MP BIRLA GROUP

Universal Cables Limited

Regd. Office & Works :
P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
P : 07672-414000, 257121 to 257127
F : 07672-257129 / 131 · E : sales@unistar.co.in

Ref : UCL/SEC/2018-19

26th November, 2018

BSE Limited Corporate Relationship Department Phiroz Jeejeebhoy Towers, Dalal Street, **Mumbai – 400 001** **Scrip Code : 504212**	**National Stock Exchange of India Ltd.** Listing Department, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), **Mumbai – 400 051** **Scrip Code : UNIVCABLES EQ**

Dear Sirs,

Subject: Submission of Postal Ballot Notice and other documents pursuant to Regulation 30 of SEBI (LODR), 2015

This is in continuation to our earlier letter no. UCL/SEC/18-19 dated 12.11.2018.

In terms of the approval of Board of Directors in its Meeting dated 12.11.2018, please find enclosed herewith - Postal Ballot Notice along with Postal Ballot Form and self addressed business reply envelope, for seeking consent of the members by way of Special Resolution(s) under Section 180(1)(c),180(1)(a) and other applicable provisions of the Companies Act, 2013 through Postal Ballot, for revising the borrowings limit of the Company and creation of security in respect of the borrowings.

Calendar of Events for Postal Ballot is as under:-

Sl.No.	Event	Date of Event
1.	Completion of Dispatch of Postal Ballot Notice	26.11.2018
2.	Commencement of Voting (including E-voting)	27.11.2018 (9.00 A.M.)
3.	Closure of Voting (including E-voting)	26.12.2018 (5.00 P.M.)
4.	Declaration of Results	28.12.2018

This is for your information and record.

Thanking you,

Yours faithfully,
For UNIVERSAL CABLES LIMITED

Sudeep Jain
(Company Secretary)

UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114
Registered Office:
P.O. Birla Vikas, Satna (M.P.) – 485 005
Phone: (07672) 257121 to 257127 Fax: (07672) 257131
E-mail: headoffice@unistar.co.in Website: www.unistar.co.in

POSTAL BALLOT NOTICE

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, for seeking consent/assent of the members of the Company by means of Postal Ballot or voting through electronic means ("Remote E-Voting") on Resolutions set out in this Notice.

Voting through Postal Ballot/Remote E-Voting shall commence from Tuesday,27th November, 2018 at 9:00 A.M. (IST) and end on Wednesday, 26th December, 2018 at 5:00 P.M. (IST). The scrutinizer's decision on the validity of votes shall be final. The members can opt only one mode for voting i.e. either physical ballot or E-Voting. If a member has opted for E-Voting, then such member should not vote by physical ballot and vice versa. However, in case member(s) cast their vote both via physical ballot and E-Voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. Once the vote on a Resolution is cast by Remote E-Voting, the Members shall not be allowed to change it subsequently.

Shareholders desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of Postal Ballot Form.
- Send duly filled Postal Ballot Form to the Scrutinizer on or before 5:00 P.M, (IST) on 26th December, 2018.

Shareholders desiring to exercise their vote by E-Voting:

- Read carefully the Point no. 8 of the "NOTES FOR MEMBERS' ATTENTION" given on the Postal Ballot Notice.
- Voting shall be closed by CDSL on 26th December, 2018 at 5:00 P.M. (IST).

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the Resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting i.e. Wednesday, the 26th December, 2018, if approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

1. To approve increase in borrowings limit of the Company and in this regard to consider and, if thought fit, to pass with or without modification, 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 5th August, 2014 in relation to approval of borrowings limit 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 made 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 of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money in any manner 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 aggregate of monies 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, free reserves, that is to say, reserves not set apart for any specific purpose, and securities premium of the Company, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 2,500 Crores (Rupees Two 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, 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 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 made thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force."

2. To authorise Board of Directors for creation of security in respect of borrowings and in this regard 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 5th August, 2014 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 made 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 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 takeover the substantial assets/business and concern of the Company, in certain events, in such form and in such manner as the Board of Directors may deem fit to or in favour of all or any of the financial institutions/banks/lenders/any other investing agencies 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/lenders/other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans and/or the issue of debentures, bonds or other financial instruments (hereinafter collectively referred to as "Loans"), provided that the total amount of Loans 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 ₹ 2,500 Crores (Rupees Two 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 for creating the aforesaid mortgages, charges, hypothecations 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, deeds, application, 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 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 made thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force."

