

BCL/CS/18-19/

25 MAY 2018

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

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: 500060

Company's Scrip Code: BIRLACABLE

Dear Sirs,

Sub: Disclosure pertaining to voting results of postal ballot and e-voting

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

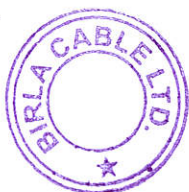
This is with reference to our letter No.BCL/CS/18-19 dated 21st April, 2018 regarding notice for postal ballot/e-voting dated 9th April, 2018, consent of the Members was sought on the special resolution(s) as mentioned in the said Notice. In this connection, please find enclosed herewith details regarding the voting results of the Special Resolution(s), in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the said special resolution(s) have been approved by the Members with requisite majority. Please find enclosed herewith the Report of Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, dated 25th May, 2018 appointed by the Company for conducting the postal ballot and e-voting process. This is for your information and records.

Thanking you,

Yours faithfully,
For Birla Cable Limited


(Somesh Laddha)
Company Secretary



Encl: As above.

VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF BIRLA CABLE LIMITED

Date of the AGM/EGM (Voting period for the resolution passed through postal ballot and e-voting)	From 9.00 A.M. on Monday, 23rd April, 2018 till 5.00 P.M. on Tuesday, 22nd May, 2018	
The date of passing of resolution through postal ballot and e-voting	In accordance with the 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, if any, the resolutions are deemed to be 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 day of May, 2018. The date of declaration of voting results is on 25.05.2018 on the basis of Scrutinizer's Report dated 25.05.2018.	
Total Number of shareholders on record date (i.e. 13th April, 2018)	26479	
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable	
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable	
Resolution required: (Ordinary/Special)	Special	
Whether promoter/promoter group are interested in the agenda/resolution?	No	

Resolution - 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 (including the amendment thereof if any for the time being in force) 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.

Category	Mode of Voting		No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll			19905743	66.352	19905743	0	100.000	0.000
	Postal Ballot(if applicable)		19905743	0	0.000	0	0	0.000	0.000
Public-Institutions	Total			19905743	66.352	19905743	0	100.000	0.000
	E-Voting			0	0.000	0	0	0.000	0.000
	Poll		7669	0	0.000	0	0	0.000	0.000
Public-Non Institutions	Postal Ballot(if applicable)			0	0.000	0	0	0.000	0.000
	Total			0	0.000	0	0	0.000	0.000
	E-Voting			137321	0.458	136911	410	99.701	0.299
Total	Poll		10086588	0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)			7523	0.025	6973	550	92.689	7.311
	Total			144844	0.483	143884	960	99.337	0.663
			30000000	20050587	66.835	20049627	960	99.995	0.005

Somesh Bandyopadhyay



Resolution - 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 (including the amendment thereof if any for the time being in force) 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

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	19905743	19905743	66.352	19905743	0	100.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	Total		19905743	66.352	19905743	0	100.000	0.000
Public-Institutions	E-Voting	7669	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	10086588	137321	0.458	136911	410	99.701	0.299
	Poll		7523	0.025	6973	550	92.689	7.311
	Postal Ballot(if applicable)		144844	0.483	143884	960	99.337	0.663
	Total		20050587	66.835	20049627	960	99.995	0.005
Total		30000000	20050587	66.835	20049627	960	99.995	0.005

Resolution - 3

Special Resolution under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including the amendment thereof if any for the time being in force) authorizing 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.

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	19905743	19905743	66.352	19905743	0	100.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	Total		19905743	66.352	19905743	0	100.000	0.000
Public-Institutions	E-Voting	7669	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	10086588	137321	0.458	136811	510	99.629	0.371
	Poll		7523	0.025	6523	1000	86.707	13.293
	Postal Ballot(if applicable)		144844	0.483	143334	1510	98.957	1.043
	Total		20050587	66.835	20049077	1510	99.992	0.008
Total		30000000	20050587	66.835	20049077	1510	99.992	0.008

for Birla Cable Limited



Somesh Laddha
(Somesh Laddha)
Company Secretary

R. K. Mishra & Associates

Company Secretaries

Off : Shop No. 8, K.B. Complex, Near Bus Stand, Semariya Chowk, Satna (M.P.) 485001

E-mail : rajeshm1973@indiatimes.com, rachitfinance@gmail.com

Ph.: (07672) 229347, Mob.: 9425172829

Date

**Report of Scrutinizer on Postal Ballot and e-voting
[Pursuant to Section 110 of the Companies Act, 2013 and
the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman
Birla Cable Limited
Udyog Vihar,
P.O. Chorhata
REWA-486 006 (M.P.)

