

UCL/SEC/24-25/

8<sup>th</sup> July, 2024

<b>BSE Limited</b> Corporate Relationship Department Phiroz Jeejeebhoy Towers, Dalal Street, <b>Mumbai – 400 001</b>  <b>Scrip Code: 504212</b>	<b>National Stock Exchange of India Ltd.</b> Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), <b>Mumbai – 400 051</b>  <b>Scrip Code: UNIVCABLES EQ</b>
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Dear Sir,

**Subject : Notice of 79<sup>th</sup> Annual General Meeting (AGM) of the Company under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements Regulations). 2015**

In compliance with the Regulation 30(2) read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 79<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company to be held on Friday, the 2<sup>nd</sup> August, 2024 at 4.00 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) to transact the businesses as set out in the Notice of the AGM.

The Notice of the AGM will also be available on the website of the Company, [www.unistar.co.in](http://www.unistar.co.in).

This is for your information and records.

Thanking you,

Yours faithfully,

**For Universal Cables Limited**



**(Sudeep Jain)**  
**Company Secretary**

Encl: As above



## UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna – 485 005 (M.P.), India

Phone: (07672) 414000, 257121 to 257127 • Fax: (07672) 257131

E-mail: [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in) • Website: [www.unistar.co.in](http://www.unistar.co.in)

### NOTICE OF SEVENTY-NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy-Ninth (79<sup>th</sup>) Annual General Meeting (AGM) of the Members of Universal Cables Limited will be held on Friday, the August 2, 2024 at 4.00 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon.
3. To declare dividend on equity shares for the financial year ended on March 31, 2024.
4. 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.

#### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“RESOLVED that in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended or re-enacted from time to time, the approval of the members be and is hereby accorded to re-appoint Shri Y.S.Lodha (DIN : 00052861) as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a further period of four (4) consecutive years, from the expiry of his present term of office, i.e. with effect from February 11, 2025 to February 10, 2029, on the terms and conditions including remuneration as set out in the draft Agreement, the main terms and conditions of which are set out in the Explanatory Statement attached to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure), to be entered into between the Company and Shri Y.S.Lodha and submitted for approval of Members, be and is hereby specifically approved with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this Resolution) to alter and vary the remuneration payable to Shri Y.S.Lodha during his said tenure as the Managing Director & Chief Executive Officer of the Company in such manner as may be agreed to between the Board and Shri Y.S.Lodha.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to approve annual increments in Basic Salary and/or Special Allowance with consequential increase in perquisites and benefits, etc. effective from 1<sup>st</sup> July each financial year and Performance Linked Incentive for each financial year as considered appropriate from time to time subject to limits, if any, prescribed under Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time or in such manner as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Notice and in force from time to time.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writing as may be required or considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
“RESOLVED that in supersession of the Special Resolution passed by the Members of the Company through Postal Ballot on December 26, 2018 with respect to the approval of borrowings limits and exercise of borrowing powers, save as respect things done or omitted to be done before such supersession, and pursuant to the provisions of Section(s) 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force read together with governing provisions of Articles of Association of the Company and subject to any other approval, if so required, consent/approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time

and in any manner, whether as rupee loans/credit facilities, foreign currency loans/credit facilities, debentures, bonds and/or other instruments, inter-corporate deposits and/or deposits or borrowings in any other form and/or non-fund based facilities for the purpose of business of the Company and upon such terms and conditions, with or without security, as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with monies already borrowed by the Company (apart from temporary loans as defined in Explanation to Section 180(1)(c) of the Companies Act, 2013, obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up share capital of the Company, its free reserves and security premium, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors for the purpose of business of the Company and outstanding at any time shall not exceed the sum of ₹ 3500 Crores (Rupees Three Thousand Five Hundred Crores) only.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds, matters and things as also to sign and execute all such documents, agreements, undertakings, deeds, application, instruments and writings, etc. for and on behalf of the Company as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Managing Director or any Director or any other Officer of the Company or any other person in accordance with applicable provisions of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that in supersession of the Special Resolution passed by the Members of the Company through Postal Ballot on December 26, 2018 in relation to creation of security in respect of secured borrowings, save as respect things done or omitted to be done before such supersession, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force read together with governing provisions of the Articles of Association of the Company, consent/approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create and/or modify such mortgages, charges, hypothecations, pledges and other securities in addition to the existing mortgages, charges, hypothecations, pledges and securities created by the Company, on all or any of the immovable and movable properties or such other assets of the Company, wheresoever situate, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Board of Directors may deem fit, to or in favour of all or any of the financial institutions/banks/non-banking financial companies/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments, etc. which may be issued to and subscribed by all or any of the financial institutions/banks/non-banking financial companies/ lenders/ other investing agencies and/or any other person(s)/bodies corporate, etc. by private placement or otherwise, to secure rupee/foreign currency loans as well as credit facilities and/or the issue of debentures, bonds or other financial instruments or inter corporate deposits or any other form of borrowings (hereinafter collectively referred to as “Loans”), provided that the total amount of Loans/credit facilities/borrowings in any other form together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the arrangements entered into/to be entered into by the Company in respect of which such mortgages, charges, hypothecations, pledges and other securities created / to be created, shall not, at any time exceed the limit of ₹ 3500 Crores (Rupees Three Thousand Five Hundred Crores) only.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised and shall always be deemed to have been so authorised to decide on all matters and finalise with the aforesaid parties or any of them, the documents. Agreements, deeds, undertakings for creating the aforesaid mortgages, charges, hypothecations, pledges or securities and to accept or make any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things as also to sign and execute all such documents, agreements, deeds, application, undertakings, instruments and writings, etc. for and on behalf of the Company as may be required and on such terms and conditions as it may consider necessary and expedient in its absolute discretion and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Managing Director or any Director or any other officer of the Company or any other person in accordance with applicable provisions of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369), appointed as the Cost Auditors by the Board of Directors on the recommendation of the Audit Committee, for conducting the audit of the cost accounting records of the Company for the financial year ending on March 31, 2025, amounting to ₹ 1.20 Lakh (Rupees One Lakh Twenty Thousand only) plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses that may be incurred in connection with audit of cost accounting records of the Company, be and is hereby ratified and confirmed.  
FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things 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 (Madhya Pradesh)  
Date : May 17, 2024

By Order of the Board of Directors  
For **Universal Cables Limited**

**(Sudeep Jain)**  
Company Secretary

## NOTES FOR MEMBERS' ATTENTION

1. The 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 Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") 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 Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty-eight (48) hours before the time fixed for commencement of the AGM, i.e. by 4.00 P.M. on July 31, 2024.

