

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

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NOTICE OF SEVENTY FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Fifth Annual General Meeting (AGM) of the Members of Universal Cables Limited will be held on Tuesday, the 18th August, 2020 at 4.30 P.M. at the Registered Office of the Company at P.O Birla Vikas, Satna-485 005 (M.P) to transact the following businesses alongwith the facility of Video Conferencing (VC) or Other Audio Visual Means (OAVM) so as to allow other Members of the Company to participate in the AGM:-

ORDINARY BUSINESSES:

- To receive, consider and adopt:
 - the audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of Auditors thereon.
- To declare dividend on equity shares for the financial year ended 31st March, 2020.
- To appoint a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

- 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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369), appointed as the Cost Auditors by the Board of Directors for conducting the audit of the cost accounting records of the Company for the financial year ending 31st March, 2021, be paid a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses that may be incurred in connection with audit of cost accounting records of the Company.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
- 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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolution) to enter into agreement(s)/contract(s)/arrangement(s)/transaction(s) with Vindhya Telelinks Ltd., a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed ten percent of the annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2020-21, and also during each of subsequent two financial year(s) i.e. 2021-22 and 2022-23, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carrying out/availling job work, availing/rendering of marketing / business transfer and other services (including services under a turnkey contract by way of co-bidding/consortium bidding), leasing of factory / office premises / godowns / facilities / reimbursement / recovery of cost or other obligations or any other transaction, for an amount not exceeding in aggregate ₹ 500 Crores (Rupees Five Hundred Crores) per financial year, on such terms and conditions as may be mutually agreed between the Company and Vindhya Telelinks Ltd.

FURTHER RESOLVED that the Board of Directors or a Committee thereof or any of their delegate(s) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s)/contract(s)/arrangement(s)/transaction(s) and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”

6. To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:
 “RESOLVED that pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and effective from 1st April, 2019, read with Sections 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2020-21 (1st April, 2020 to 31st March, 2021) to Shri Harsh V. Lodha (DIN:00394094), Non-Executive Chairman of the Company, which may exceed fifty percent of the total annual remuneration/compensation by way of profit related commission or otherwise payable to all Non-Executive Directors of the Company, within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company to all Non-Executive Directors as fixed/approved by the members of the Company at the 74th Annual General Meeting of the Company held on 5th August, 2019.
- FURTHER RESOLVED that the remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon), to Shri Harsh V. Lodha, Non-Executive Chairman of the Company, shall be in addition to the remuneration by way of sitting fees for attending the meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit as prescribed under Section 197(5) of the Act and reimbursement of expenses for participation in the Board and other meetings.
- FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matter, things and to take all such steps as may be considered necessary, appropriate, expedient or desirable in this regard to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”
7. 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any, from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), which the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall deem to include any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, approval of the members of the Company be and is hereby accorded for effecting the following modifications, alteration and amendments in the existing Memorandum of Association of the Company:
- A. The words ‘The Companies Act, 1956’ in the existing Memorandum of Association of the Company shall be substituted with the words ‘The Companies Act, 2013’, wherever required under the applicable provisions.
 - B. Existing Clause 3: “The objects for which the Company is established” of the Memorandum of Association, be now titled as **Clause 3A: “The Objects to be pursued by the Company on its Incorporation”**; Part B of the Object Clause of the Memorandum of Association be now created and titled as **Clause 3B: “Matters which are necessary for furtherance of the Objects specified in Clause 3A”**; the sub-clauses 3, 3A, 3B, 3C, 3D, 3E, 5, 32 of existing Clause 3 be deleted; the sub-clauses 4, 6, 7, 9, 12, 14, 15, 16, 17, 18, 21, 22, 23, 24, 25, 26, 27, 27A, 27B, 28, 29, 30, 31, 32A, 33, 34, 35, 36 and 37 of existing Clause 3 be shifted to newly created Clause 3B of the Memorandum of Association, as sub-clauses 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28 and 41 respectively; the sub-clauses 6A, 6B, 6C, 6D, 6E, 6F, 6G, 6H, 6I, 6J, 6K, 8, 10, 11, 13, 19 and 20 of existing Clause 3, be renumbered as 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 33, 17 and 18 respectively and to be shown under the newly titled Clause 3A; and be appended with following new sub-clauses 19 to 32 after the renumbered sub-clause 18 and sub-clause 34 after the renumbered sub-clause 33 of **Clause 3A: “The Objects to be pursued by the Company on its Incorporation”**:
 19. To carry on the business of manufacturing, trading, importing, exporting or process assemble, repair or otherwise deal in various types of welding sets, generating sets, electric motors, engines, power capacitors of all specifications and types with or without APFC Panels or other components, equipments, electric switches, starters, plugs, panels, stabilizers, transformers, electric breakers, electric boards, electric-fittings, electric fixers, cables conductor accessories, ground wire accessories, bus bar accessories, insulator hardware, transmission erection tolls and other electrical equipments.
 20. To plan, promote, generate, acquire by purchase in bulk, develop, distribute and accumulate power by wind, solar, hydro, thermal, atomic, biomass, coal, lignite, gas, ocean energy, geothermal or any other form by which energy, power can be produced and to transmit, distribute, sell, and supply such power for captive consumption by the company and/or for consumption by the others.
 21. To carry on the business of design, manufacture, sell, trading, importing and exporting of all kinds and types of P.V.C. Insulated Cables, Enamel Wires, other Cables, Wires, Ropes and Cords including underground cables, insulated wires, sheathed wires, flexible cables, flexible wires and cables, power and control cables, XLPE FRLS Cables, Instrumentation Cables, Signaling and Quad Cables, covered conductors, bare conductors, Electron Beam Irradiation Cables, Avionics Cables, Structured Cables, Automotive Wire harness Solar Energy Cables, besides all types of power and Electrical cables, including but not limited to Low Voltage, Medium Voltage, High Voltage, Extra High Voltage, Undersea Cables, etc. and High Tensile Steel Wires, to be used for any purpose.

