MP BIRLA GROUP

Birla Cable Limited
(Formerly Birla Ericsson Optical Limited)
Regd. Office & Works:
Udyog Vihar, P.O. Chorhata, Rewa - 486 006 Madhya Pradesh, India
Telephone: +91 7662 400580, Fax: +91 7662 400680
Email: headoffice@birlacable.com; Website: www.birlacable.com
PAN No. AABCB1380L CIN: L31300MP1992PLC007190
GSTIN - 23AABCB1380L1ZW

BCL/CS/18-19/

21 APR 2018

BSE Ltd.
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
P.J.Towers, Dalal Street,
Fort,
MUMBAI-400 001

Company's Scrip Code: 500060

The Manager,
Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
MUMBAI-400 051

Company's Scrip Code: BIRLACABLE

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

Dear Sir(s),

This is with reference to the captioned subject matter, we would like to inform that, we are seeking approval of members of the Company through Postal Ballot Notice by way of Special Resolution(s) for increase of limits u/s 180(1)(a),180(1)(c) and 186 of the Companies Act, 2013 duly approved by the Board of Directors of the Company at their Board meeting held on 9th March, 2018. A copy of Postal Ballot Notice is enclosed herewith, alongwith Postal Ballot Form and self addressed business reply envelope for your kind information and record.

Thanking you,

Yours faithfully,
For Birla Cable Limited

(Somesh Laddha)
Company Secretary

Encl: As above.

MANAGEMENT SYSTEM CERTIFICATION
DNV·GL
ISO 9001 = ISO 14001
OHSAS 18001

BIRLA CABLE LIMITED

CIN:L31300MP1992PLC007190
Registered Office:
Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India
Telephone No. (07662) 400580 Fax No. (07662) 400680
Email: headoffice@birlacable.com Website: www.birlacable.com

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 ("SEBI LODR") 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 the Resolutions set out in this Notice.

Voting through Postal Ballot/ remote E-Voting shall commence from Monday, 23rd April, 2018 at 9:00 A.M. (IST) and end on Tuesday, 22nd May, 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.

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 22nd May , 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 22nd May, 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. Tuesday, the 22nd May, 2018, if approved by the members of the Company with requisite majority.

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, 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, 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 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 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 and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.1000 Crores (Rupees One Thousand 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 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 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, 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, 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 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/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 Rs.1000 Crores (Rupees One Thousand 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 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 made thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force."

3. Authority to the Board of Directors to give Loan(s)/Guarantee(s) or provide securities in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate 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 at the 24th Annual General Meeting of the Company held on 19th August, 2016, save as respect things done or omitted to be done before such supersession and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors, subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, for;

(i) giving any loan / revolving loans / advances / deposit to any person or other body corporate;

(ii) giving any guarantee and/or providing any security (including by way of pledge of shares or other securities held by the Company in any other body corporate, etc.) in connection with a loan to any other body corporate or person; and

(iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate(s).

upto an amount, the aggregate outstanding of which shall not exceed at any given time Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores) Only.

FURTHER RESOLVED that the aforesaid loans/advances/deposits /guarantees/ securities etc. be made/given by the Company out of the share capital and securities premium, internal accruals or borrowings (including by way of debentures /bonds or other instruments issued and/or to be raised/issued by the Company) or any combination thereof or out of other means/manner as considered appropriate by the Board of Directors of the Company or any duly constituted Committee thereof.

FURTHER RESOLVED that for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to negotiate and decide, settle any question, difficulty or doubt arising out of and incidental thereto, from time to time as also and to sign and execute all deeds, applications, documents and writings, etc. that may be required for and on behalf of the Company and give such directions as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein, to any Committee of Directors or to any Director(s) or any Officer(s) of the Company, that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Registered Office:
Udyog Vihar,
P.O. Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board
for Birla Cable Ltd.

Somesh Laddha
Company Secretary

9th April, 2018

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 9th March, 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 13th April, 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. 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 Rajesh Kumar Mishra, Practicing Company Secretary (Membership No. FCS 5383 and C.P. No.4433) as Scrutinizer and if he is unable to act as such for any reason whatsoever, Shri R. S. Bajaj, Practicing Company Secretary (Membership No. ACS 3370 and C.P. No.7058) 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 **22nd May, 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 **22nd May 2018 upto 5.00 p.m.** will also be accepted. The same must be sent to the Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, Link Intime India Pvt. Limited (Unit : Birla Cable 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: Birla Cable Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and obtain a duplicate thereof. The Postal Ballot Form may also be downloaded from the Company's website www.birlacable.com.

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 the 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/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 facility to Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow up instructions on e-voting printed in this Postal Ballot Notice. 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. 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 through remote e-voting facility are as under:

   (i) The remote e-voting period begins on Monday , the 23rd April, 2018 at 9.00 a.m. and ends on Tuesday, the 22nd May, 2018 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th April, 2018, may cast their vote by remote e-voting. Once the vote on a resolution is cast by e-voting, the Members shall not be allowed to change it subsequently. Thereafter, the e-voting module shall be disabled by CDSL and Members shall not be allowed to vote electronically upon disablement of such remote e-voting facility. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

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

   (iii) Click on SHAREHOLDERS/MEMBERS tab.