A person shall not act as Proxy, i.e. 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 member.
3. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the AGM. In case of joint holders attending the AGM, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend the AGM through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the AGM. Members who hold shares in dematerialised form are requested to bring their DP I.D. and Client I.D. No. for easier identification of attendance at the AGM.
4. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days except Saturdays, upto and including the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection during the AGM at the Registered Office of the Company.
5. Members of the Company had approved appointment of Messrs BGJC & Associates LLP, Chartered Accountants, as the Statutory Auditors at the 77<sup>th</sup> (Seventy-Seventh) Annual General Meeting of the Company held on September 23, 2022 for a term of five (5) consecutive years until the conclusion of 82<sup>nd</sup> (Eighty-Second) Annual General Meeting of the Company to be held for the financial year 2026-27 as per the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the July 27, 2024 to Friday, the August 2, 2024 (both days inclusive) for the purposes of the AGM and determining the names of members eligible for dividend on equity shares, if declared at the AGM.
7. If the dividend as recommended by the Board of Directors is declared at the AGM, payment of such dividend will be made on or before August 31, 2024 as under:
  - (a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on July 26, 2024; and
  - (b) To all Members in respect of shares held in physical form as per Register of Members as on July 26, 2024, after giving effect to valid transmission/transposition or transfers, if any, in respect of transfer requests lodged with the Company on or before the close of business hours on July 26, 2024.
8. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020 shall be taxable in the hands of the Shareholders. Your Company shall, therefore, be required to deduct tax at source at the time of making the payment of the Dividend as recommended by the Board of Directors and declared by the members in the Annual General Meeting (AGM). The members are requested to refer the governing provisions of the Income Tax Act, 1961 and rules framed thereunder for the prescribed rates of tax deduction at source for various categories. The relevant provisions to this effect under the Income Tax Act, 1961 are succinctly given herein:
  - (i) For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10.00% on the amount of dividend, if Permanent Account Number (PAN) is provided by the Shareholders to the Company / Depository Participant. If no PAN is provided or in case of invalid PAN/ PAN not linked with Aadhar/ not registered their valid PAN details in their account or classified as specified person in the income-tax portal, then the tax shall be deducted at source at 20% as per Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by such resident individual shareholders of the Company during the Financial Year 2024-25 does not exceed ₹ 5,000/-. In cases where the shareholder provides Form 15G (applicable to

any person other than a company or a firm)/Form 15H (applicable to an Individual above the age of 60 years) as notified under Income Tax Rules, 1962, provided that all the required eligibility conditions are met, no tax will be deducted at source.

- (ii) For Foreign Portfolio Investor (FPI) category Shareholders, tax shall be deducted at source under Section 196D of the Income Tax Act, 1961 at 20% on the amount of dividend payable.
- (iii) For other Non-resident Shareholders, tax is required to be deducted in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. Accordingly, as per the relevant provisions of the Income Tax Act, 1961, the tax shall be deducted at the rate of 20% on the amount of dividend payable to them. However, as per Section 90(2) of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (tax treaty) between India and the country of tax residence of the concerned shareholder, if the tax treaty provisions are more beneficial. For this purpose, i.e. to avail a lower rate of deduction of tax at source under an applicable tax treaty, such non-resident shareholders will have to provide the followings:
- (a) Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
  - (b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident. In case, the TRC is furnished in a language other than English, the said TRC shall have to be translated from such other language to English language and thereafter duly notarised and apostilled copy of the TRC shall have to be provided to the Registrar and Share Transfer Agents of the Company;
  - (c) Self-declaration in Form 10F as notified under Income Tax Rules, 1962 if all the details required in this form are not mentioned in the TRC; and
  - (d) Self-declaration by the non-resident shareholder as to:
    - Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
    - No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
    - Shareholder being the beneficial owner of the dividend income to be received on the equity shares; and
    - Shareholder has no reason to believe that its claim for the benefits under the tax treaty is impaired in any manner.
- (iv) TDS to be deducted at higher rate in case of non-filers of return of income: Section 206AB of the Income Tax Act, 1961 has been made effective from July 1, 2021, which provides that where tax is required to be deducted at source on any sum or income or amount paid, or payable or credited, by a person to a specified person, the tax shall be deducted at the higher of the following rates, namely:
- (a) at twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
  - (b) at twice the rate or rates in force; or
  - (c) at the rate of 5% as prescribed in the said section.

If the provisions of Section 206AA of the Income Tax Act, 1961 is applicable to a specified person, in addition to the provision of Section 206AB of the Income Tax Act, 1961, the tax shall be deducted at higher of the two rates provided in Section 206AB and Section 206AA of the Income Tax Act, 1961.

The "specified person" means a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 of the Income Tax Act, 1961 has expired; and whose aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in each of these two previous years. The specified person shall not include a non-resident who does not have a permanent establishment in India.

- (v) In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules.

In order to enable the Company to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income Tax Act, 1961 and rules framed thereunder, eligible shareholders are requested to provide the above-mentioned details and documents as applicable on or before July 26, 2024. The dividend, if declared at the Annual General Meeting, will be paid after deduction of tax at source as determined on the basis of the aforementioned documents provided by the respective shareholders as applicable to them and being found to be satisfactory. The Company is not obligated to apply the beneficial tax treaty rates at the time of deduction of tax at source on the dividend amount, which shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-resident Shareholders.

