



UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

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

Phone: (07672) 257121 to 257127 • Fax: (07672) 257131

e-mail: headoffice@unistar.co.in • Website: www.unistar.co.in

POSTAL BALLOT NOTICE

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, for seeking consent/assent of the members of the Company by means of Postal Ballot or voting through electronic means (“Remote e-Voting”) on Resolutions set out in this Notice.

Voting through Postal Ballot/Remote e-Voting shall commence from Sunday, 24th February, 2019 at 9:00 A.M. (IST) and end on Monday, 25th March, 2019 at 5:00 P.M. (IST). The scrutinizer’s decision on the validity of votes shall be final. The members can opt only one mode for voting i.e. either physical ballot or e-Voting. If a member has opted for e-Voting, then such member should not vote by physical ballot and vice versa. However, in case member(s) cast their vote both via physical ballot and e-Voting, then voting done through e-Voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. Once the vote on a Resolution is cast by Remote e-Voting, the Members shall not be allowed to change it subsequently.

Shareholders desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of Postal Ballot Form.
- Send duly filled Postal Ballot Form to the Scrutinizer on or before 5:00 P.M. (IST) on 25th March, 2019.

Shareholders desiring to exercise their vote by e-Voting:

- Read carefully the Point no. 8 of the “NOTES FOR MEMBERS’ ATTENTION” given on the Postal Ballot Notice.
- Voting shall be closed by CDSL on 25th March, 2019 at 5:00 P.M. (IST).

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-Voting i.e. Monday, the 25th March, 2019, if approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

1. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri S.S. Kothari (DIN: 00005428), who was appointed as an Independent Director of the Company and who holds office as such up to 31st March, 2019, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any Director or Committee of Directors with power to further delegate to any executive / officer of the Company to do all such acts, deeds, matters and things and execute all such documents

and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

2. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri S.C. Jain (DIN: 00194087), who was appointed as an Independent Director of the Company and who holds office as such up to 31st March, 2019, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any Director or Committee of Directors with power to further delegate to any executive / officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

3. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Dinesh Chanda (DIN: 00939978), who was appointed as an Independent Director of the Company and who holds office as such up to 31st March, 2019, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any Director or Committee of Directors with power to further delegate to any executive / officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

4. **Appointment of Shri Y.S.Lodha as a Director**

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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Y.S.Lodha (DIN: 00052861), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th February, 2019 pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of Section 161 of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and who holds office as such upto the date of next Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.”

5. Appointment of Shri Y.S.Lodha as Managing Director & Chief Executive Officer

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 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Y.S.Lodha be and is hereby appointed as the Managing Director & Chief Executive Officer of the Company for a period of three (3) years with effect from 11th February, 2019 to 10th February, 2022, who shall not be liable to retire by rotation, on the terms and conditions including remuneration, perquisites and benefits including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, etc. as set out in the draft Agreement (the main terms and conditions of which are described under Explanatory Statement attached to this Notice) to be entered into between the Company and Shri Y.S.Lodha and submitted for approval of members be and is hereby specifically approved, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this Resolution) to alter and vary the terms and conditions of the said appointment and/or remuneration, perquisites and benefits, etc. in such manner as may be agreed to between the Board and Shri Y.S.Lodha.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in allowances, perquisites and benefits, etc. effective from 1st April each financial year and Performance Linked Bonus/Special Allowance for each financial year as considered appropriate from time to time subject to limits, if any, prescribed under Section 197, Schedule V or elsewhere under the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to requisite approval(s), if so required, or otherwise as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of issuance of this notice and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement, as may be agreed to between the Board and Shri Y.S.Lodha.

FURTHER RESOLVED that the Board or a duly constituted Committee thereof including Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writing as may be required or considered necessary, appropriate, expedient or desirable in regard to the said appointment and payment of remuneration, etc. as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

Registered Office:

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

11th February, 2019

By order of the Board

(Sudeep Jain)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 11th February, 2019, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item(s) of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. The Electronic Copy of the Postal Ballot Notice is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address(es), physical copy of the Postal Ballot Notice is being sent in the permitted mode. In this regard, the Members whose names appear in the Register of Members/List of Beneficial Owners as per the record of Depositories as on 15th February, 2019 i.e. cut-off date has been enrolled by the Company for participation in voting on resolutions placed by the Company on the voting system. Any person who is not a Member of the Company as on the cut-off date should treat this Notice for information purpose only. The voting shall be reckoned in proportion to a Member's share of voting right on the paid-up equity share capital of the Company as on the said cut-off date. Members who have registered their e-mail IDs for receipt of documents in electronic mode, have been sent a web link for Postal Ballot Notice and Postal Ballot Form alongwith their login ID and password for the purpose of e-Voting on their registered e-mail IDs. Such Members who wish to vote through Postal Ballot Form can download the same from the web link. Members have an option to cast their votes either through e-Voting or through Postal Ballot Form. Members, who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein.
3. Only those Members who are eligible to vote on the proposed special resolutions are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-Voting facility offered by the Company.
4. The Company has appointed Shri Rajesh Kumar Mishra, Wholetime Practicing Company Secretary (Membership No.FCS 5383 and C.P. No.4433) as Scrutinizer and if he is unable to act as such for any reason whatsoever, Shri R.S. Bajaj, Wholetime Practicing Company Secretary (Membership No. ACS 3370 and C.P. No.7058) shall act as the Scrutinizer for conducting the voting process and submitting a consolidated Scrutinizer's Report thereon in accordance with the applicable law/regulation in a fair and transparent manner.
5. The Members voting through physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on the Postal Ballot Notice and return the completed Form along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before **Monday, the 25th March, 2019 upto 5.00 p.m.**, the last date of receipt of the completed Postal Ballot Form. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expense of the registered Member on or before **Monday, the 25th March, 2019 upto 5.00 p.m.** will also be accepted. The same must be sent to the Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, Link Intime India Pvt. Limited (Unit : Universal Cables Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
6. The Members who do not receive the Postal Ballot Form may apply to the Company or Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. (Unit: Universal Cables Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and obtain a duplicate thereof. The Postal Ballot Form may also be downloaded from the Company's website www.unistar.co.in.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members holding equity shares in demat form and in physical form, to exercise their right to vote on the Resolutions as contained in the Postal Ballot Notice by way of electronic voting/Remote e-Voting to enable Members of the Company to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide Remote e-Voting facility to Members of the Company. It may be noted that Remote e-Voting is optional. Please carefully read and follow up instructions on Remote e-Voting printed in this Postal Ballot Notice. In case member(s) cast their vote both via physical ballot and Remote e-Voting, then voting done through e-Voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. The e-Voting facility is available at www.evotingindia.com. Please refer to the

instructions given for e-Voting in the following paragraph of this Postal Ballot Notice for the purpose and manner in which the e-Voting is to be carried out.

8. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, the 24th February, 2019 at 9:00 A.M. (IST) and end on **Monday, the 25th March, 2019 at 5:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th February, 2019, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

For Members 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.
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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Universal Cables Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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/or 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.
- (xx) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit a Consolidated Scrutinizer’s Report to the Chairman/Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by a Director or Company Secretary of the Company on 27th March, 2019, at the Registered Office of the Company. 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS (RESOLUTION NO. 1, 2, 3, 4 AND 5) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED 11TH FEBRUARY, 2019 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER INCLUDING THE STATUTORY AMENDMENT(S), MODIFICATION(S) AND RE-ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 11th February, 2019:

Item Nos. 1 to 3

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, Shri S.S. Kothari (DIN: 00005428), Shri S.C. Jain (DIN: 00194087) and Shri Dinesh Chanda (DIN: 00939978) were appointed as the Independent Directors of the Company to hold office for a term of five (5) consecutive years with effect from 1st April, 2014 to 31st March, 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

As per the provisions of Section 149 of the Act read with the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, an Independent Director shall hold office as such for a term upto five (5) consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in the Directors’ Report. Section 149(11) of the Act provides that an Independent Director may hold office for upto two consecutive terms. Further, as per the amended provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) which is effective from 1st April, 2019, a person who has attained the age of seventy five (75) years can continue as non-executive director in a listed Company, provided approval of its members is obtained by way of special resolution and justification for appointing such a person is indicated in the explanatory statement. As per provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

