UNIVERSAL CABLES LIMITED

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

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, to transact the following Special Business by Members of Universal Cables Limited by passing Special Resolutions through Postal Ballot.

The Statement as required under Section 102 of the Companies Act, 2013 pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto alongwith a Postal Ballot Form for consideration of the Members of the Company.

SPECIAL BUSINESS:

1. To approve borrowing limits of the Company 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 pursuant to Section 180(1)(c), 180(2) and other applicable provisions of the Companies Act, 2013, as amended from time to time, read together with Articles of Association of the Company and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to borrow any sum or sums of money from time to time and in any manner, whether as rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities or in any other form and upon such terms and conditions with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers / Lenders in the ordinary course of business) may exceed, at any time, the aggregate of paid-up share capital of the Company and its free reserves, provided however that the total amount so borrowed by the Board and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 1,000 Crores (Rupees One Thousand Crores only).

   RESOLVED FURTHER that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such moneys 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, and things to sign and execute all such documents, deeds, application, instruments and writings 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."

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 pursuant to Section 180(1)(a) and other applicable provisions and rules, if any, of the Companies Act, 2013, as amended from time to time, read together with Articles of Association of the Company and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to create and/or modify mortgage(s) / hypothecation(s) / pledge(s) / charge(s) / security in addition to the existing mortgages, hypothecations, pledge, charges or security created by the Company, on all or anyone or more of the movable / immovable properties or such other assets of the Company whether tangible, intangible or otherwise, wheresoever situated, both present and future on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Banks, Financial Institutions, Insurance Companies, Investment Institutions and other Lending/Investing Agencies, Mutual Funds, Trusts, other Bodies Corporate, Bodies/Trustees for holders of debentures / bonds and/or other instruments (hereinafter collectively referred to as "Lenders") to secure all credit facilities, term loans including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed / to be availed by the Company and/or for any other purpose from time to time from any one or more of the aforesaid Lenders together with power to take over the management and control of the Company in certain events, provided that the total amount of Loans or credit facilities together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment of on redemption, cost,

charge(s), expenses and all other moneys payable by the Company to such Lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the Lenders in respect of the said borrowing(s), in respect of which such mortgage(s) / hypothecation(s) / pledge(s) / charge(s) or security are created / to be created, shall not, at any time exceed the limit of Rs. 1,000 Crores (Rupees One Thousand Crores only).

RESOLVED FURTHER that the Board be and is hereby authorised and shall always be deemed to have been so authorised to do all such acts, deeds, and things to sign and execute all such documents, deeds, application, instruments and writings 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."

Registered Office:

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

By Order of the Board

(Om Prakash Pandey)
Company Secretary

21st June, 2014

NOTES FOR MEMBERS' ATTENTION

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business is annexed hereto.

2. The Notice is being sent to all the Members by post/courier (and electronically by e-mail to those Members who have registered their e-mail address with the Company or their Depository Participant), whose names appear in the Register of Members/List of beneficial owners as per record of Depositories as on 20th June, 2014 (record date). 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 record date. Members who have registered their e-mail IDs for receipt of documents in electronic mode, have been sent a link for Postal Ballot Notice and Postal Ballot Form alongwith their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Members who wish to vote through Ballot Form can download the ballot form from the 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 shareholders entitled to vote 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 Ashish C. Bhatt, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

5. Shareholders voting through physical Postal Ballot Form are requested to carefully read the instructions printed in the accompanying Postal Ballot Form 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 31st July, 2014 upto 5.30 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 shareholder on or before 31st July, 2014 upto 5.30 p.m. will also be accepted. The same must be sent to Shri Ashish C. Bhatt, Practising Company Secretary, Scrutinizer, Link Intime India Pvt. Limited (Unit : Universal Cables Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

6. Shareholders who do not receive the Postal Ballot Form may apply to the Company or Company's Registrar & Share Transfer Agents, M/s. Link Intime India Pvt. Ltd. (Unit: Universal Cables Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078 and obtain a duplicate thereof. The duplicate Postal Ballot Form may also be downloaded from the Company website www.unistar.co.in.

7. In compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the Members holding Shares in Demat Form and in physical form, to vote on the Postal Ballot by way of Electronic voting /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 e-voting facilities to Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice. In case the Member has exercised the vote in physical mode as well as electronic mode, the valid vote by physical mode only will be considered. 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 Notice for the purpose and the manner in which e-voting has to be carried out.

8. The instructions for members for voting electronically are as under:-

In case of members receiving Postal Ballot Notice through e-mail:

(i) Log on to the e-voting website www.evotingindia.com
(ii) Click on "Shareholders" tab.
(iii) Now, select the "Universal Cables Limited" from the drop down menu and click on "SUBMIT"
(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 first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter **the number of shares held by you as on the cut off date in the Dividend Bank details field.**

(viii) After entering these details appropriately, click on "SUBMIT" tab.
(ix) Members holding shares in physical form will then reach directly 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 of "Universal Cables Limited" 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
(xvii) If 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving Postal Ballot Notice (physical copy) through Post/Courier then please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

9. The voting period begins on 2nd July, 2014 and ends on 31st July, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th June, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

10. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Record Date.

12. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman/Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on 5th August, 2014 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, published in the newspapers and displayed alongwith the Scrutinizer's report on the Company's website www.unistar.co.in in accordance with applicable guidelines/regulations and governing law.

13. The resolution duly passed by this Postal Ballot Notice shall be deemed to have been passed at a meeting of the Shareholders as per the provisions of the Section 110 of the Companies Act, 2013 read with governing Rules.

ANNEXURE TO NOTICE

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

The following Statement set out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

Item No. 1

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors shall not borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Members of the Company accorded by way of a special resolution.

It is, therefore, necessary for the Members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Considering the requirements of funds for the present business operations and any additional working capital requirements of the Company besides general and other corporate purposes (including for capital expenditure), etc., approval of members is being sought to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided however that the total amount so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 1,000 Crores (Rupees One Thousand Crores Only).

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

The Board of Directors commends the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval of the Members of the Company.

Item No. 2

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors can create a security on the assets or sale or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of Members of the Company by way of special resolution.

As the documents executed/to be executed by and between the Company and the Lenders/trustees for the holders of debentures/bonds may contain the power to take over the management and control of the Company in certain events, it is necessary to obtain Members' approval under Section 180(1)(a) of the Companies Act, 2013, by way of a Special Resolution to enable the Board of Directors of the Company to create mortgage/hypothecation/pledge/charge or security in any form on the Company's assets, both present and future, in favour of the Lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company upto Rs. 1,000 Crores (Rupees One Thousand Crores Only) (including fund based and non-fund based working capital credit facilities / temporary loans obtained from the Company's Bankers in the ordinary course of business).

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

The Board commends the Special Resolution set out at Item No.2 of the Postal Ballot Notice for approval of the Members of the Company.

Registered Office:

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

By Order of the Board

(Om Prakash Pandey)
Company Secretary

21st June, 2014