22. To design, manufacture, test, assemble, erect, commission, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of engineering goods such as high, medium and low tension power transmission line polygonal poles, AAC/ACSR/GI conductors, lighting poles - decorative, conical, octagonal or stepped type, fixed platform type High Mast lighting system with lantern carriage head frames, lowering and raising winches, base hinged lowering and raising masts and its manually or electrically operated and hydraulically powered counterbalances, mobile lighting masts, transmission towers, lattice masts, T.V. towers, railway electrification, structures, electric substation structures, cable trays, electrical junction boxes of any type and instruments, equipments, apparatus, machinery and all articles, goods and materials required for the purpose of area illumination and for floodlighting or in connection with generation, distribution, supply of electricity or for any other purpose whatsoever.
23. To undertake and execute in India or elsewhere any contracts for works involving the supply or use of any materials, machinery, skilled and unskilled labour and to carry out any ancillary or other works comprised in such contracts.
24. To carry on the activity of Manufacturing, Trading, Turnkey solutions or projects, works contracts in or in relation to Defence, Security, Telecommunication networks including Optical Fibre Cables, Jelly filled Telephone Cables, Power Cables and Conductors and all other variants/types of cables whether underground or overhead; FTTx Networks, Data Centre Networks, Traffic, Surveillance equipments including mobile, portable, tower monitoring system and Alarm system for residential, commercial and Institutional establishments including operation and maintenance in India or elsewhere including undertaking and executing Engineering, Procurement & Construction (EPC) contracts or turnkey contracts and Engineering, Contracting, Operations & Maintenance and similar works in respect of any one or all of above.
25. To carry on the business either individually or jointly with other undertaking(s) and companies or persons, subject to the laws in force, the business to design, produce, manufacture, fabricate, develop, process, import, export, purchase, sell, supply, exchange, distribute and to act as stockists, distributors, licensors, manufacturers, importers, exporters, buyers, sellers, suppliers, vendors or otherwise deal in all kinds of equipments required for railways, defence, including but not limited to engineering equipments, electrical and electronic communication equipments, signaling equipments, security and surveillance equipments, network equipments, and transport vehicle components, components and spare parts used in railways, defence, and to undertake infrastructure projects including ICT projects in railways, defence.
26. To carry on the business of manufacturers, sellers, repairers, hires, importers, exporters of, commission agents for, and dealers in all type of cable manufacturing machinery and all type of engineering products.
27. To design, install, erect, lay, act, undertake and execute projects, Turnkey and other works in India and abroad and to give new entrepreneurs of industries as also those already established in industries, suggestions, advices or provide new techniques or improvement in the techniques and methods of production, utilisation of plant and machinery, procedures and inventory control and managements.
28. To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub-contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers and/or in any other capacity in which the business may be carried on all kinds of goods used for the purpose of insulation of cables or for any other purpose wherein it can be used conveniently such as pipes, tubes, hoses, sprinklers, Polyethylene pipes for sprinkler irrigation system, drippers, accessories, fittings HDPE material, PVC Compounds, elastomer compounds, engineering polymers, XLPE Compounds, Electron Beam Compounds & other Plastic/Rubber based Cable /Wire Insulating & sheathing Compounds, moulding and extrusion and all other ancillary and auxiliary materials or derivatives or articles or things which can be made of by using rigid PVC, polythene, LDPE, HDPE, PP, LLDPE, plastic resins, plastic granules, polymers, monomers, polypropylene, thermoplastics, foam, adhesives, synthetic resins, emulsions, fiberglass, PVC Compound, PVC Dry blend, PVC Premix, Rubber and the like by whatever name called or their derivatives/mixtures and to do all incidental acts and things necessary for the attainment of the above objects.
29. To engineer, procure, construct, manufacture, build, erect, install, repair, restore, operate, develop, promote, advise on, provide consultancy, research and develop, test, undertake, takeover, execute, deal in, trade, whether independently or in association with other(s) in any form, in India or elsewhere in the world, projects related to power transmission, power distribution, sub-stations, generation stations, power houses, telecommunication systems (basic, cellular, paging, wireless, satellite based and others), railways, roads, highways, bridges, flyovers, buildings, structures, canals, airports, dams, docks, harbours, ports and any other projects directly or indirectly associated with infrastructure and infrastructure facilities, power plants (thermal - based on fuel like coal, naphtha, condensate / liquefied natural gas and other petro-products, mini & major hydel; pumped storage scheme, wind and non-conventional energy based), real estate, water, oil & gas and any kind of works or projects whatsoever on engineering, procurement, construction basis for and on behalf of government, semi-government, non-government organizations or bodies corporate or individuals or others.
30. To undertake or carry on the business of building, setting up, promoting, designing, erection, construction, developing, dealing, renovation, demolition, reconstruction, installation, commissioning, maintaining, operating, furnishing, finishing, decoration, fabrication, surveying, investigation, testing, grouting, digging, excavation, repairing, altering, restoring of all types and natures of jobs including engineering, procurement, construction or commissioning (EPC) projects; infrastructure projects including light rail transit systems, mass rapid transit systems, via ducts, metro railways, railways, rail systems, hydro power projects, thermal power projects, wind power projects, solar power projects, biomass power projects, facilities for alternative energy sources, renewable energy systems, power plants, powerhouse whether surface or underground,

underpass, transmission line(s) towers, telecommunication facilities, or any other public utilities of similar nature; information technology and software parks, business and industrial parks, convention & conference centers, hospitals, educational and institutional buildings, townships, housing colonies, research and development centers, sports complexes, warehouses, storage depots, training centers.