Pursuant to the recommendations of the Nomination and Remuneration Committee, inter alia, based on performance evaluation of Independent Directors, the Board of Directors of the Company at its Meeting held on 11th February, 2019, has recommended for re-appointment of Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda, as Independent Directors of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 11th February, 2019, placed on record that the above Independent Directors are highly renowned professionals drawn from diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board’s decision making process. The Company, its Board of Directors and various Committees of the Board have immensely benefitted from their vast experience, knowledge and strategic insights on various matters relating to the Company’s business. In this backdrop and also taking into account the performance evaluation besides recognizing enormous contribution of the said Independent Directors in the functioning and performance of the Company over the years, the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, recommends that it will be in the interest of the Company to re-appoint them as Independent Directors of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, as per the declarations received by the Company, Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda, are not disqualified to be re-appointed as Directors in terms of Section 164 of the Act and given their consent (individually and severally) to act as Director.

The Company has received notice(s) in writing from member(s) under Section 160 of the Companies Act, 2013 proposing the candidature of each of Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda, for the office of director of the Company.

In the opinion of the Board, Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda fulfils the conditions for re-appointment as Independent Directors of the Company as specified under the Act, read with the Rules framed thereunder and the Listing Regulations.

Brief profiles of aforesaid Independent Directors proposed to be re-appointed including nature of their expertise and shareholdings in the Company, etc. are annexed as Annexure - 'A' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter(s) of re-appointment relating to each of Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda setting out the terms and conditions of re-appointment is available on the Company's website www.unistar.co.in and also available for inspection by any member at the Registered Office and Corporate Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day excluding Saturday(s) and Sunday(s) upto and including the last date of voting/receipt of Postal Ballot Forms.

Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda have already attained the age of seventy five (75) years and are proposed to be re-appointed as an Independent Director(s) of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024. Accordingly, approval of the members is sought for passing Special Resolution(s) for re-appointment of above Independent Directors, in compliance to the provisions of Section 149, read with Schedule IV and other applicable provisions, if any, of the Act and the Rules framed thereunder and Regulation 17(1A) and all other applicable provisions of the Listing Regulations for the time being in force.

This explanatory statement may also be regarded as a disclosure/justification under Regulation 17(1A) and other applicable Regulations of the Listing Regulations.

Having regard to the qualifications, knowledge and vast experience of Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda, their re-appointment of the Board of Directors of the Company as Independent Director(s) will be in the interest of the Company. Accordingly, the Board of Directors recommends the Resolutions as set out at Item Nos. 1, 2 and 3 of this Notice to be passed as Special Resolutions by the Members by way of Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri S.S. Kothari, Shri S.C. Jain and Shri Dinesh Chanda and their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 1, 2 and 3 of this Notice.

Item Nos. 4 and 5

The Board of Directors at its Meeting held on 11th February, 2019 has appointed Shri Y.S.Lodha (DIN: 00052861) as an Additional Director of the Company with effect from 11th February, 2019 based upon recommendation of the Nomination and Remuneration Committee. Pursuant to Section(s) 149, 161 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 140 of the Articles of Association of the Company, he holds office as such upto the date of next Annual General Meeting of the Company but is eligible for appointment as a Director. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Y.S.Lodha for the office of Director of the Company. Shri Y.S.Lodha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Members of the Company at its Seventy Third Annual General Meeting held on 31st July, 2018, had appointed Shri Y.S.Lodha as Manager & Chief Executive Officer of the Company for a period of three (3) years with effect from 15th May, 2018 to 14th May, 2021. Having regard to the qualifications, experience and very long association of Shri Y.S.Lodha with the Company and considering the overall performance of the Company and its growth during his tenure, the Board of Directors ("the Board") based on the recommendation of the Nomination and Remuneration Committee, has now appointed Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company for a period of three (3) years with effect from 11th February, 2019 to 10th February, 2022, subject to approval of members of the Company by way of a special resolution. The Board has also approved the remuneration, perquisites and other benefits, etc. payable to Shri Y.S.Lodha in the capacity of Managing Director & Chief Executive Officer of the Company based on the approval accorded by the Nomination and Remuneration Committee. In view of his appointment as Managing Director & Chief Executive Officer, Shri Y.S.Lodha shall cease to function in the capacity of Manager & Chief Executive Officer of the Company with effect from 11th February, 2019, save and except things done or omitted to be done before such cessation. The broad particulars of remuneration, perquisites and other benefits, etc. payable to and other principal

terms and conditions of his Appointment as contained in the draft Agreement to be entered into between the Company and Shri Y.S.Lodha are as under:

I. Tenure of Appointment:

Three (3) years with effect from 11th February, 2019 to 10th February, 2022.

