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
TO THE MEMBERS

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force for seeking consent of the Members of the Company to pass the following Resolutions through Postal Ballot (including e-voting).

SPECIAL BUSINESS:

(1) Further Issue of equity shares of the Company through Rights Issue.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and any other guidelines and clarifications issued by any other competent authority, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and subject to the permissions, consents, sanctions and approvals by any authority or institution, including but not limited to the bankers of the Company, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, by way of a Rights Issue, the equity shares of the face value of Rs.10/- each to the holders of equity shares as on a record date to be determined by the Board, or their renouncee(s), including resident/foreign shareholders, Institutions, Non-resident Indians, Corporate Bodies, Trust, Societies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Foreign Portfolio Investors and Individuals (collectively, the "Investors") on such terms and conditions as may be mentioned in the Letter of Offer to be issued by the Company for the purpose at such time or times, at such price or prices, including at a discount to the market price or prices in such manner and on such terms and conditions considering the prevalent market conditions at that time and such other consideration that the Board may, in its absolute discretion decide, that the aggregate value of such number of equity shares of the Company (including premium on face value of the equity shares of Rs. 10/- each) does not exceed Rs. 65 crores (Rupees Sixty Five crores only) and that the holders of equity shares (excluding renouncees) to whom the equity shares are being offered under the Rights Issue shall only be entitled to apply for additional equity shares and allotment of additional equity shares shall be made in such proportion as may be decided by the Board in its sole and absolute discretion.

FURTHER RESOLVED that all the new equity shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company except as may be otherwise provided pursuant to the terms of the Rights Issue in any of the Issue documents.

FURTHER RESOLVED that the Board be and is hereby authorised to allot the equity shares on basis of the application received as a result of offer from the existing equity shareholders and/ or renouncee and to dispose of equity shares remained unsubscribed, if any, in such manner not dis-advantageous to the shareholders and the Company.

FURTHER RESOLVED that for the purpose of giving effect to the above Resolution including any offer, issue or allotment of equity shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the equity shares and proportion thereof, timing for issuance of such equity shares, issue price, premium on face value, if any, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering

into and executing arrangements for managing, underwriting and/or standby, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to Letter of Offer and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, and other documents (in draft or final form) with any authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of equity shares including allotment of equity shares that are not subscribed and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds and disclosure thereof in accordance with applicable regulations/guidelines in force, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members of the Company.

FURTHER RESOLVED that the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee thereof or to any one or more executives of the Company."

(2) Appointment of and remuneration payable to Manager & Chief Operating Officer of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to the approval of Central Government, if required, the consent of the Members of the Company be and is hereby accorded to the appointment of Shri Amitava Bose as Manager & Chief Operating Officer of the Company, for a period of three (3) years with effect from 5th May, 2015 to 4th May, 2018, on the terms and conditions including remuneration as specified in the Explanatory Statement annexed to the Notice, with the powers and liberty to the Board of Directors (which term shall be deemed to include the Nomination & Remuneration Committee of the Board) to alter, amend, vary and modify the terms and conditions of the appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Shri Amitava Bose and to execute the Agreement in this regard with Shri Amitava Bose.

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to revise the remuneration as specified in the Explanatory Statement annexed to the Notice to the extent it may consider appropriate, subject to the overall ceiling in terms of Sections 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

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

31st March, 2015

By order of the Board

Sd/-
(Om Prakash Pandey)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and reason thereof relating to the Special Business is annexed hereto.

2. The Notice alongwith the Postal Ballot Form 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 31st March, 2015 (cut-off 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 cut-off 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 Postal Ballot Form can download the Postal 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 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 9th May, 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 9th May, 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 has provided facility to members to exercise their votes through electronic means (e-voting). The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facilities to Members of the Company. Please carefully read and follow the instructions on e-voting printed in this Notice. In case the Member has exercised the vote through Postal Ballot as well as through e-voting, the valid vote by e-voting shall only be considered. The e-voting facility is available at www.evotingindia.com.

8. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 10th April, 2015 and ends on 9th May, 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 31st March , 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, clickon "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 cut-off date.