31. To carry on in India or elsewhere the business of manufacturing, producing, processing, installing, preparing, extruding, rolling, rerolling, blending, coating, laying, insulating, packing, repacking, grading, warehousing, developing, repairing, buying, selling, trading, reselling, disposing, importing, exporting, dealing in and to act as an agent, broker, contractor, job worker, supplier, provider, collaborator, consignor, consultant, stockist, distributor, trader, clearing and forwarding agent or otherwise, in all characteristics, specifications, applications, descriptions and capacities of all types of wires, cables and conductors, made of copper, bronze, aluminium, steel, lead or any other metals (ferrous or non-ferrous), alloys, optical fibre, PVC or any other materials or products, including solid, standard, round, grooved stripes, flexible, cotton or silk braided, aluminium cables steel reinforced (ACSR), foam filled cables, optical fiber cables, enamelled and super enamelled cables, dry core cables, coaxial cables, low voltage cables, high voltage cables, extra-high voltage cables, low tension cables, high tension cables, jelly filled cables, alphasable cables with seamless aluminium sheath covered with a second seamless skin of thermoplastic material, cab tyre-sheeted wires, long distance cables, lead covered cables, armoured or nonarmoured extra high tension shielded and belted power cables, bell wires, fuse wires, speciality cables, telecommunication cables, power cables, switch board cables, radio frequency cables, cables for PCM system, telephone handset cords, computer cords, aerial self-supporting cables, jumper wires, drop wires, ribbon cables, control cables, instrumentation cables, signalling cables, telephonic cables, telegraphic cables, underground cables, underwater cables, winding wires, aircraft and ship wiring cables, signalling cables, cords, cables and wires required for electrical and electronic appliances, defence purpose, overhead lines, house installation, tramways, trolley busses, crane operation, communication purposes including satellite communications, laser beams, microwave, underwater communications, wireless signalling, whether insulated by rubber, plastic, paper, bitumen insulated, lead covered cables or any other material or not; cotton/paper covered conductors, lighting conductors, tinsel conductors, multi connectors, any kind of conduit; and all types of the materials, by-products, components, accessories, equipments including testing equipment used in or for any type of wires, cables and conductors and any other articles or instruments or things of character similar or analogous or allied to the foregoing or any of them or connected therewith.
32. To undertake projects of rural and urban developments, growth enlightenment, social upliftment and others as are approved under the Income Tax Act, 1961 and bodies as are recognised under the Income Tax Act, 1961 subject to the applicable provision(s) of the Companies Act, 2013.
34. To engage in any lawful act or activity or business, or any act or activity or business to pursue any specific object or objects, as per the law for the time being in force.
- C. The following new sub-clauses 29 to 40 be appended after the sub-clause 28 under Clause 3B: "Matters which are necessary for furtherance of the Objects specified in Clause 3A" as follows:
 29. To purchase or acquire in and outside India going concerns with all their assets and liabilities on such terms and conditions as the Directors of the Company may agree upon.
 30. Subject to the provisions of Section 73 of the Companies Act, 2013 and other applicable provisions of the Act and directives of Reserve Bank of India to receive money on deposit or loan and borrow or raise or secure the payment of moneys in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's properties or assets, movable or immovable, both present and future including its uncalled capital and also by a similar mortgage or lien, to secure and guarantee the performance by the Company or any other person or Company, of any obligation undertaken by the Company as the case may be and to purchase or pay off any such securities.
 31. To vest any movable or immovable property, rights or interest acquired by or received or belonging to the Company in any person or persons or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
 32. Subject to the provisions of Section 40 of the Companies Act, 2013, to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
 33. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or Superannuation, provident, family pension or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time directors or officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid and make payments to or toward the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

34. To procure the Company to be registered, incorporated or recognised in or under the laws of any place outside India and to do all acts, profession of the Company.
35. To distribute amongst the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up.
36. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, properties or rights.
37. To become member of other bodies of persons and associations, including societies, clubs and Companies limited by guarantee, whether formed for profit or non-profit making or other activities.
38. To create any depreciation funds, reserve fund, insurance fund, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company by way of Development Rebate Reserve or for redeemable preference shares or for any other purpose conducive to the Interests of the Company.
39. Subject to the provisions of the Section 52 of the Companies Act, 2013, to place to reserve, or to issue bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the issue by the Company of forfeited shares.
40. To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit.

FURTHER RESOLVED that wherever required, the reference to various Sections of the Companies Act, 1956 be replaced with the reference to the corresponding Sections of the Companies Act, 2013, in the Memorandum of Association of the Company.

FURTHER RESOLVED that the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deems fit.

FURTHER RESOLVED that any one of the Directors/Managing Director/Company Secretary of the Company be and are hereby authorized individually/severally to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this Resolution."

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

Amendment in the Liability Clause of the Memorandum of Association of the Company.

"RESOLVED that pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), which the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall deem to include any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, approval of the Company be and is hereby accorded for effecting the alteration, modifications, amendments of existing Clause 4 of the Memorandum of Association of the Company by substituting the existing Clause 4 with the following new Clause 4:

Clause 4: 'The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the number of shares held by them.'

FURTHER RESOLVED that any one of the Directors/Managing Director/Company Secretary of the Company be and are hereby authorized individually/severally to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this Resolution."

