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

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 Ordinary Resolutions through Postal Ballot (including e-voting).

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 increase the Authorised Share Capital of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution :**

   "**RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 25 Crores divided into 2,45,00,000 (Two Crores Forty Five Lacs) Equity Shares of Rs. 10/- each and 50,000 (Fifty Thousand) Preference Shares of Rs. 100/- each to Rs. 45 Crores divided into 4,45,00,000 (Four Crores Forty Five Lacs) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) Preference Shares of Rs. 100/- each, by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each, ranking pari passu in all respect with the existing Equity Shares of the Company."

2. To alter the Capital Clause of the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the Clause 5 of the Memorandum of Association be altered and the same be substituted with the following clause.

   5. The Capital of the Company is Rs. 45 Crores divided into 445 lacs equity shares of Rs. 10/- each and 50 thousand preference shares of Rs. 100/- each with power to subdivide, consolidate and increase, and with power from time to time to issue any share of the original capital or any new capital with and subject to any preferential, deferred, qualified or special rights, privileges, or conditions as may be thought fit, and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

      The rights attached to the preference shares shall be such as may be determined by the Directors of the company at the time."

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

6th February, 2015

By order of the Board

Sd/-
(Om Prakash Pandey)
Company Secretary

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 6th February, 2015 (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 R. S. Bajaj, Practicing Company Secretary and if he is unable to act for any reason whatsoever, Shri Rajesh Kumar Mishra, Practicing Company Secretary, as 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 18th March, 2015 upto 5.30 p.m., the last date of receipt of the completed Postal Ballot Form. Please note that any Postal Ballot Form 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 18th March, 2015 upto 5.30 p.m. will also be accepted. The same must be sent to Shri R. S. Bajaj, 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 shareholders voting electronically are as under:

(i) The voting period begins on 17th February, 2015 and ends on 18th March 2015. 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 6th February, 2015 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.
(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 8 digits of the sequence number in the PAN field. • In case the sequence 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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 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 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 same 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) 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 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 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.

(xix) 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. 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.

10. 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 24th March, 2015 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 displayed alongwith the Scrutinizer's report on the Company's website www.unistar.co.in in accordance with applicable guidelines/regulations and governing law.

11. 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 and 2

In order to enable the Company to raise additional long-term finance interalia, a) for present business operations b) to undertake capital expenditure and c) to repay unsecured loans raised from Group Companies/Body Corporates by issue of securities / equity shares, the present Authorised Capital of Rs. 25 crores is not adequate. It is therefore considered necessary to increase the Authorised Share Capital of the Company to the extent mentioned in Item No. 1 of the Notice, with the consequential alteration in the Capital Clause of the Memorandum of Association of the Company as set out in Item No. 2 of the Notice.

The provisions of the Companies Act, 2013 read together with the rules made thereunder require the Company to seek the approval of the members for increase in the Authorised Share Capital and for the alteration of Capital Clause in the Memorandum of Association of the Company and accordingly the Board recommends the Ordinary Resolutions set out in Item No. 1 and Item No. 2 of the Postal Ballot Notice for approval of the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 and Item No. 2

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

6th February, 2015

By order of the Board

Sd/-
(Om Prakash Pandey)
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

Serial No. :

Name and Registered Address of Sole / First named Shareholder(s) (In Block letters)	
Name(s) of the Joint Shareholder(s) if any	
Folio No. / DPID No. * / Client ID No.* (*Applicable to shareholders holding shares in dematerialised form)	
Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 6th February, 2015 by sending my/our assent/dissent to the said Resolution 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.	Ordinary Resolution to increase Authorized Share Capital of the Company.			
2.	Ordinary Resolution to alter the Capital Clause (Clause 5) of the Memorandum of Association of the Company.			

_____
Signature of the Shareholder

Place :
Date :

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	* Default PAN
150211007	

***** Only those Members who have not updated their PAN with the Company / Depository Participant shall use "Default PAN" in the PAN field.

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: 18th March, 2015.

INSTRUCTIONS FOR VOTING :-

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. 18th March, 2015 upto 5.30 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**.**

10. The result of the Postal Ballot will be declared on 24th March, 2015 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. 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. Member need not use all his votes nor cast all his votes in the same way.