10. Upon completion of the scrutiny, the Scrutinizer will submit his report to the Chairman/Director or Company Secretary of the Company. The result of the Postal Ballot (including e-voting) would be announced by a Director or the Company Secretary of the Company on 13th May, 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 members 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 TO THE ACCOMPANYING POSTAL BALLOT NOTICE

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

(1) Further issue of equity shares of the Company through Rights Issue

Section 62 of the Companies Act, inter-alia provides that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date unless shareholders in a general meeting/through postal ballot decide otherwise. The Listing Agreement executed by the Company with various Stock Exchanges also provides that a company shall in the first instance, offer all securities for subscription pro rata to the shareholders, unless the shareholders decide otherwise.

Due to manifold reasons, the Company faced cash flow constraints over the last few years and resorted to borrowings by way of unsecured loans to meet the business exigencies. In order to partially liquidate/repay unsecured inter corporate loans availed by the Company from bodies corporate, etc. to reduce the overall borrowing cost and to meet general corporate purposes including long term working capital requirements, the Board of Directors of your Company in their meeting held on 31st March, 2015 have proposed to raise funds from the existing shareholders of the Company by further issue of equity shares by way of Rights Issue.

Whilst generally for a Rights Issue, members' approval is not required under the Companies Act, 2013, however, as a matter of abundant precaution considering the relevant provisions of the Articles of Association of the Company, approval of the members is being sought by way of Special Resolution for further issue of equity shares by way of Rights Issue as set out in the resolution.

The Promoters, Directors, Key Managerial Personnel and their relatives may be deemed to be interested in the proposed Resolution to the extent of the equity shares that may be subscribed by them based on their holding in the Company, or otherwise. Except as mentioned above, none of the above parties are in any way concerned or interested in the proposed Resolution.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval of the members.

(2) Appointment of and remuneration payable to Manager & Chief Operating Officer of the Company.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on 31st, March, 2015, appointed Shri Amitava Bose, as Manager & Chief Operating Officer with effect from 5th May, 2015 to 4th May, 2018. The remuneration of Shri Amitava Bose is as per the Remuneration Policy of the Company and approved by the Nomination and Remuneration Committee in its meeting held on 31st March, 2015. Following are the terms and conditions of the appointment:

A. Tenure of Appointment: Three (3) years with effect from 5th May, 2015 to 4th May, 2018.

B. Remuneration:

(1) **Basic Salary**: Rs. 1,50,000/- (Rupees One lakh fifty thousand only) per month with such annual increment effective from 1st April each financial year as may be decided by the Board of Directors of the Company or any Committee thereof, in its absolute discretion.

(2) **Special Allowance**: Rs. 82,500/- (Rupees Eighty two thousand five hundred only) per month with such annual increase effective from 1st April each financial year as may be decided by the Board of Directors of the Company or any Committee thereof, in its absolute discretion, subject to a ceiling of 60% of Basic Salary as defined in Para (1) above.

(3) **Perquisites and Allowances**: In addition to the Basic Salary and Special Allowance as outlined above, the Manager & Chief Operating Officer shall be entitled to perquisites and allowances as under:

(i) **Housing**: Free furnished residential accommodation or house rent allowance @ 40% of the Basic Salary at the discretion of the Company.

(ii) **Medical Benefits**: Payment/reimbursement of expenses incurred for self and family (including mediclaim/medical insurance premium) or medical allowance in accordance with the rules of the Company.

(iii) **Leave Travel Allowance/Assistance**: For Self and his family in accordance with the Rules of the Company.

(iv) **Club Fees** : Payment/reimbursement of club fees for not more than one club in India, excluding admission and life membership fees.

(v) **Group Personal Accident Insurance :** As per Rules of the Company.

(vi) **Contribution to Provident Fund and Superannuation or Annuity Fund**: As per the Rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time.

(vii) **Gratuity**: As per Rules of the Company and applicable statutory provisions, if any, from time to time.

(viii) **Leave Encashment**: Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with the Rules specified by the Company.

(ix) **Retirement and other benefits/privileges**: As per rules of the Company as may be available to other senior executives of the Company. The nomenclature of allowance(s)/reimbursements and corresponding amount thereof can be revised or modified as per Rules of the Company in vogue.