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

Adoption of New set of Articles of Association of the Company in conformity with the provisions of Companies Act, 2013

"RESOLVED that pursuant to the provisions of Sections 5, 14 and other applicable provision(s), if any, of the Companies Act, 2013 ("the Act") and relevant rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded for adoption of a new set of Articles of Association of the Company in the form specified in Table F of Schedule I of the Act, in place of the existing Articles of Association of the Company.

FURTHER RESOLVED that any one of the Directors/ Managing Director/Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and 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.)

By Order of the Board of Directors
For **Universal Cables Limited**

(Sudeep Jain)
Company Secretary

1st June, 2020

NOTES FOR MEMBERS' ATTENTION

1. In view of the situation arising due to Covid-19 pandemic, as per guidelines issued by the Ministry of Corporate Affairs, Government of India vide Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020, in case a company gets the permission from the relevant authorities to conduct its AGM at its registered office or at any other place as provided under Section 96 of the Companies Act, 2013, after following the advisories issued from such authorities, the Company may, in addition to holding such meeting with the physical presence of some members, also provide the facility of VC/OAVM, so as to allow other members of the company to participate in such meeting. In accordance with the said guidelines, the Company proposed to obtain permission from the concerned government authorities for conducting the AGM at its Registered Office situated at P.O. Birla Vikas, Satna-485 005 (M.P.) with physical presence of some members. In addition thereto, the Company shall also provide the facility to other Members of the Company to participate in the AGM through VC/OAVM in compliance with the guidelines provided in the MCA Circular No. 20/2020 dated 5th May, 2020. The detailed procedure for participating in the AGM through VC/OAVM by the eligible members of the Company is elaborated in Serial Number 21, 22, 23C, 23D and 23E hereinafter and also uploaded at the Company's website www.unistar.co.in.
2. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto. In line with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Notice of the 75th AGM along with the Annual Report 2019-20 will be available on the website of the Company at www.unistar.co.in, on the website of BSE Limited at www.bseindia.com and on the website of NSE Limited at www.nseindia.com. The Notice of 75th AGM will also be available on the website of Central Depository Services (India) Limited at www.cdslindia.com.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") THROUGH PHYSICAL PRESENCE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty-eight (48) hours before the time fixed for commencement of the AGM, i.e. by 4:30 P.M. on 16th August, 2020.
A person shall not act as Proxy on behalf of the members for more than fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The proxy form is valid only in case of physical participation in the AGM and shall not be valid in case of participation in the AGM through VC/OAVM.
4. Members/Proxies attending AGM through physical participation are requested to deposit the Attendance Slip duly filled in and signed for attending the AGM. In case of joint holders attending the AGM, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend the AGM through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the AGM. Members who holdshares in dematerialised form are requested to bring their DP I.D. and Client I.D. No. for easier identification of attendance at the AGM.
5. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection during the AGM at the Registered Office of the Company for the Members attending the AGM physically and electronically for Members attending the AGM through VC/OAVM upon log-in to CDSL e-Voting system.
6. Members of the Company had approved appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, as the Statutory Auditors at the 72nd (Seventy Second) Annual General Meeting of the Company held on 24th July, 2017 for a term of five (5) consecutive years. The amended provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 by the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, omitted the provisions relating to annual ratification of the Auditors with effect from 7th May, 2018. As such, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W) hold office for a consecutive period of five (5) years until the conclusion of 77th (Seventy Seventh) Annual General Meeting of the Company to be held for the financial year 2021-22 without following the requirement of ratification of their appointment every year.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 12th August, 2020 to Tuesday, the 18th August, 2020 (both days inclusive) for the purposes of the Meeting and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
8. If the dividend as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on or before 16th September, 2020 as under:-

- A. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on 11th August, 2020; and
- B. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 11th August, 2020.
9. As per the Income-Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April, 2020 shall be taxable in the hands of the Shareholders in the manner as stated hereinbelow. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the Dividend as recommended by the Board of Directors after obtaining the approval of Shareholders in the Annual General Meeting (AGM). The said dividend, if declared in the AGM, will be payable to those shareholders whose names appear in the Register of Members of the Company as on 11th August, 2020.
- (i) For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 7.50% on the amount of dividend, if Permanent Account Number (PAN) is provided by the Shareholders to the Company/Depository Participant. If no PAN is provided, then the tax shall be deducted at source at 20% as per Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident shareholders during the Financial Year 2020-21 does not exceed ₹ 5,000/-. In cases where the shareholder provides Form 15G (applicable to any person other than a company or a firm)/Form 15H (applicable to an Individual above the age of 60 years) as notified under Income Tax Rules, 1962, provided that all the required eligibility conditions are met, no tax will be deducted at source.
- (ii) For Foreign Portfolio Investor (FPI) category Shareholders, tax shall be deducted at source under Section 196D of the Income Tax Act, 1961 at 20% on the amount of dividend payable.
- (iii) For other Non-resident Shareholders, tax is required to be deducted in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. Accordingly, as per the relevant provisions of the Income Tax Act, 1961, the tax shall be deducted at the rate of 20% on the amount of dividend payable to them. However, as per Section 90(2) of the Income tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (tax treaty) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail a lower rate of deduction of tax at source under an applicable tax treaty, such non-resident shareholders will have to provide the following:
- (a) Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
- (b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident. In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided;
- (c) Self-declaration in Form 10F as notified under Income Rules, 1962 if all the details required in this form are not mentioned in the TRC; and
- (d) Self-declaration (attached herewith) by the non-resident shareholder as to:
- Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
 - No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
 - Shareholder being the beneficial owner of the dividend income to be received on the equity shares;
 - Shareholder has no reason to believe that its claim for the benefits under the tax treaty is impaired in any manner.

