 2018
at 10.30 A.M. at the Registered Office of the Company
at P.O. Birla Vikas, Satna, (M.P.) – 485005

Dear Sir,

1. I, Rajesh Kumar Mishra, Partner of M/s. R.K. Mishra & Associates, Company Secretaries in whole time practice, have been appointed as a Scrutinizer by the Board of Directors of Universal Cables Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the resolutions set out in the Notice dated 23rd May, 2018 of the 73rd Annual General Meeting (AGM) of the members of Universal Cables Limited held on 31st July, 2018 at 10.30 a.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P.) – 485 005.

2. I and Shri Prashant Nayak, Partner of M/s. Pradeep Nayak & Co., Chartered Accountants, in whole time practice, appointed as Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the voting through ballot/poll process in a fair and transparent manner at the 73rd Annual General Meeting of the members of Company as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the resolutions set out in the Notice dated 23rd May, 2018 of the 73rd Annual General Meeting of the members of Universal Cables Limited held on 31st July, 2018 at 10.30 a.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P.) – 485 005.

3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by ballot/poll paper at the AGM for the resolutions contained in the Notice of the 73rd AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and Poll at the AGM is restricted to scrutinize the voting process in a fair and transparent manner and make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set out in the Notice of AGM.

4. Separate Scrutinizer Report dated 1st August, 2018 on the remote e-voting and Scrutinizers' Report dated 1st August, 2018 on the poll have been issued on the resolutions contained in the Notice of the AGM.

5. Based on reports generated from the e-voting website of Central Depository Services (India) Limited (CDSL) and voting through polling paper at the 73rd AGM, the Consolidated Report on the results of voting on each resolution are given hereunder:

Resolution No. 1: As Ordinary Resolution

Description of Resolution

(a) Adoption of 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.

(b) Adoption of the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of the Auditors thereon.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
1	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 2: As Ordinary Resolution

Description of Resolution

Declaration of Dividend at the rate of ` 1.50 (One Rupee Fifty Paisa only) per equity share of face value of ` 10/- (Rupees Ten only) each fully paid-up for the financial year ended 31st March, 2018.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
2	118	22932639	100%	NIL	NIL	NIL	NIL	NIL

Resolution No. 3: As Ordinary Resolution

Description of Resolution

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
3	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 4: As Ordinary Resolution

Description of Resolution

Appointment of Shri Dilip Ganesh Karnik (DIN: 06419513) as Director liable to retire by rotation.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
4	118	22932639	100%	NIL	NIL	NIL	NIL	NIL

Resolution No. 5: As Special Resolution

Description of Resolution

Re-appointment of Shri Y.S.Lodha as the Manager & Chief Executive Officer of the Company for a further period of three years effective from 15th May, 2018 to 14th May, 2021.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
5	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 6: As Special Resolution

Description of Resolution

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.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
6	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 7: As Ordinary Resolution

Description of Resolution

Approval for related party agreement(s)/contract(s)/arrangement(s)/ transaction(s) with Birla Furukawa Fibre Optics Private Limited, a joint venture company.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
7	91	5736764	97.84%	7	126888	2.16%	17	9808897

Resolution No. 8: As Ordinary Resolution

Description of Resolution

Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost Accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2019.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
8	116	22806251	100%	NIL	NIL	NIL	NIL	NIL

6. No voting has been done on 27,05,553 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 despatch of share certificate(s) in physical form to certain allottees and credit in the respective demat account(s) of certain beneficial owners have not been completed in view of the status -quo order passed by Hon'ble High Court of Delhi on 18th November, 2015.

7. The Register and all other papers relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 73rd Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping. The ballot / poll paper and other relevant records were sealed and handover to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For: - R.K. Mishra & Associates
(Company Secretaries)

Rajesh Kumar Mishra
(Partner)
CP No. 4433
FCS No. 5383

Place: Satna (M.P.)
Date: 1st August, 2018

Countersigned by:
For Universal Cables Limited

Dinesh Chanda 1.8.2018
Chairman of the 73rd Annual General Meeting
(DIN : 00939978)