The members holding equity shares of the Company under multiple accounts and/or different status/category and single PAN, may note that higher of tax as applicable to the status in which equity shares held under a PAN will be considered on their entire holding in different accounts.

**Note:** All the above referred tax rates shall be duly enhanced by the applicable surcharge and cess, wherever applicable.

It may be noted that the aforementioned documents are required to be submitted to Company's Registrar and Share Transfer Agents (RTA), Messrs Link Intime India Private Limited at its dedicated link mentioned below - <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before July 26, 2024 at 17:00 Hrs Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

No communication on the tax determination/deduction in respect of the said dividend shall be entertained post July 26, 2024 at 17:00 Hrs. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from an eligible shareholder, there would still be an option available with such shareholder to file the return of income and claim an appropriate refund, if eligible. All communications/queries in this respect should be addressed and sent to Company's Registrar and Share Transfer Agents, Messrs Link Intime India Private Limited at its email address [ucldivtax@linkintime.co.in](mailto:ucldivtax@linkintime.co.in). The Company shall arrange to email a soft copy of TDS certificate to the concerned shareholders at their registered email addresses in due course.

Disclaimer: This Communication is not to be treated as an advice from the Company or its affiliates or Messrs Link Intime India Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

9. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agents will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents in requisite Form ISR-1 along with required documents. In the event the Company is unable to pay the dividend to certain Members directly in their bank account through Electronic Clearing Service (ECS) or any other means due to non-registration of the Electronic Bank Mandate, the Company shall despatch the Dividend Warrant/Bankers Cheque/Demand Draft to such Members as per prevailing law.
10. Non-resident Indian Members are requested to inform Depositories/Registrar and Share Transfer Agents, as the case may be, immediately of:
  - (i) the change in the residential status on return to India for permanent Settlement; and
  - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members who have so far not claimed or encashed the dividend warrant(s) for the financial year ended March 31, 2018 or any subsequent financial years, are requested to write to the Company or its Registrar and Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for claiming dividends declared by the Company. Details of unpaid/unclaimed dividend amounts lying with the Company are available on the website of the Company. During the financial year 2023-24, the Company was not required to transfer any amount of dividend remaining unpaid/unclaimed to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

The members whose unclaimed dividend and/or shares, if already transferred to IEPF Account/IEPF Authority may claim the dividend and/or shares, as the case may be, from the IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority - <http://www.iepf.gov.in/IEPF/refund.html>.
12. This Notice of the AGM along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2023-24 of the Company are being sent by e-mail to all the members whose e-mail addresses (IDs) are registered with the Company/Depository Participant(s) unless any member has requested for a hard /physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members, who wish to update or register their e-mail addresses, in case of Demat holding, may please contact the Depository Participant (DP) and register their e-mail address, as per the process advised by the DP; and in case of Physical holding, may send a request in requisite Form ISR-1 along with necessary documents to the Registrar and Share Transfer Agents of the Company - Messrs Link Intime India Pvt. Ltd.
13. Members desirous of obtaining any information on Annual Financial Statements of the Company at the AGM are requested to write to the Company atleast One Week (7 days) before the date of the AGM, so that the information required may be made available at the AGM.

14. The Securities and Exchange Board of India (SEBI) vide its various Circulars issued from time to time followed by Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has specified Common and Simplified Norms for processing Investor's Service Requests. The members holding shares in physical form are mandatorily require to record their PAN, KYC i.e. Address with PIN Code, Mobile Number, Bank Account details, Specimen Signatures etc. along with Nomination details with the Company/ Registrar and Share Transfer Agents (RTA) of the Company. Further, the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety.

Members may please note that:

- (a) In case of Non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.
- (b) If a security holder updates the PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 1, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 1, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

The Company has sent necessary communication in this regard to all the members holding shares in Physical mode on April 4, 2024. The relevant formats for updation of PAN, KYC and Nomination details viz. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the Company's website as well as the website of RTA.

In view of the above, we request you to submit the PAN, KYC and Nomination details at the earliest to the Company's Registrar and Share Transfer Agents, Messrs Link Intime India Pvt. Ltd.

The shareholders are also informed that 'SWAYAM' a secure, user-friendly web-based application has been developed by "Link Intime India Pvt Ltd.", the Company's Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. This application can be accessed at <https://swayam.linkintime.co.in> which offers the following functionalities:

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

15. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, now rescinded by Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Registrar and Share Transfer Agents (RTA) of the Company. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 followed by Master Circular bearing Ref. No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 (Updated as on December 28, 2023) has established a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. An investor/client shall first take up his/her/their grievance by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/ she/they can initiate dispute resolution through the ODR Portal.
17. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialise their shareholdings. The Company has connectivity from 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 No. 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 Company's Registrar and Share Transfer Agents.



18. SEBI has mandated the submission of, inter alia, Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised 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 should submit their PAN and bank account details by way of filing Form ISR-1/ISR-2 to the Company at its Registered Office or to the Registrar and Share Transfer Agents- Messrs Link Intime India Pvt. Ltd.
19. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Master Circular dated May 17, 2023, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said form can be downloaded from the Company's website or from the website of Registrar and Share Transfer Agents (RTA) of the Company. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialised form and to the Registrar and Share Transfer Agents - Messrs Link Intime India Pvt. Ltd. in case the shares are held in physical form.
20. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Secretarial Standard on General Meetings (SS-2) in respect of a Director and Managing Director & Chief Executive Officer recommended for re-appointment at the ensuing Annual General Meeting is furnished in the Statement which is annexed to the Notice and forms an integral part of the Notice. The concerned Directors have furnished the requisite consent/ declaration for their re-appointment.
21. Messrs Link Intime India Pvt. Ltd., C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 continues to act in the capacity of Registrar and Share Transfer Agents 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, including dividend matters, to the said Registrar and Share Transfer Agents.
22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of Remote e-Voting ("Remote e-Voting is the facility of casting the votes by the Members using an electronic voting system for a place other than venue of the AGM on resolutions proposed to be considered at the AGM and as such all business may be transacted through Remote e-Voting") to its Members in respect of the business to be transacted at the AGM.
23. **CDSL e-Voting System – For Remote e-Voting**
  - I. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised Remote e-Voting's agency. The Members who have cast their votes by Remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.
  - II. The Notice calling the AGM has been uploaded on the website of the Company at [www.unistar.co.in](http://www.unistar.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

- i) The Remote e-Voting period begins on Monday, the July 29, 2024 at 9.00 A.M. and ends on Thursday, the August 1, 2024 at 5.00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of July 26, 2024 may cast their vote electronically. The Remote e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only. The voting rights of the members shall be reckoned in proportion to their shareholding in the total paid-up equity share capital of the Company as on the cut-off date i.e. July 26, 2024.

