

**UNIVERSAL CABLES LIMITED**

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.  
 Phone : 07672-257121 to 257127, 414000 • Fax : 07672-257131  
 E-Mail : headoffice@unistar.co.in • Website : www.unistar.co.in  
 CIN : L31300MP1945PLC001114

**COMBINED RESULTS OF REMOTE E-VOTING AND POLL AT THE 70TH ANNUAL GENERAL MEETING OF UNIVERSAL CABLES LIMITED HELD ON FRIDAY, 24TH JULY, 2015, AT 11.00 A.M. AT REGISTERED OFFICE AT P.O. BIRLA VIKAS, SATNA – 485 005 (M.P.)**

The 70th Annual General Meeting ("the Meeting") of the Company was held on Friday, July 24, 2015 at 11.00 A.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.).

In terms of the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company has provided the facility to the members to cast their votes through remote e-voting. Further in order to facilitate voting to those members who have not cast their vote through remote e-voting, poll was conducted at the Meeting.

The results of the voting on each resolution by adding the votes of the poll in favour or against a resolution with the remote e-voting in favour or against the same resolution are as under:

**Resolution No. 1: As Ordinary Resolution**

**Description of Resolution**

Adoption of the audited Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

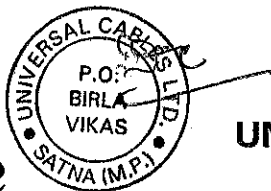
Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
1	86	13989271	100	NIL	NIL	NIL	1	400

**Resolution No. 2: As Ordinary Resolution**

**Description of Resolution**

Appointment of a Director in place of Shri B.R. Nahar (DIN: 00049895), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
2	86	13989271	100	NIL	NIL	NIL	1	400



[2]

**Resolution No. 3: As Ordinary Resolution**

**Description of Resolution**

Ratification of appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company for the financial year 2015-16, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
3	86	13989271	100	NIL	NIL	NIL	1	400

**Resolution No. 4: As Ordinary Resolution**

**Description of Resolution**

Appointment of Dr. Kavita A. Sharma (DIN: 07080946), as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 6th February, 2015, not liable to retire by rotation.

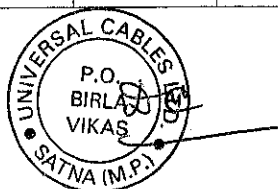
Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
4	86	13989271	100	NIL	NIL	NIL	1	400

**Resolution No. 5: As Special Resolution**

**Description of Resolution**

Appointment of Shri Y.S. Lodha as Manager and Chief Executive Officer of the Company for a period of three (3) years effective from 15th May, 2015 to 14th May, 2018 upon the terms and conditions including remuneration, perquisites and benefits, etc.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
5	86	13989271	100	NIL	NIL	NIL	1	400



[3]

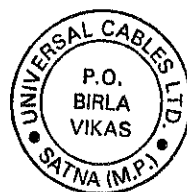
**Resolution No. 6: As Ordinary Resolution**

**Description of Resolution**

Ratification of remuneration of Messrs D. Sabyasachi & Co., Cost Accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2016.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
6	86	13989271	100	NIL	NIL	NIL	1	400

All the above Resolutions are passed with requisite majority. As required under the Companies (Management and Administration) Rules, 2014, the Consolidated Scrutinizer's Report is enclosed.



*Dinesh Chanda*

(Dinesh Chanda)  
Director

Place : Satna

Date : 24th July, 2015

Encl: As above

# 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

**Consolidated Scrutinizer's Report**

Date .....

**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of 70th Annual General Meeting of the Members of **Universal Cables Limited** held on Friday, 24th July, 2015 at 11.00 A.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna, (M.P.) – 485005.

Dear Sir,

1. I, Rajesh Kumar Mishra, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of Universal Cables Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) in fair and transparent manner as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for the resolutions set out in the Notice dated 15th May, 2015 of the 70th AGM of the members of Universal Cables Limited, held on 24th July, 2015 at 11.00 a.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P.) – 485 005.
2. I and Shri Pradeep Nayak, Chartered Accountant, appointed as Scrutinizers for the purpose of scrutinizing the voting through polling paper in fair and transparent manner at the 70<sup>th</sup> Annual General Meeting of the member of Company as per the provision of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 for the resolutions set out in the Notice dated 15th May, 2015 of the 70th AGM of the members of Universal Cables Limited, held on 24th July, 2015 at 11.00 a.m. at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P.) – 485 005.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by poll paper at the AGM for the resolutions contained in the Notice of the 70th AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process through electronic means (i.e. by remote e-voting) and poll at the AGM is restricted to make a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above.



4. Separate Scrutinizer's Report dated 24th July, 2015 on the remote e- voting and Scrutinizers Report dated 24th July, 2015 on the poll have been issued on the resolutions contained in the notice of the AGM.
5. Based on reports generated from the e-voting website of CDSL and voting through polling paper at the 70th AGM, the consolidated report on the results of voting on each resolution are given hereunder:

#### Resolution No. 1: As Ordinary Resolution

##### Description of Resolution

Adoption of the audited Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

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#### Resolution No. 2: As Ordinary Resolution

##### Description of Resolution

Appointment of a Director in place of Shri B.R. Nahar (DIN: 00049895), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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**Resolution No. 6: As Ordinary Resolution****Description of Resolution**

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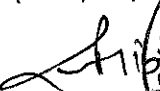
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6	86	13989271	100 %	NIL	NIL	NIL	1	400

6. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 70th AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For: - R.K. Mishra & Associates  
(Company Secretary)

  
Rajesh Kumar Mishra  
(Partner)

CP No. 4433

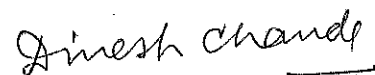
FCS No. 5383

Place: Satna (M.P.)

Date: 24<sup>th</sup> July, 2015



Countersigned by:  
For Universal Cables Limited



Dinesh Chanda 24/7/15  
Director

