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/2017-18

25.07.2017

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 : Proceedings of 72nd Annual General Meeting

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a summary of the proceedings of the 72nd Annual General Meeting of the Company held on 24th July, 2017 at 4.30 p.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

Thanking you,

Yours faithfully,
For Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

Encl: As above

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SUMMARY OF PROCEEDINGS OF 72ND ANNUAL GENERAL MEETING OF UNIVERSAL CABLES LIMITED HELD ON 24TH JULY, 2017

The 72nd Annual General Meeting of the Members of the Company was held on Monday, 24th July, 2017 at 4.30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

Shri Harsh V. Lodha, Chairman of the Board of Directors took the chair and presided over the meeting in accordance with the Article 96(a) of the Articles of Association of the Company.

Total 74 members were present in the meeting in person / through proxy. Since the Quorum was present, the Chairman called the meeting to order.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Register of Contracts or Agreements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited standalone financial statements for the year ended 31st March, 2017; Audited consolidated financial statements for the year ended 31st March, 2017; Independent Auditors' Report on the audited standalone and consolidated financial statements of the Company; Secretarial Audit Report; and Memorandum and Articles of Association of the Company, are open and accessible during the continuance of the meeting to any member having a right to attend the Meeting.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and 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 has extended to its members facility to exercise their right to vote by electronic means through remote e-voting in respect of the business to be transacted at the Annual General Meeting. The remote e-voting commenced on 20th July, 2017 at 9:00 a.m. and has ended on 23rd July, 2017 at 5.00 p.m. 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 was appointed as Scrutinizer to scrutinize remote e-voting process in a fair and transparent manner. The facility for voting through Ballot process by distributing ballot/poll paper has been arranged for each items of the business to be transacted at the meeting for all those members/ designated proxies who are present at the Meeting but have not cast their vote by availing the remote e-voting facility. 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 were appointed as Scrutinizers to scrutinize the voting through ballot process in a fair and transparent manner.

The Chairman apprised the members about the performance of the Company for the financial year 2016-17 and the prevailing business condition in power cables and capacitors industry. The Chairman explained in detail the provisions of the applicable law, rational, objective and explanatory statement pertaining to each items of business and the underlying resolution to be moved and requested members that each resolution to be moved in the Meeting be proposed and seconded by the members present in the meeting. The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. The queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and the Director present in the Meeting.

The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Business as per Notice of the 72nd Annual General Meeting. Thereafter, all the five (5) resolutions were proposed and seconded.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the five (5) resolutions for the Ordinary as well as Special Business as set out under Item No(s). 1, 2, 3, 4 and 5 of the Notice. The Scrutinizers inspected and locked the empty Ballot box in the presence of Members and proxies present in the Meeting. The Chairman then requested the Members and proxies present in the Meeting to cast their vote(s) and put the ballot papers in the Ballot box if they have not exercised remote e-voting facility made available by the Company.

After completion of poll process, the Chairman informed that the combined results of remote e-voting and voting at the meeting (poll) would be declared by Shri Dinesh Chanda, Director on 25th July, 2017 at 3.00 p.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

On the basis of Consolidated Scrutinizer's Report on remote e-voting and poll dated 25th July, 2017, Shri Dinesh Chanda, Director declared the combined results of remote e-voting and poll on 25th July, 2017 at 3.00 p.m. at the Registered Office of the Company.

The resolutions passed by the Members, briefly, related to:

Ordinary Business:

1. **Resolution No. 1: As Ordinary Resolution**

   (a) Adoption of the audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

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

(b) Adoption of the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Auditors thereon.

2. **Resolution No. 2: As Ordinary Resolution**

Re-appointment of Shri B.R. Nahar (DIN: 00049895), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. **Resolution No. 3: As Ordinary Resolution**

Re-appointment of Messers V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 72nd Annual General Meeting until the conclusion of the 77th Annual General Meeting, subject to ratification by members at every Annual General Meeting held after this Annual General Meeting, at such remuneration plus applicable taxes thereon and out of pocket expenses, etc. as shall be decided by the Board of Directors from time to time.

Special Business:

4. **Resolution No. 4: As Ordinary Resolution**

Approval for entering into agreement(s)/ contract(s)/ arrangement(s)/ transaction(s) with Vindhya Telelinks Limited, a Related Party as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

5. **Resolution No. 5: As Ordinary 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, 2018.

All the above resolutions were approved and passed by the members with requisite majority.

For **Universal Cables Limited**

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

(Om Prakash Pandey)
Company Secretary