II. Remuneration:

- (1) **Basic Salary:** ₹ 4,05,000/- (Rupees Four Lakhs Five Thousand only) per month with such annual increments which will be effective from 1st April each financial year, as may be approved by the Board of Directors of the Company based on the recommendation/approval of the Nomination and Remuneration Committee.
- (2) **Performance Linked Bonus and/or Special Allowance:** Such amount as may be considered appropriate from time to time and approved by the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee, for each financial year.
- (3) **Allowances and Perquisites:** In addition to the Basic Salary, Performance Linked Bonus and/or Special Allowance as outlined above, the Managing Director & Chief Executive Officer shall be entitled to allowances, perquisites and benefits as under:
 - (i) **House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary. In addition, the expenditure incurred on furnishing, repairs/upkeep and maintenance, society charges and utilities (e.g. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis.
 - (ii) **Medical Benefits:** Payment/reimbursement of medical expenses incurred for self and family (including premium paid on mediclaim/health insurance policies, whether in India or abroad) in accordance with the Rules of the Company.
 - (iii) **Leave Travel Allowance/Assistance:** For self and family, once in a year, in accordance with the Rules of the Company.
 - (iv) **Club Fees:** Payment/reimbursement of club fees for not more than one club in India, excluding admission and life membership fees.
 - (v) **Personal Accident Insurance Premium:** As per Rules of the Company.
 - (vi) **Contribution to Provident Fund and Superannuation Fund:** As per the Rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time.
 - (vii) **Contribution to National Pension Scheme (NPS):** Contribution to NPS subject to a maximum of 10% of the Basic Salary, if permissible, as per Rules of the Company.
 - (viii) **Gratuity:** As per Rules of the Company as applicable from time to time.
 - (ix) **Leave Encashment:** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation as well as encashment of unavailed earned privilege leave will be permissible in accordance with the Rules of the Company.
 - (x) **Other Perquisites, Benefits & Allowance(s):** As per Rules of the Company as may be available to other senior executives of the Company and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
 - (xi) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites :
 - (a) Provision of Company's car with driver for official use.
 - (b) Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone/communication expenses at residence including payment of local calls and long-distance official calls.

Explanation(s):

- (a) Family mentioned above means the spouse and dependent children of the Managing Director & Chief Executive Officer.

- (b) The said prerequisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof. In the absence of any such rules, prerequisites and allowances shall be evaluated at actual cost.
- (c) The Company's contribution to or provision for provident fund, pension including National Pension Scheme (NPS), superannuation or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of unavailed accumulated privilege leave at the end of the tenure, as per the relevant rules of the Company, shall not be included in the computation of the ceiling on remuneration which includes Basic Salary, Performance Linked Bonus and/or Special Allowance, Allowances and Perquisites/Benefits, etc.
- (d) For the purpose of payment of gratuity, Company's contribution to superannuation or annuity fund and leave encashment benefits, the services of Shri Y.S.Lodha will be considered continuous service with the Company from the date he joined the services of associate/sister concern(s) or this Company in any capacity from time to time and termination of this Agreement followed by an immediate renewal thereof or execution of a fresh agreement will not be considered as any break in the service.
- (e) The Managing Director & Chief Executive Officer shall be entitled to be paid/reimbursed by the Company all travelling, board and lodging during business trips, entertainment and other out-of-pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses including travelling, board and lodging relating to spouse accompanying on any official domestic and overseas business trips or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time. The Managing Director & Chief Executive Officer would also be entitled to any other benefits or privileges as may be available to the other senior executives of the Company including but not limited to Social/housing loan(s) as per Rules of the Company as applicable from time to time.
- (4) **Overall Remuneration:** The Board of Directors based on the recommendation/ approval of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board for the purpose is entitled to revise the remuneration payable to the Managing Director & Chief Executive Officer from time to time, as it may, in its discretion deem fit, subject to limits, if any, prescribed in this regard under Section 197, Schedule V or elsewhere under the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in such manner as may be agreed to between the Board and the Managing Director & Chief Executive Officer, subject to such approvals, if so required.

