UNISTAR®

UNIVERSAL CABLES LIMITED

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
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CIN-L31300MP1945PLC001114

Ref : UC/SH/OPP/ 13.05.2015

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 023

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

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

Sub: Results of the Postal Ballot

Dear Sir,

This is with reference to the Notice of Postal Ballot dated 31st March, 2015, sent to the members of the Company seeking their approval by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the Resolutions as specified in the said Notice.

The last date for casting of vote through e-voting and receipt of the Postal Ballot Forms, duly completed and signed by the Members was 9th May, 2015 upto 5.30 p.m. Mr. R.S. Bajaj, Company Secretary in Practice, the Scrutinizer has submitted his report dated 12th May, 2015 on the Postal Ballot process and results. The results of the Postal Ballot as follows are announced today, Wednesday, 13th May, 2015 at the Registered Office of the Company.

Details of Results of Postal Ballot (including eVoting) as per Clause 35A of the Listing Agreement:

Pursuant to Clause 35A of the Listing Agreement, please find below details regarding the Postal Ballot results declared **today**, **Wednesday 13th May, 2015**:

Date of the AGM/EGM	**N.A.** (The resolutions were passed through Postal Ballot including e-Voting)
Total number of shareholders on record date	**10881**
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	**N.A**
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	**N.A**

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Resolution No. 1 of the Notice of Postal Ballot dated 31st March, 2015:

Detail of the Agenda	"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

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	by the Board, or their renounce(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 of Directors of the Company 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.

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	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."
Resolution required	Special Resolution
Mode of voting	Postal ballot (including e-voting)

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Details of Postal Ballot (including e-Voting)

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	14048147	13466752	95.86	13466752	-	100.00	0.00
Public – Institutional holders	935617	-	-	-	-	-	-
Public-Others	8146490	1687055	20.71	1682701	4354	99.74	0.26
Total	**23130254**	**15153807**	**65.52**	**15149453**	**4354**	**99.97**	**0.03**

Resolution No. 2 of the Notice of Postal Ballot dated 31st March, 2015 :

Detail of the Agenda	"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, 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.

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	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."
Resolution required	Special Resolution
Mode of voting	Postal ballot (including e-voting)

Details of Postal Ballot (including e-Voting)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]* 100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	14048147	13466752	95.86	13466752	-	100.00	0.00
Public – Institutional holders	935617	-	-	-	-	-	-
Public- Others	8146490	1685706	20.69	1680379	5327	99.68	0.32
Total	**23130254**	**15152458**	**65.51**	**15147131**	**5327**	**99.96**	**0.04**

Accordingly, both the Special Resolutions as mentioned in the Notice of Postal Ballot dated **31st March, 2015** have been passed by Shareholders with the requisite majority.

This is for your information and record.

Thanking you,

For Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

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