Dear Sir,

RE: PASSING OF SPECIAL RESOLUTION(S) THROUGH POSTAL BALLOT

I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutinizer by Birla Cable Limited ("the Company") with respect to the **Special Resolution(s)** to be passed through Postal Ballot and e-voting in accordance with the provisions of 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and such other Rules and Regulations as may be applicable including any statutory modification or re-enactment thereof for the time being in force to process and scrutinize Postal Ballot Forms received from Members and to scrutinize votes cast electronically using e-voting system of **Central Depository Services (India) Limited (CDSL)** during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company has sent postal ballot notice through email on 20th April, 2018 to the members whose email ids are registered with the Company/Depository Participant(s) for voting through postal ballot and e-voting facility provided by CDSL. The postal ballot notice dated 9th April, 2018 together with postal ballot Form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the members through Courier.

On 20th April, 2018 the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution(s) for increase of limits under Section 180(1)(c), 180(1)(a) and 186 of the Companies Act, 2013 and the relevant rules made thereunder (including the amendment thereof if any for the time being in force).

2. The voting through Postal Ballot form / e-voting commenced at 9.00 a.m. on 23rd April, 2018 and ended at 5.00 p.m. on 22nd May, 2018 (voting period).



3. The Postal Ballot Forms received during the voting period were kept in my custody and were opened by me in the presence of two witness, viz., Mr. Sharad Patkar and Mr. Dnyanesh Gharote. The e-voting results/ List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 6.40 P.M. on 22nd May, 2018 in the presence of two witnesses, viz., Mr. Sharad Patkar and Mr. Dnyanesh Gharote.
4. All Postal Ballot Forms including e-voting received upto 5.00 p.m. on 22nd May, 2018, i.e. the last date and time fixed by the Company for receipt of the Postal Ballot Forms and for casting the vote online, were considered for my scrutiny.
5. The Postal Ballot Forms received and e-voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by me. Thereafter, the shareholding was matched/confirmed with the register of members of the Company as on 13th April, 2018. In case of voting by Companies, Institutions, Trusts, Societies, etc., I have verified the requisite documents authorising the person to vote, which were downloaded from the website of CDSL or received physically.
6. I did not find any defaced or mutilated postal ballot form. However, some postal ballot forms/invalid applications were treated as invalid on account of signature mismatch and invalid tick mark in both the boxes.
7. The summary of the voting results of postal ballot including e-voting in respect of resolutions as contained in the postal ballot notice dated 9th April, 2018 are as under:

Resolution No.1: As a Special Resolution

Description of the Resolution:

Special Resolution under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder(including the amendment thereof if any for the time being in force) 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.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	134	20050836
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	3	249
3	Net Valid postal ballot Forms/votes (including e-voting) received	131	20050587
4	Valid votes (including e-voting) cast in favour of the resolution & its %	126	20049627 (99.995%)
5	Valid votes cast(including e-voting) against the resolution and its %	5	960 (0.005%)

Resolution No.2: As a Special Resolution

Description of the Resolution:

Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including the amendment thereof if any for the time being in force) 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.



Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	134	20050836
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	3	249
3	Net Valid postal ballot Forms/votes (including e-voting) received	131	20050587
4	Valid votes (including e-voting) cast in favour of the resolution & its %	126	20049627 (99.995%)
5	Valid votes cast (including e-voting) against the resolution and its %	5	960 (0.005%)

Resolution No.3: As a Special Resolution

Description of the Resolution:

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 (including the amendment thereof if any for the time being in force) 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.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	134	20050836
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	3	249
3	Net Valid postal ballot Forms/votes (including e-voting) received	131	20050587
4	Valid votes (including e-voting) cast in favour of the resolution & its %	122	20049077 (99.992%)
5	Valid votes cast (including e-voting) against the resolution and its %	9	1510 (0.008%)

8. Since the number of votes cast in favour is more than the number of votes cast against, I report that the Special Resolution(s) passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as set out in the Postal Ballot Notice dated 9th April, 2018 has been passed by the shareholders with requisite majority. In accordance with the 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 are deemed to be 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 day of May, 2018.



9. The Postal Ballot Forms received and e-voting results/ list downloaded from the website of CDSL and other related papers/registers documents shall be handed over to the Company Secretary, authorised by the Board to conduct the postal ballot and e-voting process.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,

Yours faithfully,
For: R.K. Mishra & Associates
(Company Secretaries)



Rajesh Kumar Mishra
(Partner)

CP No. 4433
FCS No. 5383

Date : 25.05.2018

Place : Satna

Declaration by witness for Postal Ballot and e-voting

We, the undersigned witnesseth that:

1. The Postal Ballot Forms of Birla Cable Limited received were opened in our presence.
2. The e-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 6.40 p.m. on 22nd May, 2018.

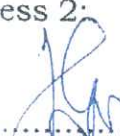
Witness 1:



Mr. Sharad Patkar
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S. Marg,
Vikhroli (West)
MUMBAI-400 083



Witness 2:



Mr. Dnyanesh Gharote
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S. Marg,
Vikhroli (West)
MUMBAI-400 083



COUNTERSIGNED BY ME
For: R.K. Mishra & Associates
(Company Secretaries)



Rajesh Kumar Mishra
(Partner)

CP No. 4433
FCS No. 5383

Date : 25.05.2018
Place : Satna