III. Other Conditions:

- (a) As long as Shri Y.S.Lodha functions as the Managing Director & Chief Executive Officer of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- (b) Shri Y.S.Lodha, in the capacity of Managing Director & Chief Executive Officer, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (c) In addition to his present appointment as Managing Director & Chief Executive Officer of the Company, Shri Y.S.Lodha had also been appointed/re-appointed as Managing Director of an associate company viz. Vindhya Telelinks Limited. He would receive remuneration from Vindhya Telelinks Limited as well on holding the managerial position of Managing Director, provided that subject to the provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013, the total remuneration drawn by him from both the companies shall not generally exceed the higher of maximum limit admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013. Provided further that the remuneration/minimum remuneration in excess of above limit may be paid once the approval is accorded by the members of the Company by way of Special Resolution for payment of remuneration, perquisites, benefits, etc. to Shri Y.S.Lodha in the capacity of Managing Director & Chief Executive Officer of the Company and compliance with other relevant terms and conditions as contained in Section I to V of Part II of Schedule V to the Companies Act, 2013 to the extent applicable in such case.

- (d) Shri Y.S.Lodha shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board of Directors in connection with and in the best interest of the business of the Company.
- (e) The terms and conditions of the Agreement for appointment of Shri Y.S.Lodha as Managing Director & Chief Executive Officer of the Company may be altered, varied, modified or amended and/or remuneration payable to him (including salary, Performance Linked Bonus and/or Special Allowance, if any, allowances, perquisites and benefits) as set out herein may be increased/enhanced from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee as it may, at its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director & Chief Executive Officer, subject to such further approvals, if so required.
- (f) The Company shall indemnify Shri Y.S.Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including but not limited to legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- (g) The Agreement may be terminated by either Party (the Company or Shri Y.S.Lodha) by giving to other Party six calendar months prior notice in writing of such termination or the Company paying six months remuneration (including Allowances and Perquisites/benefits) in lieu of the notice to Shri Y.S.Lodha.
- (h) The said draft Agreement also contain further terms and conditions as to power and authority of Shri Y.S.Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y.S.Lodha, etc.

The following statement of information for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013.

A. General Information:

1. Nature of Industry:

Manufacturing and marketing of Power Cables and Capacitors and associated turnkey project activities.

2. Date of commencement of Commercial Production:

The Company commenced its commercial production on 16th February, 1964.

3. Financial Performance:

(₹ in lakhs)

Particulars	2017-18	2016-17	2015-16
Gross Revenue	122018.21	90878.69	84105.84
Earning before Finance Costs, Depreciation and Tax	11797.27	8609.20	8618.47
Finance Costs	5343.26	4397.12	5117.48
Profit before Depreciation and Tax	6454.01	4212.08	3500.99
Depreciation and Amortization	2090.23	1889.16	1765.19
Profit before Tax	4363.78	2322.92	1735.80
Tax Expenses/(Credit)	169.32	(587.73)	(219.15)
Net Profit	4194.46	2910.65	1954.95
Paid-up Equity Share Capital	3469.83	3469.83	3469.83
Earnings Per Equity Share (₹)	12.09	8.39	6.90

4. **Foreign Investments or Collaborations, if any:**

The Company has entered into a Manufacturing Technical Collaboration Agreement (MTCA) with NKT GmbH & Co. KG, Germany on 9th August, 2018 for manufacturing 400 kV Extra High Voltage XLPE Underground Cables at Company's manufacturing facility situated at Satna (Madhya Pradesh), India, in accordance with scope of business operation and other terms and conditions as contained in the MTCA.

The Company has not made or received any foreign investments.

B. Information about the Appointee:

1. **Background details:**

Shri Y.S.Lodha is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than 32 (thirty-two) years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers base. He has a proven track record built over a period of more than three decades of delivering and exceeding objectives by building strong organisations and developing and executing effective go market strategies besides experience in starting and bringing to fruition start-up companies and diversifying into emerging businesses. His strength also includes strong relationship management, international alliances/tie-ups and business development.

2. **Past Remuneration:**

Basic Salary ₹4,05,000/- (Rupees Four Lakhs Five Thousand only) lakhs per month besides House Rent Allowance, perquisites and other benefits as approved by the Members by way of a Special Resolution passed in the Seventy Third Annual General Meeting of the Company held on 3rd July, 2018.

