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

31st 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, C-1, Block G, Bandra-Kurla Complex, Bandra (East), **Mumbai – 400 051** **Scrip Code : UNIVCABLES EQ**

Dear Sirs,

Subject : Proceedings of 73rd 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 73rd Annual General Meeting of the Company held on 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.).

Thanking you,

Yours faithfully,
For Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

Encl: As above

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SUMMARY OF PROCEEDINGS OF 73RD ANNUAL GENERAL MEETING OF UNIVERSAL CABLES LIMITED HELD ON 31ST JULY, 2018

The 73rd Annual General Meeting of the Members of the Company was 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.).

Shri Dinesh Chanda, Director of the Company took the chair and presided over the Meeting as the Chairman in accordance with the Article 96 of the Articles of Association of the Company. Shri Dinesh Chanda is the Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

Total 65 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 financial year ended 31st March, 2018; Audited consolidated financial statements for the financial year ended 31st March, 2018; Independent Auditors' Report on the audited standalone and consolidated financial statements of the Company; Secretarial Audit Report; Certified true copy of the Resolution passed by the Board of Directors in its Meeting held on 7th February, 2018 for 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; Draft Agreement to be entered into between the Company and Shri Y.S.Lodha, Manager & Chief Executive Officer; and Memorandum and Articles of Association of the Company were open and accessible during the continuance of the Meeting.

The Chairman informed the members that pursuant to 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 has extended to its members the facility to exercise their right to vote by electronic means through remote e-voting in respect of the business to be transacted at this Annual General Meeting. The remote e-voting has commenced on 27th July, 2018 at 9:00 a.m. and ended on 30th July, 2018 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

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

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 did not cast their votes 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, have been appointed as Scrutinizers to scrutinize the voting at the Annual General Meeting of the Company.

The members were apprised about the performance of the Company for the financial year 2017-18 and the prevailing business condition of power cables and capacitors industry. The Chairman explained in detail the provisions of the applicable law, rational, objective and implication of each items of business and the underlying resolutions to be moved. The Chairman then invited the Members to ask questions, if any, seek clarification 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.

The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Business as per Notice of the 73rd Annual General Meeting. All the eight (8) resolutions were moved for consideration and approval of the Members. The resolutions, 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, 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.

2. **Resolution No. 2: As Ordinary 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

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

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

Special Business:

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

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

5. **Resolution No. 5: As Special 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.

6. **Resolution No. 6: As Special 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.

7. **Resolution No. 7: As Ordinary Resolution**

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

8. **Resolution No. 8: 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, 2019.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the eight (8) resolutions for the Ordinary as well as Special Business as set out under Item No(s). 1, 2, 3, 4, 5, 6, 7 and 8 of the Notice. The Scrutinizers inspected and locked the empty Ballot box in the presence of the 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 voted through remote e-voting facility made available by the Company.

After completion of poll process, the Chairman informed that based on consolidated Scrutinizer's Report the combined results of remote e-voting and voting at the Meeting (poll) will be declared on 1st August, 2018 at 3.00 p.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

For **Universal Cables Limited**

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

(Om Prakash Pandey)
Company Secretary