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares at the cut-off date i.e. July 26, 2024, may obtain login id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a person is already registered with CDSL for Remote e-Voting, then they can use their existing User ID and Password to cast the vote.

- ii) Members who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Master Circular dated July 11, 2023 read with Regulation 44 of the Listing Regulations, listed entities are required to provide Remote e-Voting facility to its members, in respect of all shareholders' resolutions. In order to

increase the efficiency of the voting process, e-Voting facility is provided to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.**

- iv) Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail-ID in their demat accounts in order to access Remote e-Voting facility.

**Login method for Remote e-Voting for Individual members holding securities in Demat mode is given below:**

Type of Members	Login Method
Individual members holding shares in demat form with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select My Easi New (Token) Tab.</li> <li>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available at <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual members holding shares in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. The user will have to enter their User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see e-Voting page. Click on Company name or e-Voting service provider name and the user will be re-directed to e-Voting service provider website for casting their vote during the e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. The user will have to enter their User ID (i.e. their sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period.</li> </ol>

Individual members (holding shares in demat mode) login through their <b>Depository Participants</b>	The user can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, they will be redirected to NSDL/CDSL Depository site after successful authentication, wherein they can see e-Voting feature. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period.
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**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding shares in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login Type	Helpdesk details
Individual members holding shares in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual members holding shares in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members (i.e. other than Individuals, HUF, NRI etc.) holding shares in demat mode.**

v) **Login method for e-Voting for members holding shares in physical mode and members other than Individual Members holding shares in Demat form.**

- (1) The members should log on to the Remote e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- (2) Click on “Shareholders/Members” module.
- (3) 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.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If the members is holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier Remote e-Voting of any Company, then their existing password is to be used.
- (6) If the member is a first-time user follow the steps given below:

Particulars	For members holding shares in physical mode and other than individual members holding shares in Demat Form.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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 (3).</li> </ul>

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) 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 Remote 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.

- viii) For members holding shares in physical form, the details can be used only for Remote e-Voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for '**Universal Cables Limited**' on which the member choose to vote.
- x) On the voting page, the member 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 the member assent to the Resolution and option NO implies that the member dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if the member wish to view the entire Resolution details.
- xii) After selecting the resolution, the member has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the member wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and accordingly modify their vote.
- xiii) Once the member "CONFIRM" their vote on the resolution, the member will not be allowed to modify their vote.
- xiv) The member can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) 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.
- xvi) **Additional Facility for Non – Individual Members and Custodians – For Remote e-Voting only.**
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.cdslindia.com> and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
  - Alternatively, Non-Individual Members and Custodians are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, by e-mail to the Scrutiniser at [rkmaoffice@gmail.com](mailto:rkmaoffice@gmail.com) and to the Company at [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in), if they have not uploaded the same in the CDSL e-Voting system for the Scrutiniser to verify the same.

**PROCESS FOR THOSE MEMEBRS WHOSE E-MAIL, ADDRESS/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

<b>For Members holding shares in physical form</b>	Members are requested to register their e-mail address/mobile number by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs Link Intime India Pvt. Ltd. (e-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> ). Form ISR-1 is made available on the website of RTA, <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> as well as on the Company's website, <a href="http://www.unistar.co.in">www.unistar.co.in</a> .
<b>For Members (other than Individual) holding shares in demat form</b>	Please update your e-mail address & mobile number with your respective Depository Participant (DP).
<b>For Individual members holding shares in demat form</b>	Please update your e-mail address & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If the Members have any queries or issues regarding e-Voting from the CDSL e-Voting System, they can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll Free No. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at Toll Free No. 1800 22 55 33.

24. The Company has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, Messrs R.K. Mishra & Associates, Company Secretaries in whole time practice or failing him Shri R.S. Bajaj (Certificate of Practice No. 7058), Practising Company Secretary as the Scrutiniser(s) to scrutinise the Remote e-Voting process in a fair and transparent manner.
25. The Company has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, Messrs R.K. Mishra & Associates, Company Secretaries in whole time practice and/or Shri Prashant Nayak (Membership No. 412330), Practising Chartered Accountant as the Scrutiniser(s) to scrutinise the voting through ballot/poll process at the AGM in a fair and transparent manner.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'Ballot/Polling Paper' for all those members who are present at the AGM but have not cast their votes by availing the Remote e-Voting facility.
27. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and 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 shall make, not later than Forty-Eight hours of the conclusion of the AGM, a consolidated Scrutinisers' Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith.
28. The results of voting on the Resolutions moved at the AGM shall be declared on or after the AGM of the Company and shall be deemed to be passed on the date of AGM. The said result would be displayed at the Registered Office as well as Corporate Office of the Company, intimated to the Stock Exchanges where the Company's Equity Shares are listed and shall also be displayed along with the Scrutinisers' Report on the Company's website [www.unistar.co.in](http://www.unistar.co.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the relevant Ordinary/Special Business mentioned in the accompanying Notice dated May 17, 2024:

**Item No. 5**

Shri Y.S.Lodha was appointed as Managing Director & Chief Executive Officer of the Company initially for a period of three (3) consecutive years with effect from February 11, 2019. Thereafter, the Members of the Company by way of Special Resolution passed on March 23, 2022 through Postal Ballot re-appointed Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company for a further period of three (3) consecutive years with effect from February 11, 2022. Accordingly, the current term of office of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company is due to expire on February 10, 2025. Having regard to the professional and academic qualifications, background, experience and very long association of Shri Y.S.Lodha with the Company as well as Associate(s)/companies belonging to M.P. Birla Group and considering the overall performance of the Company and its growth during his tenure, the Board of Directors ("the Board") based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 17, 2024 has re-appointed Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a further period of four (4) consecutive years from the expiry of his present term of office i.e. with effect from February 11, 2025 to February 10, 2029 alongwith other terms and conditions of re-appointment including remuneration payable to him during the said period, subject to approval of the Members of the Company by way of an Ordinary Resolution. The broad particulars of remuneration and other principal terms and conditions relating to his re-appointment as contained in the draft Agreement to be entered into between the Company and Shri Y.S.Lodha, are as under:

**I. Tenure of Re-appointment:**

Four (4) consecutive years with effect from February 11, 2025 to February 10, 2029.