   (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) Thereafter 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 members holding equity shares either in Demat or Physical mode) • 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 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.
	OR
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 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 equity shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for e-voting on the Resolutions contained in the Notice. 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 can also be used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that such 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. If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on **"Forgot Password"** and enter the details as prompted by the system.

(x) Click on the EVSN for Birla Cable Limited on which you choose to vote.

(xi) 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.

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

(xiii) 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.

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

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) Note for Non – Individual Members and Custodians

(a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

(b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
(c) 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.
(d) 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.
(e) A scanned copy of the Board Resolution and 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.

(xvii) 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 25th May, 2018 at 5.00 p.m., 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.birlacable.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS (RESOLUTION NO. 1, 2 AND 3) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED 9TH APRIL, 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 9th April, 2018:

Item No. 1

The members of the Company through postal ballot accorded its 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 cause of business, in excess of the aggregate of paid-up capital and free reserves of the Company, upto an amount not exceeding in aggregate Rs.700 Crores (Rupees Seven Hundred Crores) Only and outstanding at any time.

Over the period there has been increase in the business activities of the Company and also further plans to expand its business activities in near future. Therefore, in order to meet the capital expenditure requirements and long term 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 Rs.700 Crores (Rupees Seven Hundred Crores) Only to Rs.1000 Crores (Rupees One Thousand Crores) Only as proposed in the resolution.

None of the Directors/Key Managerial Personnel of the Company /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 its approval 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 Rs.700 Crores (Rupees Seven Hundred Crores) Only.

With the proposed enhancement in the borrowings limit of the Company from Rs. 700 Crores to Rs.1000 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) 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 for an amount not exceeding the limit of Rs.1000 Crores (Rupees One Thousand Crores) Only.

None of the Directors/Key Managerial Personnel of the Company /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.

Item No. 3

The members of the Company accorded their consent to the Board of Directors of the Company at the 24th Annual General Meeting of the Company held on 19th August, 2016 by way of a special resolution under Section 186 of the Companies Act, 2013 for (a) giving any loan / revolving loans / advances / deposit to any person or other body corporate; (b) giving any guarantee and/or providing any security (including by way of pledge of shares or other securities held by the Company in any other body corporate, etc.) in connection with a loan to any other body corporate or person; and (c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate(s) exceeding sixty per cent of the paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the approval of members is sought by way of special resolution under Section 186 of the Companies Act, 2013 to enhance the powers of the Board of Directors from Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores) Only to Rs.4500 Crores (Rupees Four Thousand Five Hundred Crores) Only for giving any loan or guarantee or providing security in connection with a loan, to any person or other body corporate or to make investment by way of subscription, purchase or otherwise in the securities of any other body corporate.

The Loan(s), advances, guarantee(s), securities and investment(s) as the case may be, will be made/given in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force.

The aforesaid loans/advances/guarantees/security(ies) etc. may be made/given by the Company out of the share capital and securities premium, internal accruals, or borrowings or in such other manner and in such proportion as the Board thinks appropriate, in one or more tranches, provided that in case of loans or inter corporate deposits, the interest rate shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of loan or as may be prescribed by relevant authorities or under the Act or Rules made thereunder from time to time.

The proposed Special Resolution as set out in Notice is enabling in nature for any further loan/ investment/ guarantee/ security, to be made or given to bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Act authorising and empowering the Board of Directors of the Company to take the appropriate decisions in this regard at the appropriate time(s) in the best interest of the business of the Company.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the accompanying Notice.

The Board therefore commends the Special Resolution set out at Item No.3 of the accompanying Notice for consent/approval of the Members of the Company.

Registered Office:
Udyog Vihar,
P.O. Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board
for Birla Cable Ltd.

Somesh Laddha
Company Secretary

9th April, 2018

BIRLA CABLE LIMITED

CIN:L31300MP1992PLC007190
Registered Office: Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India
Telephone No. (07662) 400580• Fax No. (07662) 400680
Email: headoffice@birlacable.com •Website: www.birlacable.com

POSTAL BALLOT FORM **Sl.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 :

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 9th April, 2018 by sending my/our assent/dissent to the said Resolution(s) by placing a tick (√) mark in the appropriate column below:

Sl.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 borrowing powers/limits of the Company upto an amount not exceeding in aggregate of Rs.1000 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 Rs.1000 Crores.			
3.	Special Resolution under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder of the Companies Act, 2013 authorising the Board of Directors to give Loan(s)/Guarantee(s) or provide securities and /or making investments in securities of other body(ies) corporate for an amount not exceeding in aggregate of Rs.4500 Crores outstanding at any time.			

Place:

Date : _____
Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	*Default PAN/Sequence No.
180412003	

*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: 22nd May, 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 Birla Cable 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 22nd May, 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 13th April, 2018.

10 The result of the Postal Ballot will be declared on 25th May, 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.

*****

Postage
will be
paid by
addressee

BUSINESS REPLY ENVELOPE

BR Permit No. : MH/BY/NE/BR/238/17-18
Tagore Nagar, P.O., Mumbai - 400 083.

No Postage
Stamp
Necessary
if posted
in India

To,

Mr. Rajesh Kumar Mishra
Practicing Company Secretary
Scrutinizer
C/o : LINK INTIME INDIA PRIVATE LIMITED
Unit : **BIRLA CABLE LIMITED**
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.