MP BIRLA GROUP

Universal Cables Limited
Regd. Office & Works :
P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
P : 07672-257121 to 257127, 414000
F : 07672-257131 · E : headoffice@unistar.co.in

Ref : UCL/SEC/2018-19

28th December, 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,

Sub: Disclosure pertaining to voting results of postal ballot and e-voting

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our letter No. UCL/SEC/2018-19 dated 26th November, 2018 regarding notice for postal ballot/e-voting dated 12th November, 2018, consent of the Members was sought on the special resolution(s) as mentioned in the said Notice. In this connection, please find enclosed herewith details regarding the voting results of the Special Resolution(s), in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the said special resolution(s) have been approved by the Members with requisite majority. Please find enclosed herewith the Report dated 27th December, 2018 of Scrutinizer, Shri R.S. Bajaj, Practicing Company Secretary, appointed by the Company for conducting the postal ballot and e-voting process. This is for your information and records.

Thanking you,

Yours faithfully,
For UNIVERSAL CABLES LIMITED

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

(Sudeep Jain)
Company Secretary

Encl: As above

VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF UNIVERSAL CABLES LIMITED

Date of the AGM /EGM (Voting period for the resolution passed through postal ballot and e-voting)	From 9.00 A.M. on 27th November, 2018 till 5.00 P.M. on 26th December, 2018
The date of passing of resolution through postal ballot and e-voting	In accordance with the 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, if any, the resolutions are deemed to be 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 day of December, 2018. The date of declaration of voting results is on 28th December, 2018 on the basis of Scrutinizers Report dated 27th December, 2018.
Total Number of shareholders on record date (i.e. 16th November, 2018)	13533
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing; Promoters and Promoter Group Public	Not Applicable
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Resolution-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.**

Category	**Mode of Voting**	**No. of Shares held**	**No. of Votes polled**	**% of Polled outstanding shares**	**No. of Votes -in favour**	**No. of Votes - against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)]/(1)] *100**	**(4)**	**(5)**	**(6)=[(4)]/(2)] *100**	**(7)=[(5)]/(2)] *100**
Promoter and Promoter Group	E-voting	21472949	21472949	100.0000	21472949	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21472949	100.0000	21472949	-	100.0000	-
Public-Institutions	E-voting	785484	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	12436948	4003157	32.1876	4003157	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		16483	0.1325	15767	716	95.6561	4.3439
	Total		4019640	32.3201	4018924	716	99.9822	0.0178
Total		**34695381**	25492589	73.4755	25491873	716	99.9972	0.0028

Invalid Votes – 1497 (Public- Non Institutions)

UNIVERSAL CABLES LTD. P.O. BIR... VIK... SATN...

VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF UNIVERSAL CABLES LIMITED

Date of the AGM /EGM (Voting period for the resolution passed through postal ballot and e-voting)	From 9.00 A.M. on 27th November, 2018 till 5.00 P.M. on 26th December, 2018
The date of passing of resolution through postal ballot and e-voting	In accordance with the 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, if any, the resolutions are deemed to be 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 day of December, 2018. The date of declaration of voting results is on 28th December, 2018 on the basis of Scrutinizers Report dated 27th December, 2018.
Total Number of shareholders on record date (i.e. 16th November, 2018)	13533
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing; Promoters and Promoter Group Public	Not Applicable
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Resolution-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**

Category	Mode of Voting	**No. of Shares held**	**No. of Votes polled**	**% of Polled outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)]/(1)] *100**	**(4)**	**(5)**	**(6)=[(4)]/(2)] *100**	**(7)=[(5)]/(2)] *100**
Promoter and Promoter Group	E-voting	21472949	21472949	100.0000	21472949	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21472949	100.0000	21472949	-	100.0000	-
Public-Institutions	E-voting	785484	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	12436948	4003157	32.1876	4003157	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		16165	0.1300	15493	672	95.8429	4.1571
	Total		4019322	32.3176	4018650	672	99.9833	0.0167
Total		**34695381**	25492271	73.4745	25491599	672	99.9974	0.0026

Invalid Votes – 1497 (Public- Non Institutions)

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

R. S. BAJAJ & CO.
COMPANY SECRETARIES

REPORT OF SCRUTINIZER
(POSTAL BALLOT PROCESS)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Universal Cables Limited
P.O. Birla Vikas,
Satna -485005 (M.P.)

Dear Sir,

I, R. S. Bajaj, Practicing Company Secretary (C.P. No.7058) have been appointed by the Board of Directors of the Company as the scrutinizer to receive, process and scrutinize the postal ballot forms and e-voting for the purpose of postal ballot process carried out as per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Special Resolutions contained in the Postal Ballot Notice dated 12th November, 2018.