**II. Remuneration:**

- (a) **Basic Salary:** ₹ 5,70,000/- (Rupees Five Lakhs Seventy Thousand only) per month with such annual increments, if any, therein effective from 1<sup>st</sup> July each financial year (commencing from July 1, 2025).
- (b) **Special Allowance:** ₹ 2,37,500/- (Rupees Two Lakhs Thirty-Seven Thousand Five Hundred only) per month with such increase, if any, therein effective from 1<sup>st</sup> July each financial year (commencing from July 1, 2025).
- (c) **Performance Linked Incentive:** Such amount as may be considered appropriate from time to time and approved by the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee, for each financial year. The payment may be made on a pro-rata basis monthly/quarterly/half yearly or on an annual basis at the discretion of the Board.
- (d) **Other Allowances, Benefits and Perquisites:** In addition to the Basic Salary, Special Allowance and Performance Linked Incentive as outlined above, the Managing Director & Chief Executive Officer shall be entitled to other allowances, benefits and perquisites as under:
  - (i) **House Rent Allowance (HRA) and other related Perquisites:** HRA at the rate of 40% of the Basic Salary. In addition, the expenditure incurred on furnishings, repairs/upkeep and maintenance, society and security charges and utilities (e.g. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis.
  - (ii) **Medical Benefits:** Healthcare/medical allowance and reimbursement/ payment towards mediclaim/medical insurance premium in accordance with the Rules of the Company.
  - (iii) **Leave Travel Allowance:** For self and family, once in a year, in accordance with the Rules of the Company.
  - (iv) **Club Fees:** Payment/reimbursement of club fees for not more than two clubs in India, excluding admission and life membership fees.
  - (v) **Personal Accident Insurance Premium:** As per Rules of the Company.
  - (vi) **Contribution to Provident Fund, Superannuation Fund and National Pension Scheme:** As per the Rules framed under the Company's relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time.
  - (vii) **Gratuity:** As per Rules of the Company and applicable statutory provisions from time to time.
  - (viii) **Leave Encashment:** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with the Rules of the Company.

- (ix) **Other Perquisites, Benefits & Allowance(s):** As per Rules of the Company which are applicable to other employees of the Company unless specifically provided herein and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
- (x) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites:
  - (a) Provision of Company's Car with driver for use on Company's business.
  - (b) Payment of or reimbursement towards communication expenses including internet/ broadband connectivity, etc. at the office and residence.

**Explanation(s):**

- (1) The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory amendment(s), modification(s) or re-enactment(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Income Tax alongwith surcharge and/or cess thereon in respect of above remuneration shall be deducted at source as per the governing provisions of the Income Tax Act, 1961 and rules framed thereunder.
- (2) The Company's contribution to Provident Fund, Superannuation Fund and National Pension Scheme to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure, as per the relevant rules of the Company, shall not be included in the computation of the ceiling on remuneration as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.
- (3) For the purpose of payment of gratuity, Company's contribution to superannuation fund and leave encashment benefits, the services of Shri Y.S.Lodha will be considered continuous service with the Company from the date he joined the services of associate/sister concern/a company belonging to M.P. Birla Group or this Company in any capacity from time to time and termination of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.
- (4) The Managing Director & Chief Executive Officer shall be entitled to be paid/reimbursed by the Company all travelling, boarding and lodging during business trips, business promotion and other out-of-pocket expenses, costs, charges and expenses as may be incurred by him for the purpose of Company's work as per rules of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses including travelling, boarding and lodging relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time. The Managing Director & Chief Executive Officer would also be entitled to any other benefits or privileges as per Personnel Policies of the Company including but not limited to Social/House loan(s) as per the related rules of the Company as applicable from time to time.
- (e) **Overall Remuneration:** The Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board for the purpose, is entitled to revise the remuneration payable to Shri Y.S.Lodha from time to time, as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, subject to compliance with the governing provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in such manner as may be agreed to between the Board and Shri Y.S.Lodha.
- (f) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director & Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director & Chief Executive Officer remuneration by way of Basic Salary, Special Allowance, Performance Linked Incentive, other Allowances, Benefits and Perquisites as specified above, subject to approval of members of the Company, if so required.