(x) **Car/Communication Facilities**: The following shall not be included in the computation of perquisites –
(a) Provision of Company's car(s) with driver for official use.
(b) Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone/communication expenses at residence including payment of local calls and long distance official calls.

(xi) **Other Perquisites**: Notional Interest/Interest free Loans or Advances given by the Company from time to time as per Schemes of the Company or as approved by the Board of Directors of the Company or any Committee thereof in its absolute discretion, if permissible under the provisions of the Companies Act, 2013 and rules made there under.

Explanation(s):

(a) Family mentioned above means the spouse, dependent parents and dependent children upto the age of 21 year of the Manager & Chief Operating Officer.

(b) The said perquisites and allowances shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per the Income Tax Act, 1961 or any rules thereunder as are in force from time to time. The remuneration payable to Shri Amitava Bose shall be subject to the deduction of Income Tax at source at the applicable rates under the relevant provisions of the Income Tax Act, 1961 and rules framed thereunder.

(c) The Company's contribution to or provision for provident fund and superannuation or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, and gratuity payable and encashment of unavailed privilege leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, special allowance, perquisites and allowances.

(d) For the purpose of gratuity and contribution to superannuation or annuity fund and leave encashment benefits, the services of Shri Amitava Bose will be considered continuous service with the Company from the date he joined the services of this Company in any capacity from time to time.

(e) The Company shall reimburse travelling, entertainment and other business promotion expenses actually and properly incurred by the Manager & Chief Operating Officer in the course of the legitimate business of the Company in accordance with rules and regulations of the Company in force from time to time or as may be approved by the Board / Committee.

C. Other Terms :

(a) Shri Amitava Bose shall not become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company.

(b) Shri Amitava Bose shall be entitled to housing loan and other loans and/or advances as per schemes/rules of the Company, if permitted under the Companies Act, 2013.

(c) Shri Amitava Bose shall be entitled to fully paid leave as per the rules of the Company.

(d) The appointment may be terminated by the Company or Shri Amitava Bose by giving not less than 3 months notice in writing.

(e) Shri Amitava Bose shall observe the secrecy obligations with regard to the business and operations of the Company besides adherence to the Company's Code of Conduct for senior executives and others.

D. Overall Remuneration:

The Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted by the Board) is entitled to revise the remuneration payable to the Manager & Chief Operating Officer at any time, such that the aggregate of salary (inclusive of annual increments, if any), special allowance, perquisites and allowances in any financial year shall not exceed the overall ceiling in terms of Sections 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s), re-enactment thereof or any amendment made thereto.

The following statement of information for the members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

A. General Information :

1. **Nature of Industry :**
The Company is engaged in the Power Cables & Capacitors business of manufacturing and marketing and associated turnkey project activities.

2. **Date of commencement of Commercial Production :**
The Company commenced Commercial Production on 16th February, 1964.

(Rs. in lacs)

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Gross Revenue	68661	69291	68163	59133	54896
Profit before Interest, Depreciation and Tax	561	3350	1775	5435	6605
Finance Cost/Interest	3286	2568	2397	1096	786
Profit/(Loss) before Depreciation and Tax	(2725)	782	(622)	4339	5819
Depreciation	1687	1477	1481	1657	1687
Profit/(Loss) before Tax	(4412)	(695)	(2103)	2682	4132
Tax	(406)	(233)	(710)	902	1418
Net Profit/(Loss)	(4006)	(462)	(1393)	1780	2714
Paid Up Equity Share Capital	2313	2313	2313	2313	2313
Dividend (excluding tax)	-	-	-	463	578
Rate of Dividend (%)	-	-	-	20	25

4. **Foreign Investments or Collaborations :**
The Company has not made any investments outside India. The Company however, had a technical assistance agreement with world renowned Furukawa Electric Co. Ltd. of Japan for manufacturing of Extra High Voltage XLPE Underground Power Cables using Vertical Continuous Vulcanization process.

B. Information about the Appointee :

1. **Background details :**
Shri Amitava Bose possesses a rich and varied experience of over 30 years in various facets of electrical cable industry including in the field of sales, marketing, operations and materials.