The Company had completed the dispatch/sending of e-mail of notice of postal ballot along with the postal ballot form and self-addressed postage pre-paid envelope on 26th November, 2018 to the members for seeking their consent. The members of the Company as on the "cut-off" date, i.e. 16th November, 2018 were entitled to vote on the resolutions as set out in the Postal Ballot Notice.

In terms of Section 108 of the Companies Act, 2013 read along with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and such other Rules and Regulations as may be applicable, the Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

As the Scrutinizer for the e-voting process, my role and responsibility are limited to make a Scrutinizer's report of the votes cast in "favour" or "against" in respect of the Resolutions contained in the Notice of the Postal Ballot Process, based on the reports generated from the e-voting systems provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

I report that I have received the Postal Ballot forms from shareholders during the period starting from 27th November, 2018 (09.00 A.M.) and end on 26th December, 2018 (05.00 P.M.). All the Postal Ballot forms together with E-Voting received up to 05.00 P.M., Wednesday, 26th December, 2018, being the last date considered by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

R. S. BAJAJ & CO. C.P. No. 7058 MUMBAI-62

123 B, Rolex Shopping Centre, Station Road, Goregaon (West), Mumbai - 400 062.
Tel. : 91-22-6127 7416 • E-mail : rsbajaj.cs@gmail.com

RESOLUTION NO 1 (Special Resolution)

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 up-to an amount not exceeding in aggregate of ₹ 2,500 Crores outstanding at any time.

On scrutiny, I report that out of total 137 shareholders (Total Number of Shares 2,54,94,086), (57) shareholders have exercised their votes through electronic means and (80) shareholders exercised their votes through Postal Ballot Forms as received.

The details of the polling results (consolidated) for the Special Resolution placed for voting are as follows:

(i) **Voted in favour of the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
57	2,54,76,106	99.935	62	15767	.062

Summary:

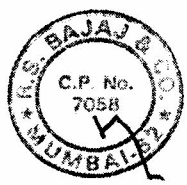
Total no. of members voted in favour	119
Total no. of votes cast in favour	2,54,91,873
Total % of valid votes in favour	99.977

(ii) **Voted against the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
0	0	0	10	716	

Summary:

Total no. of members voted against	10
Total no. of votes cast against	716
Total % of valid votes against	.003



(iii) **Invalid Votes (voted through Postal Ballot Form) :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	1497

The percentage of votes cast in favour is 73.473% and against is 0.002% of the total paid-up capital of the Company. Since the number of votes cast in favour is more than three times of the number of votes cast against, I report that the Special Resolution passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, as set out in the Postal ballot Notice dated 12th November, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date specified by the Company for receipt of duly completed Postal Ballot forms i.e. 26th December, 2018.

RESOLUTION NO 2 (Special Resolution)

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

On scrutiny, I report that out of total 135 shareholders (Total Number of Shares 2,54,93,768), (57) shareholders have exercised their votes through electronic means and (78) shareholders exercised their votes through Postal Ballot Forms as received.

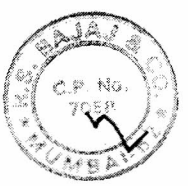
The details of the polling results (consolidated) for the Special Resolution placed for voting are as follows:

(i) **Voted in favour of the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
57	2,54,76,106	99.936	60	15493	.061

Summary:

Total no. of members voted in favour	117
Total no. of votes cast in favour	2,54,91,599
Total % of valid votes in favour	99.997



(ii) **Voted against the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
0	0	0	10	672	.003

Summary:

Total no. of members voted against	10
Total no. of votes cast against	672
Total % of valid votes against	.003

(iii) **Invalid Votes (voted through Postal Ballot Form) :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	1497

The percentage of votes cast in favour is 73.473% and against is 0.002% of the total paid-up capital of the Company. Since the number of votes cast in favour is more than three times of the number of votes cast against, I report that the Special Resolution passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, as set out in the Postal Ballot Notice dated 12th November, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date specified by the Company for receipt of duly completed Postal Ballot forms i.e. 26th December, 2018.

The Postal Ballot forms and other related papers/registers have been handed over to the Director/Company Secretary authorized by the Board to supervise the Postal Ballot process.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,

Yours faithfully,
For R. S. Bajaj & Co.,
Company Secretaries

(R. S. Bajaj)
CP No.7058
M.No.ACS-3370
Date : 27.12.2018
Place : Mumbai

For: Universal Cables Limited

SUDEEP JAIN
(Company Secretary)