**III. Other Conditions:**

- (a) As long as Shri Y.S.Lodha functions as the Managing Director & Chief Executive Officer of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- (b) Shri Y.S.Lodha, in the capacity of the Managing Director & Chief Executive Officer, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (c) In addition to his present re-appointment as the Managing Director & Chief Executive Officer of the Company, Shri Y.S.Lodha is also holding the office of “Managing Director & Chief Executive Officer” of a Promoter Company (Associate) viz. Vindhya Telelinks Limited and is drawing remuneration from the said Associate Company as well. However, the total remuneration drawn/ to be drawn by him from both the companies shall not generally exceed the higher of maximum limits admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013, subject to and read together with the applicable provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013.
- (d) Shri Y.S.Lodha as the Managing Director & Chief Executive Officer shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best business interests of the Company and the business of any one or more of its Associates. However, he may hold Directorships in other companies and provide services to other group companies, bodies or institutions or any other executive body or any committee of such companies/bodies or institutions including trust and societies, if permissible under applicable laws.
- (e) The Managing Director & Chief Executive Officer shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to the duties of the directors. He shall also adhere to the Company’s Code of Conduct.
- (f) The terms and conditions of the Agreement for re-appointment of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company may be altered, varied, modified or amended including remuneration as set out therein which may be increased/enhanced from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee as deemed appropriate.
- (g) The Company shall indemnify Shri Y.S.Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company’s work including legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- (h) The Agreement may be terminated by either Party (the Company or the Managing Director & Chief Executive Officer) by giving to other Party six calendar months prior notice in writing of such termination or the Company paying six months remuneration (including Basic Salary, Special Allowance, other Allowances, perquisites/benefits and pro-rata Performance Linked Incentive) in lieu of such notice to Shri Y.S.Lodha.
- (i) The said draft Agreement also contains further terms and conditions as to powers and authority of Shri Y.S.Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y.S.Lodha, etc.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out terms and conditions of re-appointment of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company. The information/details of Shri Y.S.Lodha pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2) are provided herein as also in the Annexure to this Notice.

Shri Y.S.Lodha has rich & varied experience in the industry & business and possesses vast expertise and extensive knowledge of the industry in which the Company operates besides impeccable track record of rendering services for more than thirty-seven (37) years in various capacities to cable companies all belonging to M.P. Birla Group. Considering his close involvement in the operations of the Company and to continue to avail of his considerable expertise, the re-appointment of Shri Y.S.Lodha as Managing Director & Chief Executive Officer would be in the best interests of the business of the Company. Shri Y.S.Lodha has also conveyed his consent to continue to act as the Managing Director & Chief Executive Officer of the Company and has made the requisite disclosures and declarations. Accordingly, in compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013 and based on the recommendation of the Board & Nomination and Remuneration Committee, approval of the Members is sought by way of an Ordinary Resolution as set out in Item No. 5 of the Notice, for re-appointment of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer on the terms and conditions including remuneration as broadly set out hereinabove.

Save and except Shri Y.S.Lodha, being the appointee, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Item No. 5 of the Notice. Further, the relatives of Shri Y.S.Lodha are deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Shri Y.S.Lodha is not related to any other Directors or Key Managerial Personnel of the Company.

The Board recommends an Ordinary Resolution as set out in the Item No. 5 of the Notice for approval of the Members of the Company.



**Item No. 6**

The Members of the Company accorded their consent by way of passing a Special Resolution through Postal Ballot on December 26, 2018 under Section 180(1)(c) of the Companies Act, 2013 to borrow monies, apart from the temporary loans (as more specifically defined in Explanation to Section 180(1)(c) of the Companies Act, 2013 i.e. loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's Bankers in the ordinary course of business of the Company, in excess of the aggregate of paid-up capital, free reserves and security premium of the Company, upto an amount not exceeding in aggregate ₹ 2500 Crores (Rupees Two Thousand Five Hundred Crores) only and outstanding at any time. In order to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to ensure optimal financial structure, interalia, to meet the capital expenditure requirements and long-term financing for other corporate purposes besides incremental working capital needs from time to time for envisaged growth in business activities, it is considered desirable to increase the Company's existing borrowing limit from ₹ 2500 Crores (Rupees Two Thousand Five Hundred Crores) only to ₹ 3500 Crores (Rupees Three Thousand Five Hundred Crores) only as proposed in the resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

The Board therefore recommends the Special Resolution as set out at Item No. 6 of the accompanying Notice for consent/approval of the Members of the Company.

**Item No. 7**

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a public company cannot, except with the consent of the members of the Company by way of a Special Resolution in General Meeting, create mortgages, charges, hypothecations, pledges and other securities in order to secure borrowings, in favour of all or any of the financial institutions /banks/ non-banking financial companies/lenders/any other investing agencies and/or any other person(s)/bodies corporate and trustees for the holders of debentures/ bonds/other financial instruments which may be issued to and subscribed by all or any of the financial institutions/banks/non-banking financial companies/lenders/other investing agencies and/or any other person(s)/bodies corporate, etc. by private placement or otherwise. Accordingly, the Members of the Company accorded their consent to the Board of Directors by way of a Special Resolution passed through Postal Ballot on December 26, 2018 to create mortgages/charges/ hypothecations/ other securities on the assets of the Company in order to secure such borrowings upto an amount of ₹ 2500 Crores (Rupees Two Thousand Five Hundred Crores) only. With the proposed enhancement in the borrowings limit of the Company from ₹ 2500 Crores to ₹ 3500 Crores together with temporary loans and other credit facilities obtained/to be obtained from Company's bankers in the ordinary course of business may, if necessary, be secured by way of mortgage/ charge/ hypothecation/ pledge on the Company's assets in favour of all or any of the financial institutions/banks/non-banking financial companies/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments existing and/or which may be issued to and subscribed by all or any of the financial institutions/banks/non-banking financial companies/lenders/other investing agencies and/or any other person(s)/bodies corporate, etc. by private placement or otherwise, it is deemed appropriate to pass a special resolution by the members of the Company under Section 180(1)(a) of the Companies Act, 2013 including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, for creation of mortgages, charges, hypothecations, pledges and/or other securities in any form in favour of financial institutions/banks/non-banking financial companies/ lenders/other investing agencies and/or any other person(s) /bodies corporate, etc. for an amount not exceeding the limit of ₹ 3500 Crores (Rupees Three Thousand Five Hundred Crores) only.

None of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

The Board therefore recommends the Special Resolution as set out at Item No. 7 of the accompanying Notice for consent/approval of the Members of the Company.

**Item No. 8**

The Company is required under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. The Board of Directors of the Company in its Meeting held on May 17, 2024, has on the recommendation of the Audit Committee approved the appointment of Messrs D. Sabyasachi & Co., Cost Accountants (Registration Number - 000369) as the Cost Auditors of the Company for the Financial Year 2024-25 at a remuneration of ₹ 1.20 Lakh (Rupees One Lakh Twenty Thousand only) plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses incurred in connection with cost audit work.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending on March 31, 2025.