In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income-Tax Act, 1961 and rules made thereunder, eligible shareholders are requested to provide the above-mentioned details and documents as applicable on or before 17th August, 2020. The dividend, if declared in the Annual General Meeting, will be paid after deduction of tax at source as determined on the basis of the aforementioned documents provided by the respective shareholders as applicable to them and being found to be satisfactory. The Company is not obligated to apply the beneficial tax treaty rates at the time of deduction of tax at source on the dividend amount, which shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-resident Shareholders.

Note : All the above referred tax rates shall be duly enhanced by the applicable surcharge and cess, wherever applicable.

It may be noted that the aforementioned documents are required to be submitted to Company's Registrars & Transfer Agents, Link Intime India Private Limited at its dedicated link mentioned below - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 17th August, 2020 at 17:00 Hrs. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

No communication on the tax determination/deduction in respect of the said dividend shall be entertained post 17th August, 2020. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from an eligible shareholder, there would still be an option available with such shareholder to file the return of income and claim an appropriate refund, if eligible. All communications/queries in this respect should be addressed and sent to

Company's RTA, Link Intime India Private Limited at its email address ucldivtax@linkintime.co.in. The Company shall arrange to e-mail a soft copy of TDS certificate to the concerned shareholders at their registered e-mail addresses in due course.

Disclaimer: This Communication is not to be treated as an advice from the Company or its affiliates or Link Intime India Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

10. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agents will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents. In the event the Company is unable to pay the dividend to certain Members directly in their bank account through Electronic Clearing Service (ECS) or any other means due to non-registration of the Electronic Bank Mandate, the Company shall despatch the Dividend Warrant/Bankers Cheque/Demand Draft to such Members at the earliest once the normalcy of postal services is restored. Members may further note that as per amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed with effect from 1st April, 2019 unless the securities are held in the dematerialized form with a depository. Members are therefore advised to dematerialise their holding for facilitating the transfer of shares.
11. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
 - A. the change in the residential status on return to India for permanent settlement; and
 - B. the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members who have so far not encashed their dividend warrants for the year(s) ended 31st March, 2018 and 31st March, 2019 are requested to write to the Company or its Registrar & Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed / unclaimed dividend warrant, if any. The detail of such unpaid and unclaimed dividends has been uploaded on the Company's website www.unistar.co.in. The Company was not required to transfer the unclaimed dividends during the financial year 2019-20 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The shareholders whose dividend/shares if already transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPFA/refund.html>.
13. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 75th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year 2019-20, this Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2019-20 of the Company are being sent only by e-mail to all the Members whose e-mail addresses (IDs) are registered with the Company/Depository Participant(s). Members, who wish to update or register their e-mail addresses, in case of Demat holding, may please contact your Depository Participant (DP) and register your e-mail address, as per the process advised by your DP; and in case of Physical holding, may send a request to the Registrar and Transfer Agents of the Company - Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy). The Attendance Slip, Proxy Form and Route map is valid only for members attending the AGM physically.
14. Electronic copy of all the documents referred to in the accompanying Notice of the 75th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.unistar.co.in.
15. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least One Week (7 days) before the date of the Meeting, so that the information required may be made available at the AGM.
16. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE279A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Company's Registrar & Share Transfer Agents.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Registrar & Share Transfer Agents- Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in.
18. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking re-appointment/remuneration at the ensuing Annual General Meeting are furnished in the Explanatory Statement, which is annexed to the Notice and forms a part of the Notice. The Directors have furnished the requisite consent/declaration for their re-appointment.

19. Messrs Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083 continues to act in the capacity of Registrar & Share Transfer Agent of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences including dividend matters to the said Registrar & Share Transfer Agents.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and in compliance with MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of Remote e-Voting to its Members in respect of the business to be transacted at the AGM. In addition, the facility of voting through electronic voting system (e-Voting) shall also be made available during the AGM for Members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by Remote e-Voting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using Remote e-Voting as well as the e-Voting system on the date of the AGM in case of a member participating in the AGM through VC/OAVM will be provided by CDSL.
21. The Members attending the AGM through VC/OAVM can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned below in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first-come- first-serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-serve basis.
22. All the Members who are physically present in the AGM as well as members attending the AGM through VC/OAVM shall be reckoned for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
23. **Instructions for e-Voting and joining the AGM are as follows:**

A. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Friday, the 14th August, 2020 at 9:00 a.m. and ends on Monday, the 17th August, 2020 at 5:00 p.m. 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 11th August, 2020 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

For Shareholders 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) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> ● If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'Universal Cables Limited' on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by e-mail to rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to rnt.helpdesk@linkintime.co.in.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the Remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further, the shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hot spot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast **One Week (7 days) prior to the AGM** mentioning their name, demat account number/folio number, e-mail id, mobile number at secretarial@unistar.co.in to enable the Company to reply suitably during the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **One Week (7 days) prior to the AGM** mentioning their name, demat account number/folio number, e-mail id, mobile number at secretarial@unistar.co.in. The Chairman will endeavor to respond to the same at the AGM. Queries received after the above deadline may not be responded to, at the AGM. Further, the Company reserves the right to restrict the number of speakers depending upon availability of time for the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through Remote e-Voting, and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting through VC/OAVM facility.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

E. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send a certified copy of Board Resolution/Power of Attorney together with attested specimen signature of the duly authorized signatory who are authorized to vote (by e-mail through its registered e-mail address) to the Scrutinizer at rkmaoffice@gmail.com with a copy marked to the Company at secretarial@unistar.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM through VC/OAVM or e-Voting from e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means/VC/OAVM may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738/23058542/43.