During a career spanning for over three decades, Shri Amitava Bose has been mainly associated with the Electrical Cable Industry. As an integral part of his function in the senior management cadre, he had also undergone job rotation in other functions as operations & materials. In his tenure in Universal Cables Limited, he has been actively involved in the Extra High Voltage (EHV) technology & marketing of EHV EPC projects. He has gained technical training from renowned global cable manufacturers as well.

Shri Amitava Bose had graduated in electrical engineering from the Faculty of Engineering & Technology, Jadavpur University in 1977. Thereafter, he had undergone several professional programmes from IIM Kolkata, NITIE Mumbai, Juran Programme in Quality, Managerial Grid programme.

2. **Past Remuneration :**
For the period from 1st April, 2014 to 31st March, 2015 :

Sl. No.	Particulars	2014-15	
		Per Month	Per Annum
1	Basic Salary	1,10,000	13,20,000
2	Special Allowance	76,000	9,12,000
3	House Perquisite	12,890	1,54,680
4	Conveyance Allowance	-	-
5	Other Perquisites (Actual and/or as evaluated under Income Tax Act, 1961) *	2,017	24,200
6	Medical Expenses Reimbursement	9,163	1,09,956
7	Leave Travel Assistance	9,163	1,09,956
8	Mediclaim Premium Reimbursement	833	10,000
9	Leave Encashment	9,167	1,10,000
10	Group Personal Accident Insurance	605	7,260
11	Contribution to Provident Fund [@ 12% of Basic Salary]	13,200	1,58,400
12	Contribution to Gratuity Fund [@ 15 days Basic Salary per Annum]	5,291	63,492
13	Contribution to Superannuation Fund [@ 15% of Basic Salary]	16,500	1,98,000
	GRAND TOTAL	**2,64,829**	**31,77,944**

*Electricity, Water and Furniture Perks

3. **Recognition or awards :**
Shri Amitava Bose has authored over 14 technical papers which have been published by Central Power Research Institute, Bangalore, The Indian Institute of Engineers, in International symposiums, IEEMA, Wire & Cable Journal, Electrical India Magazine.

4. **Job profile and his suitability :**
During the period of his employment as Manager & Chief Operating Officer, Shri Amitava Bose, shall devote sufficient time and attention to the business and affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board of Directors of the Company save and except those matters which are explicitly required to be dealt with by the Board of Directors of the Company or any Committees thereof and by the Company in General Meeting. He shall be accorded and shall possess and exercise all such powers as may be required by and be granted to him for the proper performance, discharge and execution of his duties and responsibilities. He shall at all times be subject to the superintendence, control and direction of the Board of Directors of the Company and shall in all respects comply with all its lawful directions. Shri Amitava Bose possesses a rich and varied experience of over 30 years in various facets of electrical cable industry including in the field of sales, marketing, operations and materials and screened as a suitable for the position of Manager & Chief Operating Officer. The Board of Directors may from time to time entrust to the Manager & Chief Operating Officer such of the powers, as they think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think proper, expedient and desirable. PROVIDED always that Shri Amitava Bose shall not exercise any of the following powers –

(i) to make calls on shareholders in respect of moneys unpaid on their shares in the Company;
(ii) to borrow moneys or make loans except within the limits and for the purpose previously fixed by the Board of Directors at their Meeting;
(iii) to invest the funds of the Company except within the limits and nature previously fixed by the Board of Directors at their Meeting;
(iv) to issue debentures;
(v) such acts as the Board of Directors may decide to do itself or delegate or authorize to any duly constituted Committee of the Board of Directors as per the terms of reference specified by it from time to time; and
(vi) such powers and authorities which have been specifically entrusted to or conferred on certain Director(s) as per resolution passed by the Board of Directors of the Company.

5. **Remuneration Proposed :**
Please refer to the details given hereinabove and forming a part of the Explanatory Statement to the proposed Resolution.