None of the Directors/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company.

**ANNEXURE-A**

Disclosures/additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') pertaining to Directors recommended for re-appointment, remuneration and concerning other matters as referred to in the accompanying Notice/Explanatory Statement.

Name of Director	Shri Harsh V. Lodha	Shri Y.S.Lodha
<b>DIN</b>	00394094	00052861
<b>Date of Birth and age</b>	February 13, 1967 (57 years)	April 3, 1964 (60 years)
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board of Directors of the Company</b>	April 24, 1998	February 11, 2019
<b>Qualifications &amp; Experience, Expertise (Including nature of expertise in specific functional areas)/brief resume</b>	<p>Shri H.V. Lodha holds a Bachelor of Commerce Degree from Calcutta University and is a qualified Chartered Accountant. He has over thirty-six years of experience in the fields of business, finance, advisory and consultancy. He is also the Chairman of Birla Corporation Limited, RCCPL Private Limited, Vindhya Telelinks Ltd., Birla Cable Limited, Birla Furukawa Fibre Optics Pvt. Ltd. and Hindustan Gum &amp; Chemicals Limited. He also serves as Trustee and Managing Committee Member of many social and philanthropic organisations including Bombay Hospital Trust, Belle Vue Clinic, South Point Education Society, South Point Foundation, M.P. Birla Institute of Fundamental Research, etc. He is the executive committee member of Indian Chamber of Commerce. He served in the past as the member of the executive committee of FICCI and also as the Co-chairman of its Young Leaders Forum amongst other committees and also on the Managing Committee of Assocham. He was a member of the Working Group on Corporate Governance set by the Department of Company Affairs, Government of India. He was a member of the Accounting Standards Board of the Institute of Chartered Accountants of India and on the board of several other leading companies in the past.</p> <p>Apart from handling audits of several large publicly quoted companies in India amongst other professional work, he has been involved in several advisory assignments in the fields of international takeovers and financing, domestic financing, project structuring, capital mobilisation, joint ventures/ collaborations, mergers/ reconstructions and rehabilitation.</p> <p>He also served as the Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar and as Vice Consul of the Republic of Philippines for Eastern India.</p>	<p>Shri Y.S.Lodha is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India besides holding a Bachelor of Commerce degree from University of Rajasthan. He has vast knowledge, rich &amp; varied corporate experience of more than thirty-seven (37) years in various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in the Cable Industry, possesses exceptional interpersonal skills for implementation of plans and entrepreneurial issues with quick decision making. His strength lies in his ability to generate and communicate a vision and understand technology trends, setting up a path to fortify and expand the business and operations in methodical ways for higher return to stakeholders and improved risks management, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers' base. His adept decision-making abilities have been pivotal in navigating entrepreneurial challenges and ensuring the implementation of robust plans.</p> <p>Under his guidance, the Company has consistently pursued a path of measured expansion, delivering enhanced returns to stakeholders while fortifying risk management protocols and his leadership stands as a cornerstone of Company's success, driving sustained growth and operational excellence in the competitive landscape.</p>
<b>Terms and conditions of re-appointment</b>	Liable to retire by rotation.	Not liable to retire by rotation. Re-appointment as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a further period of four (4) consecutive years with effect from February 11, 2025 to February 10, 2029.

Name of Director	Shri Harsh V. Lodha	Shri Y.S.Lodha
Number of shares held in the Company	18297 equity shares of ₹ 10/- each fully paid-up.	He holds 100 equity shares and his spouse holds 200 equity shares of ₹ 10/- each fully paid-up.
Relationship with other Directors, Managing Director & Chief Executive Officer and other Key Managerial Personnel	None	None
Number of Board Meeting attended during the financial year 2023-24	4 out of 4	4 out of 4
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman – Corporate Social Responsibility Committee	Member – Stakeholders Relationship Committee
Names of listed entities from which the person has resigned in the past three years	None	None
List of outside Directorships held#	<p><b>Listed companies:</b></p> <p>Alfred Herbert (India) Ltd. Birla Corporation Limited Birla Cable Limited Vindhya Telelinks Limited</p> <p><b>Unlisted companies:</b></p> <p>Hindustan Gum &amp; Chemicals Limited JK Fenner (India) Ltd. Punjab Produce Holdings Ltd.* Baroda Agents &amp; Trading Co. Pvt. Ltd.* Birla Furukawa Fibre Optics Pvt. Ltd. East India Investment Co. Pvt. Ltd.* Gwalior Webbing Co. Pvt. Ltd.* Oneworld Resources Pvt. Ltd. RCCPL Private Limited The Punjab Produce &amp; Trading Co. Pvt. Ltd.*</p>	<p><b>Listed Companies:</b></p> <p>Vindhya Telelinks Ltd.</p> <p><b>Unlisted Companies:</b></p> <p>Birla Furukawa Fibre Optics Private Limited</p>
Chairman/Member of the Committee of the Board of Directors of other Companies	<p><b>Listed companies:</b></p> <p><u>Birla Corporation Limited:-</u> Chairman – Stakeholders Relationship Committee Chairman – Corporate Social Responsibility Committee Member – Nomination and Remuneration Committee</p> <p><u>Vindhya Telelinks Limited:-</u> Chairman – Corporate Social Responsibility Committee</p> <p><u>Birla Cable Limited: -</u> Chairman – Corporate Social Responsibility Committee</p> <p><b>Unlisted companies:</b></p> <p><u>Gwalior Webbing Co. Private Limited*:-</u> Member - Corporate Social Responsibility Committee</p>	<p><b>Listed Companies:</b></p> <p><u>Vindhya Telelinks Ltd.</u> Member – Stakeholders Relationship Committee Member – Risk Management Committee</p> <p><b>Unlisted Companies:</b></p> <p><u>Birla Furukawa Fibre Optics Private Limited</u> Chairman – Allocation Committee Member – Corporate Social Responsibility Committee</p>