24. 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, i.e. 11th August,2020.
25. The Company has appointed Shri Rajesh Kumar Mishra, Practising Company Secretary, or failing him, Shri Prashant Nayak, Practising Chartered Accountant, as the Scrutinizer to scrutinise the voting during the AGM and Remote e-Voting process in a fair and transparent manner.
26. The Scrutinizer(s) shall after the conclusion of voting at the Meeting, first count the votes cast including through e-Voting during the AGM, thereafter unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty-Eight hours of the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing in that behalf who shall countersign the same and declare the results of the voting forthwith.
27. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The said result would be displayed at the Registered Office as well as Corporate Office of the Company, intimated to the Stock Exchanges where the Company’s equity shares are listed and shall also be displayed along with the Scrutinizer’s Report on the Company’s website www.unistar.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice dated 1st June, 2020:

Item No. 4

The Company is required under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. The Board of Directors of the Company in its Meeting held on 1st June, 2020, has on the recommendation of the Audit Committee approved the appointment of Messrs D.Sabyasachi & Co., Cost Accountants (Registration Number - 00369) as the Cost Auditors of the Company for the Financial Year 2020-21 at a remuneration of ₹1,00,000/- (Rupees One Lakh only) plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses incurred in connection with cost audit work.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending 31st March, 2021.

None of the Directors/Manager/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members of the Company.

Item No. 5

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by an ordinary resolution in case certain Related Party transactions exceed such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in its ordinary course of business and on an arm's length basis. However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the shareholders through an ordinary resolution is required for all 'material' related party transactions, even if they are entered into in the ordinary course of business and on an arm's length basis. For this purpose, a related party transaction shall be considered 'material' if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Vindhya Telelinks Limited engaged primarily in the business of manufacturing and sale of telecommunication cables, other types of wires and cables, FRP rods/Glass rovings, etc. and also in the business of the Engineering, Procurement and Construction (EPC) of turnkey contracts in the field of Telecommunication, Power Sub-transmission and Distribution and civil and other infrastructure sectors, etc. is a related party of the Company within the meaning of Section 2(76) of the Act and also under Regulation 2(1)(zb) of the Listing Regulations.

The Company is a leading manufacturer of power and control cables, capacitors and polymer compounds in addition to end-to-end solution provider, interalia, in power distribution, sub-transmission and allied project, in its ordinary course of business sale, purchase, supply outsource goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carry out/avail job work, avail/render marketing/business transfer and other services (including services under a turnkey contract by way of co-bidding/consortium bidding), leasing of factory / office premises / godowns / facilities, reimbursement / recovery of cost or other obligations or other business transactions as mutually agreed between the Company and Vindhya Telelinks Ltd. from time to time. These transactions are necessary, normal and incidental to business and also play a significant role in Company's business operations and are entered into generally in the ordinary course of business and on arm's length basis.

The members of the Company accorded their approval by passing an Ordinary Resolution in the Annual General Meeting of the Company held on 24th July, 2017 for entering into material related party transactions with Vindhya Telelinks Limited for an amount not exceeding in aggregate ₹ 250.00 Crores per financial year from financial year 2017-18 to financial year 2019-20.

In terms of the Current business and market trend, the estimated material related party transactions, individually or taken together with previous transaction(s) are likely to exceed, during the financial year 2020-21 and thereafter in successive financial years upto 2022-23, ten (10) percent or more of the annual consolidated turnover as per the last audited financial statements of the Company being the materiality threshold as prescribed under Explanation to the Regulation 23(1) of the Listing Regulations. Accordingly, these transactions require the approval of the members by way of an Ordinary Resolution. All the agreements/contracts/arrangements/transactions entered into/to be entered into by the Company are in accordance with the Related Party Transaction Policy of the Company.

The other particulars pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are summarized below:

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any*	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Vindhya Telelinks Limited (VTL)	Shri Harsh V. Lodha, Chairman & Director	An Associate Company	As referred to above and as per commercial terms in line with business practices and comparable with unrelated parties.	The transactions are generally in the ordinary course of business and are at arm's length basis.
	Shri Y.S.Lodha, Managing Director & Chief Executive Officer			

*Shri Harsh V. Lodha, Chairman & Director of the Company is holding the position of Chairman & Director of VTL and Shri Y.S. Lodha, Managing Director & CEO of the Company is holding the position of the Managing Director & CEO of VTL.

The disclosure of shareholding of the Promoters of the Company in VTL (to the extent of such shareholding is not less than two percent of paid-up share capital of VTL) is given below:

S. No.	Name of Company/Body Corporate	Category (in relation to VTL)	Shareholding in VTL Percentage (%)
(1)	The Punjab Produce & Trading Co. Pvt. Ltd. (PPTCPL)	Promoter	10.90%
(2)	Trilochan Vyapaar Private Limited (TVPL)	Promoter	2.00%

Section 188 of the Act as amended by the Companies (Amendment) Act, 2015 and Listing Regulations require members' approval by an ordinary resolution, subject to all persons/entities falling under the definition of related parties as per regulation 2(1)(zb) of the Listing Regulations shall not vote to approve such Resolution irrespective of whether the person/entity is a party to the particular transaction or not.

The Board is of the opinion that the aforesaid Resolutions set out at Item No. 5 of the accompanying Notice are in the best interest of the Company and its shareholders and hence, commends the Resolutions for approval of the Members of the Company.

In respect of Resolution set out at Item No.5 of the accompanying Notice, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of his/her respective shareholding, if any, in the Company.

