

Ref : UCL/SEC/2016-17

12.07.2016

BSE Limited Corporate Relationship Department Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code : 504212	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra - East Mumbai – 400 051 Scrip Code : UNIVCABLES EQ
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Dear Sirs,

Subject: Intimation under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We write to inform you that the Board of Directors at its meeting held today, i.e. 12th July, 2016 has considered and approved the proposal for entering into a Share Purchase Agreement ('SPA') with Ericsson Network Technologies, AB (formerly known as Ericsson Cables AB), Sweden ('ENT'), on One Part and the Company and Vindhya Telcelinks Limited ('VTL') on the other part (Indian Venturers), for acquisition of entire 27.50% shareholding of ENT in Birla Ericsson Optical Limited ('BEOL') by the Indian Venturers and/or other promoters and promoter group person/entities of BEOL as designated by the Indian Venturers, subject to compliance of certain conditions as contained in the Share Purchase Agreement.

Although, the Company being an Indian Venturer and promoter of BEOL is entitled to acquire the said shares from ENT, the Company may alternatively decide to designate other promoters and promoter group person/entities for acquiring the shares from ENT in consultation and agreement with VTL in accordance with the terms of the Joint Venture Agreement dated 27th May, 1992 and SPA as aforesaid. Accordingly, the Company has decided not to exercise its option to acquire the said shares of BEOL from ENT, and has instead decided to designate in consultation and consent of VTL, other Promoters and Promoter group person/entities for acquisition of entire shareholding of ENT in BEOL. Other disclosures as required under the captioned Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished in the prescribed form as per Annexure 1 attached hereto. After such acquisition of shares of ENT in BEOL by other Promoters and Promoter group person/entities, Ericsson Network Technologies AB (formerly known as Ericsson Cables AB), Sweden shall cease to be a promoter/shareholder/technical collaborator of BEOL.

This is for your information, record and further necessary action.

Thanking you,

Yours faithfully,
For UNIVERSAL CABLES LIMITED

Sd/-

(Om Prakash Pandey)
Company Secretary

Enclosed: Annexure - 1

(1) Name of the Target Entity, details in brief such as size, turnover, etc.:

Birla Ericsson Optical Limited (“Target Entity”) having its registered office at Udyog Vihar, P.O.Chorhata, Rewa-486006 (Madhya Pradesh), India. Gross Revenue from Operations of the Target Entity during the Financial Year ended on 31st March, 2016 was Rs.273.14 Crores with Profit after Tax of Rs.8.48 Crores. The Company is not acquiring any shares in the Target Entity but is making this disclosure being a joint venturer and executant of Share Purchase Agreement (SPA) entered amongst the Joint venturers of the Target Entity.

(2) Whether the acquisition would fall within the related party transaction(s) and whether the promoters/promoters group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at ‘arm’s length’:

The proposed acquisition is pursuant to inter-se promoters transfer of equity shares amongst the promoters of Target Entity in accordance with Regulation 10(1)(a)(ii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3) Industry in which the entity being acquired belongs:

The Target Entity is primarily engaged in the business of manufacturing and sales of Telecommunication Cables consisting of both copper and optical fibre and other types of specialty wires and cables.

(4) Object and effect of acquisition:

The overseas promoter of the Target Entity viz. Ericsson Network Technologies, AB (formerly known as Ericsson Cables AB), Sweden (‘ENT’) expressed its intention in writing to Indian venturers of the Target Entity to dissolve the Joint Venture Agreement dated 27th May, 1992 entered into between the Company, Vindhya Telelinks Limited and ENT by offering its entire shareholding in Target Entity to the Indian venturers and/ or other promoters of the Target Entity as designated for this purpose by the Indian venturers. The said offer has been accepted by the Indian venturers after necessary due diligence and evaluation and accordingly the equity shares offered by ENT are being acquired by VTL and other designated promoters and promoter group person/entities. After such acquisition, Ericsson Network Technologies, AB shall cease to be a promoter/shareholder/technical collaborator of the Target Entity.

(5) Indicative time period for completion of the acquisition:

The transaction shall be completed/consummated in accordance with the time period to be specified in the Share Purchase Agreement executed/to be executed between Ericsson Network Technologies, AB (formerly known as Ericsson Cables AB), Sweden of the one part and the Company and Vindhya Telelinks Limited of

the other part. Barring unforeseen circumstances, it is envisaged that the proposed acquisition of 27.50% equity shares of the Target Entity presently held by ENT by the Indian venturers and / or other promoters and promoter group person/ entities by way of inter-se transfer amongst promoters shall be completed by 30th September, 2016.

(6) Nature of consideration whether cash consideration or share swap and details of the same:

The Company is not acquiring any shares in the Target Entity. VTL along with other promoters and promoter group person/entities will acquire the entire shareholding of Ericsson Network Technologies, AB in the Target Entity. The equity shares are proposed to be acquired on cash consideration by remitting the consideration amount to Ericsson Network Technologies, AB (formerly known as Ericsson cables AB), Sweden in convertible foreign currency.

(7) Purchase of shareholding/control acquired and or number of shares acquired.

As the Company is not acquiring any shares in the Target Entity, the shareholding of the Company in the Target Entity will remain unchanged to 39,00,100 fully paid-up equity shares of Rs.10/- each representing 13.00% of the subscribed and paid-up share capital of the Target Entity.

(8) Brief background about the entity acquired in the term of line of business acquired, date of incorporation, history of the last three years turnover, country in which the acquired entity has presence and any other significant information.

Birla Ericsson Optical Ltd.(Target Entity), a Joint Venture Company, was incorporated on 30th June, 1992 in terms of Joint Venture Agreement dated 27th May, 1992 executed by and amongst Ericsson Network Technologies, AB (formerly known as Ericsson Cables AB), Sweden ('ENT'), Universal Cables Ltd. ('UCL'/'Company') and Vindhya Telelinks Ltd. ('VTL'). The Target Entity was primarily incorporated for manufacturing and sale of telecommunication cables comprising of both optical fibre cables and copper telecom cables. The Target Entity is today an established and reputed manufacturer and supplier of telecommunication cables in domestic and overseas market places. The Target Entity presently has its state-of-the-art manufacturing facility at Rewa (Madhya Pradesh) and marketing offices at certain metro towns in India. The Target Entity's Gross Revenue from Operations and Profit after Tax during the last three years was as follows:

Particulars	Financial Year (Amount in Rs. Cr.)		
	2015-16	2014-15	2013-14
Gross Revenue from Operations	273.14	289.14	319.45
Profit after Tax	8.48	12.49	19.24