UNISTAR

UNIVERSAL CABLES LIMITED

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
Phone : 07672-257121 to 257127, 414000 • Fax : 07672-257131
E-Mail : headoffice@unistar.co.in • Website : www.unistar.co.in
CIN : L31300MP1945PLC001114

Ref : UCL/SEC/2015 12.08.2015

BSE Limited
Corporate Relationship Department
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra East
Mumbai – 400 051

Ref: BSE - Scrip Code **504212**, NSE - Scrip ID - **UNIVCABLES**

Sub: Clause 31 of the Listing Agreement – Proceedings of 70th Annual General Meeting of Universal Cables Limited

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, gist of the proceedings of the 70th Annual General Meeting (AGM) of Universal Cables Limited held on Friday, 24th July, 2015 at 11.00 A.M. at Registered Office P.O. Birla Vikas, Satna - 485 005 (M.P.), is enclosed.

We hope you will find the same in order.

We request you to please take the same on your records.

Thanking you,

Yours faithfully,
For Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

Encl. : As above

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Gist of the proceedings of the Annual General Meeting of Universal Cables Limited held on July 24, 2015

The Seventieth Annual General Meeting of the Members of the Company was held on Friday, July 24, 2015 at 11.00 A.M. to 12.15 P.M. at Badminton Court Building, situated at the Registered Office of the Company at P.O. Birla Vikas, Satna-485005 (M.P.).

Shri Harsh V. Lodha, Chairman of the Board was present at the Meeting and in accordance with the Article 96 of the Articles of Association of the Company, Shri Harsh V.Lodha, Chairman of the Board took the chair and presided over the meeting. Shri Dinesh Chanda, an Independent Director (also, as the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee), Shri Y. S. Lodha, Manager & Chief Executive Officer and Shri Amitava Bose, Manager & Chief Operating Officer of the Company were also present in the Meeting.

Total 56 Members (including proxies) attended the Meeting.

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company has extended to its members facility to exercise their right to vote by electronic means in respect of the business to be transacted at the Seventieth Annual General Meeting. The remote e-voting commenced on 21st July, 2015 (9:00 am) and ended on 23rd July, 2015 (5:00 pm). Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Pradeep Nayak, Chartered Accountant was appointed as Scrutinizer for the remote e-voting process.

In order to provide facility to the Members present at the Meeting who had not cast their vote through remote e-voting, the Company has arranged for a poll on each of items of business to be transacted at the Seventieth Annual General Meeting. Shri Rajesh Kumar Mishra (DP & Client ID: 120335000115034l), Practicing Company Secretary and Shri Pradeep Nayak, (DP & Client ID: IN30133021073500), Member were appointed as Scrutinizers for conducting poll at the Meeting.

The Chairman apprised the members about the performance of the Company for the financial year 2014-15 and the prevailing business condition in power cables and capacitors Industry. The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. The queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and Manager & Chief Executive Officer present in the Meeting.



The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Business as per Notice of the Seventieth Annual General Meeting. Thereafter, all the Six (6) resolutions were proposed and seconded.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the Six (6) Resolutions for the Ordinary as well as Special Business as set out under Item No(s). 1, 2, 3, 4, 5, and 6 of the Notice. The Scrutinizers inspected and locked the empty Ballot boxes in the presence of Members and proxies present in the Meeting. The Chairman then requested the Members and proxies present in the Meeting to cast their vote and put the poll papers in the Ballot boxes if they have not exercised remote e-voting facility made available by the Company. After ensuring that all the Members and proxies participated in the poll and had cast their votes, the Scrutinizers took the custody of Ballot boxes.

The Chairman informed that after conclusion of voting at the meeting, the Scrutinizers shall submit the Scrutinizer's Report to Chairman. The Chairman authorized Shri Dinesh Chanda, Director of the Company to declare the combined result of remote e-voting and poll on 24th July, 2015 at 4.00 p.m. at the Registered Office of the Company.

Based on the Reports furnished by the Scrutinizers to the Chairman and Counter signed by the Director, the results of voting by remote e-voting and Poll on the Ordinary as well as Special Business transacted at the Meeting was declared by Shri Dinesh Chanda, Director on 24th July, 2015 at 4.00 p.m..

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

Ordinary Business:

(a) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of Board of Directors and Auditors' thereon.

(b) Re-appointment of Shri B.R. Nahar (DIN: 00049895), as Director, who retired by rotation at this Annual General Meeting.

(c) Ratification of appointment of Messrs V. Shankar Aiyar & Co., (Registration No. 109208W), as Auditors of the Company for the financial year 2015-16, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business:

(d) Appointment of Dr. Kavita A. Sharma (DIN: 07080946) as a Director, who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 6th February, 2015 and also to appoint her as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 6th February, 2015, not liable to retire by rotation.

(e) Appointment of Shri Y.S. Lodha as Manager and Chief Executive Officer of the Company for a period of three (3) years effective from 15th May, 2015 to 14th May, 2018, upon the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement submitted for approval of the members in the Annual General Meeting of the Company.

(f) Ratification of Remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The combined result of remote e-voting and Poll was notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For **Universal Cables Limited**

Om Prakash Pandey
Company Secretary