6. **Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person :**
Keeping in view the size, nature of business of Company and the qualification, rich and wide experience and managerial skills of Shri Amitava Bose and further taking into consideration the financial position of the Company, industry standard to such similar position and other relevant facts, the Nomination & Remuneration Committee accorded its approval for the remuneration as proposed hereinabove.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :**
Except the payment of remuneration for his services as Manager & Chief Operating Officer of the Company as detailed hereinabove, Shri Amitava Bose has no other pecuniary relationship with the Company or relationship with any managerial personnel. Shri Amitava Bose does not hold any shares in the subscribed and paid-up share capital of the Company.

C. Other Information :

1. **Reasons of Loss or inadequate Profits :**
The Company has been able to achieve gross revenue of Rs. 686.61 crores for the year ended 31st March, 2014 as compared to Rs. 692.54 crores for the previous year. However, the magnitude of loss suffered for the year is higher at Rs. 40.06 crores as compared to Rs. 4.62 crores for the previous fiscal.

During the year, 2013-14, the operations of your Company have been severely impacted due to increased finance cost arising from extended debtors cycle in the industry, the slow-down in the power transmission segment adversely affecting the EHV cable demand which is the Company's key product coupled with predatory pricing strategy adopted by certain overseas players leading to severe pressure on margins. In addition to the above, apart from the other key imported raw-materials, the prices of bulk raw-materials such as Copper & Alumunium though Indigenously sourced, are linked with the foreign exchange rates. The depreciation of the rupee has therefore severely affected the margins as the industry mainly operates on firm price contracts.

2. **Steps taken or proposed to be taken for improvement :**
To overcome the present hyper competitive and volatile business situation, the Company is inter-alia taking the following steps :
(a) To re-structure its business strategy by broadening its market base;
(b) To de-risk itself from aberrations of a polarized Extra High Voltage (EHV) market segment, in which the Company is a formidable player and equipped with best-in-class VCV technology. It has expanded its capacity in the Medium Voltage (MV) and Light Duty cable verticals.
(c) The Company has and is further taking various initiatives to save on the cost so as to improve the profitability of its products;
(d) Focusing on products and customers from where better margins are available; and
(e) The Company is undertaking vigorous Working Capital Management exercise to reduce the overall borrowings cost.

3. **Expected increase in productivity and profits :**
The Company has been constantly revamping its production facilities by adding sophisticated state-of-the-art machinery from renowned international suppliers on a continued basis and has geared up to meet the new challenges in the highly competitive cable industry with proper balancing of products and technology. Alongside, the Company continues to accord its focused attention on cost reduction, reduction of scrap, revenue/margin improvements in order to stay relevant in the industry. The Company largely caters to the infrastructural segment which is clearly poised for robust growth. The Company is geared to capitalise this opportunity with its enhanced capacity and updated technology. This will go a long way in improving the sales and operational performance in the future years to come.

D. Disclosures :
The information and disclosures of the remuneration package, etc. of all Directors have been mentioned in the Corporate Governance Report under the heading 'Remuneration of Directors' for the year ended March 31, 2014 in the Annual Report.

The approval of the members is being sought by way of Special Resolution in terms of Sections 196 and 197 read with Schedule V of the Companies Act, 2013 for the appointment of Shri Amitava Bose, as Manager & Chief Operating Officer of the Company.

None of the Directors, Key Managerial Personnel and their relatives is, in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval of the members.

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

31st March, 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

Sr.No:

(1) Name & Registered address of the Sole/First named shareholder :

(2) Name(s) of the Joint Shareholder(s) if any :

(3) Registered Folio No./DP Id & Client Id No. :

(4) No. of shares held :

(5) 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 31st March, 2015 by sending my/our assent/dissent to the said Resolution(s) by placing a tick (√) mark in the appropriate column below:

Sl. No.	Description	Number of shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for further issue of equity shares of the Company through Rights Issue.			
2.	Special Resolution for appointment of and remuneration payable to Manager & Chief Operating Officer of the Company.			

Signature of the Shareholder

Place :
Date :

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	* Default PAN
150406003	

* 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 :- 9th May, 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 on or before 9th May, 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 31st March, 2015 (cut-off date).

10. The result of the Postal Ballot will be declared on 13th May, 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. Member need not use all his votes nor cast all his votes in the same way.