The Board therefore recommends the Ordinary Resolution set out at Item No.5 of the accompanying Notice for approval of the Members of the Company.

Item No.6

Pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, the approval of the members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration/compensation by way of profit related commission or otherwise as permissible under the Companies Act, 2013 to a single Non-Executive Director exceeding fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors and giving details of remuneration thereof.

Shri Harsh V. Lodha has contributed immensely towards the sustained growth of the Company since his appointment as Non-Executive Chairman of the Company with effect from 30th October, 2009. Considering the active and vital role played by Shri Harsh V. Lodha as Non-Executive Chairman of the Company, it is proposed to pay him remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2020-21, which may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 1st June, 2020, recommended for passing of a Special Resolution by the Members of the Company for payment of remuneration/compensation by way of profit related commission or otherwise to Shri Harsh V. Lodha as the said remuneration/compensation payable to him for the financial year 2020-21 may exceed fifty percent of total annual remuneration payable to all Non-Executive Directors of the Company, within the overall maximum limit of 1% (one percent) per annum of the Net Profit of the Company to all Non-Executive Directors, as fixed/approved by the members of the Company at the 74th Annual General Meeting of the Company held on 5th August, 2019.

Disclosures/additional information concerning Shri Harsh V. Lodha, as required under Listing Regulations and Secretarial Standard on General Meetings (SS-2) are given in the Annexure to this Explanatory Statement.

Save and except Shri Harsh V. Lodha and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No.6 of the Notice.

The Board recommends the Special Resolution as set out in Item No.6 of the accompanying Notice for approval of the Members of the Company.

Item Nos. 7 & 8

The existing Memorandum of Association (“MOA”) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. The provisions of the new Companies Act, 2013, require for stating of the Object Clause of MOA in a manner as prescribed in Table A of Schedule I of the Companies Act, 2013. In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof only.

Pursuant to the provisions of the Companies Act, 2013, the Memorandum of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. Therefore, in addition to alteration / insertion of certain new Objects to be pursued by the Company for smooth operation of business activities of the Company, it is also proposed to bifurcate the business activities covered under the existing sub-clauses of Clause 3: “The objects for which the Company is established” of MOA into **Clause 3A: “The Objects to be pursued by the Company on its Incorporation”** and **Clause 3B: “Matters which are necessary for furtherance of the Objects specified in Clause 3A”**, in accordance with the provisions of the Companies Act, 2013.

Considering the business opportunities available in various emerging and new technology sectors including Renewable Energy, Technology & Telecommunications, Metros and Railways, Power Plants and other Infrastructure sectors and Company’s rich and varied experience in execution of turnkey projects/works contracts, your Company proposes to expand its business to seize opportunities in such sectors/segments of businesses and other related activities, apart from carrying on its existing business operations. The proposed alteration in the MOA will, therefore, enable the Company to actively participate in various emerging business opportunities and open new revenue streams for sustainable growth in foreseeable future.

Accordingly, taking into consideration the above-mentioned facts and keeping in view the smooth operation of the business activities of the Company, the Objects Clause of the MOA of the Company are proposed to be amended as under:

1. The Object Clause (Clause 3) of MOA of the Company will now have two parts viz. Clause 3A - ‘The Objects to be pursued by the Company on its Incorporation’ and Clause 3B - ‘Matters which are necessary for furtherance of the Objects specified in Clause 3A’.
2. The sub-clauses 3, 3A, 3B, 3C, 3D, 3E, 5, 32 of existing Clause 3 of MOA are proposed to be deleted; the sub-clauses 4, 6, 7, 9, 12, 14, 15, 16, 17, 18, 21, 22, 23, 24, 25, 26, 27, 27A, 27B, 28, 29, 30, 31, 32A, 33, 34, 35, 36 and 37 of existing Clause 3 of MOA are proposed to be shifted to newly created Clause 3B of the MOA, as sub-clauses 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28 and 41 respectively; the sub-clauses 6A, 6B, 6C, 6D, 6E, 6F, 6G, 6H, 6I, 6J, 6K, 8, 10, 11, 13, 19 and 20 of existing Clause 3 of MOA, are proposed to be renumbered as 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 33, 17 and 18 respectively and to be shown under newly titled Clause 3A of MOA.
3. To enable the Company to commence the aforesaid business under **Clause 3A: “The Objects to be pursued by the Company on its Incorporation”** of the MOA of the Company, it is proposed to amend the Clause 3A of the MOA of the Company, by insertion of new sub-clauses 19 to 32 after the renumbered sub-clause 18 and sub-clause 34 after the renumbered sub-clause 33 under the **Clause 3A: “The Objects to be pursued by the Company on its Incorporation”** as stated in the Resolution in the annexed Notice.
4. Any reference to various sections of the Companies Act, 1956 in the MOA including in newly created Clause 3B of MOA: ‘Matters which are necessary for furtherance of the Objects specified in Clause 3A’ are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013. Further, in addition to sub-clauses 1 to 28 of newly created Clause 3B of MOA, new sub-clauses 29 to 40 are proposed to be inserted under newly created Clause 3B of MOA of the Company.
5. Further, in order to comply with the provisions of Section(s) 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company proposes to alter the Liability Clause of MOA i.e. Clause 4. The proposed modification is therefore proposed to be carried out to align the MOA in accordance with the provisions of the Companies Act, 2013.

The proposed alteration/amendments to Memorandum of Association requires the approval of the Shareholders by means of Special Resolution(s) pursuant to Section 13 of the Companies Act, 2013 and relevant rules made thereunder and accordingly, the approval of the members of the Company is being sought through Ballot/voting through electronic means.