Name of Director	Shri Harsh V. Lodha	Shri Y.S.Lodha
	<p><u>Hindustan Gum &amp; Chemicals Limited:</u> - Chairman - Corporate Social Responsibility Committee</p> <p><u>RCCPL Private Limited:</u> - Chairman - Corporate Social Responsibility Committee Chairman - Committee of Directors Member - Nomination and Remuneration Committee</p> <p><u>The Punjab Produce &amp; Trading Company Private Limited* :-</u> Chairman - Corporate Social Responsibility Committee</p>	
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	<p>The remuneration paid/payable pertaining to the financial year 2023-24 comprises of Sitting Fees for attending the meeting(s) of the Board of Directors and profit related commission as disclosed in the Report of Corporate Governance. He continues to be eligible for sitting fees and remuneration/compensation by way of profit related commission or otherwise payable to Non-Executive Directors of the Company as approved by the Board of Directors upon recommendations of the Nomination and Remuneration Committee from time to time, within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors.</p>	<p>Kindly refer Explanatory Statement to the Notice.</p>

#Number of other Directorships excludes directorships in foreign bodies corporate, 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.

\* As per the disclosure given by Shri Harsh V. Lodha, Punjab Produce Holdings Ltd., Baroda Agents & Trading Co. Pvt. Ltd., East India Investment Company Pvt. Ltd., Gwalior Webbing Company Pvt. Ltd. and The Punjab Produce & Trading Co. Pvt. Ltd. (all collectively referred to as "companies") have filed Form DIR-12 with the Ministry of Corporate Affairs on the basis of an illegal direction from one of the Administrators Pendente Lite (APLs) of the Estate of Priyamvada Devi Birla purportedly acting on the basis of a judgement and order dated September 18, 2020 of the Learned Single Judge of the High Court at Calcutta that he has ceased to be a director in the said companies. The wrongful act(s) are stated to have been done without his knowledge, consent and without any compliance with the provisions of law which has been legally challenged by him. As per the disclosure made by Shri Harsh V. Lodha, there has been no cessation of his directorship in any of these companies. The judgement and order dated September 18, 2020 was challenged by him in appeal being A.P.O. No. 92 of 2020 which has been disposed of by a judgment and order dated December 14, 2023.

All these purported actions/decisions taken by the APLs without following the due process of law have been nullified by the judgement and order dated December 14, 2023. The defendants in the probate suit being T.S. No. 6 of 2004 have preferred Special Leave Petitions from the judgement and order dated December 14, 2023. The Hon'ble Supreme Court by an order dated March 22, 2024 has declined to pass any interim order in such Petitions.

Registered Office:

P.O. Birla Vikas,  
Satna – 485 005 (Madhya Pradesh)  
Date : May 17, 2024

By Order of the Board of Directors  
For **Universal Cables Limited**

**(Sudeep Jain)**  
Company Secretary



# UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

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

Phone: (07672) 414000, 257121 to 257127 • Fax: (07672) 257131

E-mail: [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in) • Website: [www.unistar.co.in](http://www.unistar.co.in)

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No./DP Id & Client Id:	

I/We, being the member(s) of \_\_\_\_\_ equity shares of the above named Company, hereby appoint:

- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;
- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;
- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_,

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventy-Ninth Annual General Meeting of the Company to be held on Friday, the August 2, 2024 at 4.00 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) and at any adjournment thereof in respect of the following resolutions:

Ordinary Business		*For	*Against
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.		
2.	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of Auditors thereon.		
3.	Declaration of dividend on equity shares for the financial year ended March 31, 2024.		
4.	Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as a Director, who retires by rotation.		
Special Business			
5.	Re-appointment of Shri Y.S.Lodha as Managing Director & Chief Executive Officer for a further period of four (4) years effective from February 11, 2025 to February 10, 2029 <b>(as an Ordinary Resolution)</b> .		
6.	Increase in Borrowing Limit of the Company from Rs. 2500 Crores to Rs. 3500 Crores under Sections 180(1)(c) & 180(2) of the Companies Act, 2013 <b>(as a Special Resolution)</b> .		
7.	Creation of security on the assets of the Company upto increased borrowing limit of Rs. 3500 Crores under Section 180(1)(a) of the Companies Act, 2013 <b>(as a Special Resolution)</b> .		
8.	Ratification of remuneration payable to the Cost Auditors for the year ending March 31, 2025 <b>(as an Ordinary Resolution)</b> .		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

### NOTE:

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at P.O. Birla Vikas, Satna-485 005 (M.P.) not less than FORTY-EIGHT (48) hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Seventy-Ninth Annual General Meeting.
- \*3. It is optional to put a '✓' in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



# UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna – 485 005 (M.P.), India

Phone: (07672) 414000, 257121 to 257127 • Fax: (07672) 257131

E-mail: [headoffice@unistar.co.in](mailto:headoffice@unistar.co.in) • Website: [www.unistar.co.in](http://www.unistar.co.in)

## ATTENDANCE SLIP

SEVENTY-NINTH ANNUAL GENERAL MEETING

Date of Meeting : Friday, the August 2, 2024

Folio No./DP Id & Client Id	
Name and address of Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any	
Number of shares held	

I certify that I am member/proxy/authorised representative for the member(s) of the Company.

I hereby record my presence at the SEVENTY-NINTH ANNUAL GENERAL MEETING of Universal Cables Limited being held on Friday, the August 2, 2024 at 4.00 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.).

Signature of Member/Proxy/Authorised Representative

### Note(s):

- (1) Member/Proxy holder wishing to attend the Meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.
- (2) Only Members of the Company and/or their proxy will be allowed to attend the Meeting.

**NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN/Sequence No.
240626005	*

\*Only Members who have not updated their PAN with Company/Depository Participant shall use default PAN (10 digit sequence number).

**Note:** For e-Voting, please read the instructions printed under the Note No. 23 of the Notice dated May 17, 2024 of the Seventy-Ninth Annual General Meeting. The voting period begins on Monday, the July 29, 2024 at 9.00 A.M. and ends on Thursday, the August 1, 2024 at 5.00 P.M. The e-Voting module shall be disabled by CDSL for voting thereafter.

# ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