Registered Office:

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

By order of the Board

(Sudeep Jain)
Company Secretary

12th November, 2018

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 12th November, 2018, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item(s) of Special Business as set out in the Postal Ballot Notice is annexed hereto.

2. The Electronic Copy of the Postal Ballot Notice is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address(es), physical copy of the Postal Ballot Notice is being sent in the permitted mode. In this regard, the Members whose names appear in the Register of Members/List of Beneficial Owners as per the record of Depositories as on 16th November, 2018 i.e. cut-off date has been enrolled by the Company for participation in voting on resolutions placed by the Company on the voting system. Any person who is not a Member of the Company as on the cut-off date should treat this Notice for

information purpose only. The voting shall be reckoned in proportion to a Member's share of voting right on the paid-up equity share capital of the Company as on the said cut-off date. Members who have registered their e-mail IDs for receipt of documents in electronic mode, have been sent a web link for Postal Ballot Notice and Postal Ballot Form along with their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Members who wish to vote through Postal Ballot Form can download the same from the web link. Members have an option to cast their votes either through e-voting or through Postal Ballot Form. Members, who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein.

3. Only those Members who are eligible to vote on the proposed special resolutions are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company.

4. The Company has appointed Shri R.S. Bajaj, Whole time Practicing Company Secretary (Membership No. ACS 3370 and C.P. No.7058) as Scrutinizer and if he is unable to act as such for any reason whatsoever, Shri Rajesh Kumar Mishra, Whole time Practicing Company Secretary (Membership No. FCS 5383 and C.P. No.4433) shall act as the Scrutinizer for conducting the voting process and submitting a consolidated Scrutinizer's Report thereon in accordance with the applicable law/regulation in a fair and transparent manner.

5. The Members voting through physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on the Postal Ballot Notice and return the completed Form along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before **26th December, 2018 upto 5.00 P.M.**,the last date of receipt of the completed Postal Ballot Form. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expense of the registered Member on or before **26th December, 2018 upto 5.00 P.M.** will also be accepted. The same must be sent to the Scrutinizer, Shri R.S. Bajaj, Practicing Company Secretary, Link Intime India Pvt. Limited (Unit : Universal Cables Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

6. The Members who do not receive the Postal Ballot Form may apply to the Company or Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. (Unit: Universal Cables Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and obtain a duplicate there of. The Postal Ballot Form may also be downloaded from the Company's website: www.unistar.co.in.

7. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members holding equity shares in demat form and in physical form, to exercise their right to vote on the Resolutions as contained in the Postal Ballot Notice by way of electronic voting/Remote E-Voting to enable Members of the Company to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide Remote E-Voting facility to Members of the Company. It may be noted that Remote E-Voting is optional. Please carefully read and follow up instructions on Remote E-Voting printed in this Postal Ballot Notice. In case member(s) cast their vote both via physical ballot and Remote E-Voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. The e-voting facility is available at www.evotingindia.com. Please refer to the instructions given for e-voting in the following paragraph of this Postal Ballot Notice for the purpose and manner in which the e-voting is to be carried out.

8. **The instructions for shareholders voting electronically are as under:**

(I) The voting period begins on Tuesday,the 27th November, 2018 at 9:00 A.M. (IST) and end on **Wednesday, 26th December, 2018 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th November, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders/Members

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** 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. • 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Universal Cables Limited on which you choose to vote.

(xii) On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and/or Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

9. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit a Consolidated Scrutinizer's Report to the Chairman/Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by a Director or Company Secretary of the Company on 28th December, 2018, at the Registered Office of the Company. The said result would be displayed at the Registered 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 Scrutinizer's Report on the Company's website www.unistar.co.in.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS (RESOLUTION NO. 1 AND 2) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED 12TH NOVEMBER, 2018 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER INCLUDING THE STATUTORY AMENDMENT(S), MODIFICATION(S) AND RE-ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 12th November, 2018:

Item No. 1

The Members of the Company through postal ballot accorded their approval to the Board of Directors on 5th August, 2014 by way of a special resolution 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 courseof business, in excess of the aggregate of paid up Share Capital, free reserves and securities premium of the Company, upto an amount not exceeding in aggregate ₹ 1,000 Crores (Rupees One Thousand Crores only) and outstanding at any time.