The proposed draft of the ‘Memorandum of Association’ is being uploaded on the Company’s website i.e. www.unistar.co.in for perusal by the Members and is available for inspection at the Registered Office as well as Corporate Office of the Company during business hours on all working days (except Saturdays, Sundays and Public Holidays) from 11:00 A.M.to 1:00 P.M. including and upto the date of the meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution(s) set out at Item Nos. 7 & 8 of the accompanying Notice.

The Board recommends the Special Resolution(s) set out at Item Nos. 7 & 8 of the Notice for approval by the members.

Item No. 9

Upon enactment of the Companies Act, 2013 (“the Act”), various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013. The existing Articles of Association of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. The Board of Directors in its Meeting held on 9th November, 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The approval of members is sought in terms of Section 14 of the Companies Act, 2013 by way of a Special Resolution to adopt a new set of Articles of Association of the Company in line with Table ‘F’ of Schedule I of the Companies Act, 2013 in place of the existing Articles of Association of the Company.

The proposed draft of the ‘Articles of Association’ is being uploaded on the Company’s website i.e. www.unistar.co.in for perusal by the Members and is available for inspection at the Registered Office as well as Corporate Office of the Company during business hours on all working days (except Saturdays, Sundays and Public Holidays) from 11:00 A.M.to 1:00 P.M. including and upto the date of the meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution(s) set out at Item No. 9 of the accompanying Notice.

The Board recommends the Special Resolution(s) set out at Item No. 9 of the Notice for approval by the members.

Registered Office:

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

By Order of the Board of Directors
For **Universal Cables Limited**

1st June, 2020

(Sudeep Jain)
Company Secretary

ANNEXURE-A

Disclosures/additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') pertaining to Directors recommended for appointment/re-appointment and concerning other matters as referred to in the accompanying Notice/Explanatory Statement.

Name of Director	Shri Harsh V. Lodha	
DIN	00394094	
Date of Birth	13 th February, 1967	
Nationality	Indian	
Age	53 Years	
Date of first appointment on the Board	24 th April, 1998	
Qualifications & Experience, Expertise (including nature of expertise in specific functional areas)/brief resume	Shri Harsh V. Lodha, holds a Bachelor of Commerce Degree from Calcutta University and is a qualified Chartered Accountant. He possesses vast and varied experience of about 33 years in profession and industry. He has worked with Lodha & Co., Chartered Accountants, in the capacity as a partner from 1988 to 2008. He retired from the said firm as Joint Country Managing Partner in October, 2008. He has served on various key positions of committee constituted by FICCI, ICAI, Department of Company Affairs, Reserve Bank of India. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar. He has also served as the Vice Consul of the Republic of Philippines for Eastern India.	
Terms and conditions of appointment/re- appointment	Liable to retire by rotation.	
Number of shares held in the Company	18297 equity shares	
Relationship with other Directors, Managing Director & Chief Executive Officer and other Key Managerial Personnel	None	
Number of Board Meeting attended during the financial year 2019-20	4 out of 4	
List of outside Directorships held	Listed Company: Alfred Herbert (India) Ltd. Birla Corporation Limited Birla Cable Limited Vindhya Telelinks Limited	Unlisted Companies: Hindustan Gum & Chemicals Limited JK Fenner (India) Ltd. Punjab Produce Holdings Ltd. Baroda Agents & Trading Co. Pvt. Ltd. Birla Furukawa Fibre Optics Pvt. Ltd. East India Investment Co. Pvt. Ltd. Gwalior Webbing Co. Pvt. Ltd. Oneworld Resources Pvt. Ltd. RCCPL Private Limited Swiss India Financial Services Co. Pvt. Ltd. The Punjab Produce & Trading Co. Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman – Corporate Social Responsibility Committee	

Name of Director	Shri Harsh V. Lodha	
Chairman/Member of the Committee of the Board of Directors of other Companies	Listed Companies: <u>Birla Corporation Limited :-</u> Chairman - Stakeholders Relationship Committee Chairman - Corporate Social Responsibility Committee Member - Committee of Directors Member - Nomination and Remuneration Committee	Unlisted Companies: <u>Gwalior Webbing Co. Private Limited :-</u> Member - Corporate Social Responsibility Committee <u>Hindustan Gum & Chemicals Limited :-</u> Chairman - Corporate Social Responsibility Committee <u>RCCPL Private Limited :-</u> (formerly Reliance Cement Company Pvt. Ltd.) Chairman - Corporate Social Responsibility Committee Member - Committee of Directors Member - Nomination and Remuneration Committee <u>The Punjab Produce & Trading Company Private Limited :-</u> Chairman - Corporate Social Responsibility Committee
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	<p>The remuneration paid by way of Sitting Fees for attending the meetings of Board of Directors and/or any Committees thereof was disclosed in the Report of Corporate Governance in all the previous Annual Reports. In addition to payment of Sitting Fees for attending the meetings of Board of Directors and/or any Committee thereof, the Board of Directors based on recommendation of the Nomination and Remuneration Committee has approved a token amount of One (1) Rupee towards remuneration/compensation by way of profit related commission for the financial year 2019-20 due to prevailing adverse and challenging market conditions as a fall out of COVID-19 pandemic. He continues to be eligible for annual remuneration/compensation by way of profit related commission or otherwise payable to all Non-Executive Directors of the Company and it is proposed to pass an enabling resolution for payment of remuneration/compensation to him by way of profit related commission or otherwise of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2020-21 within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company to all Non-Executive Directors, subject to approval of members of the Company by way of Special Resolution.</p>	