Over the years, the performance of the Company has marked a notable improvement. The Company has been upgrading its manufacturing infrastructure in a phased manner with the twin objective of augmenting the capacity and cost reduction. In order to pursue its growth plans with the underlying objectives to create business value, growth and market reach and also for augmenting the longterm financing for other corporate purposes besides additional working capital needs from time to time, it is considered desirable to increase the Company's existing borrowing limit from ₹ 1,000 Crores (Rupees One Thousand Crores) Only to ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores) as proposed in the Resolution. Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the above borrowing powers can be exercised by the Board of Directors only with the consent of the Members obtained by a special resolution. Therefore, it is necessary to obtain approval of the Members by means of a special resolutionto enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed ₹ 2500 Crores.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the accompanying Notice.

The Board therefore commends the Special Resolution set out at Item No.1 of the accompanying Notice for consent/approval of the Members of the Company.

Item No. 2

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/lenders/any other investing agencies 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/lenders/other investing agencies or any other person(s)/bodies corporate by private placement or otherwise. Accordingly, the Members of the Company through postal ballot accorded theirapproval to the Board of Directors on 5th August, 2014 by way of a special resolution under Section 180(1)(a) of the Companies Act, 2013 to create mortgages/charges/hypothecations/other securities on the assets of the Company in order to secure such borrowings upto an amount of ₹1,000 Crores (Rupees One Thousand Crores) Only.

With the proposed enhancement in the borrowings limit of the Company from ₹ 1,000 Crores to ₹ 2,500 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/ 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/lenders/other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, it is necessary to pass a special resolution by the Members of the Company under Section 180(1)(a) ofthe 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 for an amount not exceeding the limit of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores) Only.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the accompanying Notice.

The Board therefore commends the Special Resolution set out at Item No.2 of the accompanying Notice for consent/approval of the Members of the Company.

Registered Office:

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

12th November, 2018

By order of the Board

(Sudeep Jain)
Company Secretary

UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114
Registered Office: P.O. Birla Vikas, Satna (M.P.) – 485 005
Phone: (07672) 257121 to 257127 • **Fax**: (07672) 257131
E-mail: headoffice@unistar.co.in • **Website**: www.unistar.co.in

POSTAL BALLOT FORM

Sr.No.:

1. Name(s) & Registered address of the Sole/First named shareholder :

2. Name(s) of the Joint Shareholders, if any :

3. Registered Folio No./DP Id* & Client Id* No. (*applicable to shareholder(s) holding shares in electronic form) :

4. No. of Shares held :

5. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 12th November, 2018 by sending my/our assent/dissent to the said Resolution(s) by placing a tick (√) mark in the appropriate column below:

Sr. No.	Description	No. of Votes exercised corresponding to the total number of voting rights	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder for increase in the borrowings limit of the Company upto an amount not exceeding in aggregate of ₹ 2,500 Crores outstanding at any time.			
2.	Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder authorizing the Board of Directors for creation of charge/mortgages/ hypothecation/ pledges/other securities, etc. in any form on the Company's assets, both present and future for securing the borrowings for an amount not exceeding the limit of ₹ 2,500 Crores.			

_____
Signature of the Shareholder

Place:
Date:

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	*Default PAN/Sequence No.
181117003	

* Only Members who have not updated their PAN with Company/Depository Participant, shall use default PAN (10 digit sequence number) which is printed as above.

NOTES:

1. Each equity share of the Company carries one vote.
2. Please read carefully the instructions printed overleaf before exercising the vote.
3. Last date for Receipt of Postal Ballot Form by the Scrutinizer: 26th December, 2018 upto 5.00 p.m.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Universal Cables Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.

2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.

3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.

4. In the case of the equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.

5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.

6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.

7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. by **26th December, 2018 upto 5.00 p.m.** Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.

8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 16th November, 2018.

10. The result of the Postal Ballot will be declared on 28th December, 2018 at the Registered Office of the Company.

11. The Postal Ballot shall not be exercised by a Proxy.

12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no.7 above.

14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

15. A Member need not use all his votes nor cast all his votes in the same way.

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Postage will be paid by addressee

BUSINESS REPLY ENVELOPE

BR Permit No. : MH/BY/NE/BR/238/18-19
Tagore Nagar, P.O., Mumbai - 400 083.

No Postage Stamp Necessary if posted in India

To,
M/s R S Bajaj & Co.
Practicing Company Secretary
Scrutinizer
C/o : LINK INTIME INDIA PRIVATE LIMITED
Unit : **UNIVERSAL CABLES LIMITED**
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.