3. **Recognition or awards:**

None to mention.

4. **Job profile and his suitability:**

Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof or amendment(s) thereto), Shri Y.S.Lodha shall be entrusted with substantial powers of management of affairs of the Company read with Explanation to Section 2(54) of the Companies Act, 2013, as amended from time to time. Shri Y.S.Lodha shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him in connection with and in the best interest of the business of the Company.

The profits and overall financial performance of the Company have been improving consistently during the tenure of Shri Y.S.Lodha as the Manager & Chief Executive Officer of the Company. The growth in the Company's operations can, to a large extent, be attributable to the dynamism and relentless efforts of Shri Y.S.Lodha under the guidance of the Board of Directors. Having regard to the qualifications of Shri Y.S.Lodha, competence, experience and level of responsibility held during his career spanning more than 32 years in various cable companies all belonging to M.P. Birla Group, he is best suited for the position of the Managing Director & Chief Executive Officer of the Company.

5. **Remuneration Proposed:**

Please refer to the details given hereinabove and forming part of the Explanatory Statement to the proposed Resolution.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size and nature of business of the Company, qualification, competence and

rich & wide experience of Shri Y.S.Lodha as also his longstanding association with M.P. Birla Group for more than three decades and compared to the remuneration packages of similarly placed personnel in comparable other companies and further taking into consideration the financial position of the Company, market trends and industry standards to such similar position, the Nomination and Remuneration Committee accorded its approval for the remuneration as proposed hereinabove.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except the payment of remuneration as proposed and detailed hereinabove as Managing Director & Chief Executive Officer of the Company, Shri Y.S.Lodha has no other pecuniary relationship with the Company or relationship with any managerial personnel. Shri Y.S.Lodha does not hold any shares of the Company.

C. Other Information:

1. Reasons for Loss or inadequate Profits:

The Company has achieved the Gross Revenue of ₹ 122018.21 lakhs for the year ended 31st March, 2018 as compared to ₹ 90878.69 lakhs for the previous year ended 31st March, 2017. The Net Profit increased to ₹ 4194.46 lakhs for the year ended 31st March, 2018 as compared to ₹ 2910.65 lakhs for the previous year ended 31st March, 2017. However, the profits of the Company may not be adequate for the purpose of managerial remuneration due to losses incurred in certain prior years.

2. Steps taken or proposed to be taken for improvement:

To overcome the present hyper competitive and volatile business situation, the Company has taken certain steps such as re-structuring its business strategy by broadening its market base; better product mix; venturing into turnkey projects both for cables and capacitor banks; optimizing raw material consumption and production cost; rationalization of manpower; and borrowing at cheaper rates, etc. The Company is undertaking vigorous Working Capital management exercise to reduce the overall borrowings cost. The Company has a large capacity for manufacturing EHV cables and has also augmented its capacity for HV & MV cables, hence it is geared to meet the challenges of the growing demand.

3. Expected increase in productivity and profits in measurable terms:

The Company has been constantly revamping its production facilities by adding sophisticated state-of-the-art Plant and Equipments from renowned global/domestic suppliers to retain its technical leadership and enabling the Company to gear up to meet the new challenges in the highly competitive cable industry with proper balancing of products and technology. Alongside, the Company continues to accord its focused attention on cost reduction, reduction of scrap, revenue/margin improvements in order to stay relevant in the industry. The Company largely caters to the power infrastructural segment which is clearly poised for robust growth. The Company is geared to capitalise this opportunity with its upgraded manufacturing facilities, enhanced capacity and updated technology. This will go a long way in improving the sales and operational performance in the future years to come. However, in the present volatile scenario it is difficult to predict the profit in measurable terms.

D. Disclosures:

The details of remuneration of all Directors/Key Managerial Personnel and other information/details, as applicable, shall be disclosed under the Report of Corporate Governance in the Annual Report.

The draft of the Agreement setting out the terms and conditions of appointment of Shri Y.S.Lodha as Managing Director & Chief Executive Officer, is available on the Company's website www.unistar.co.in and also available for inspection by any member at the Registered Office and Corporate Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day excluding Saturday(s) and Sunday(s) upto and including the last date of voting/ receipt of Postal Ballot Forms.

Shri Y.S.Lodha has rich & varied experience in the industry. It would be in the interest of the Company to re-appoint Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company. Accordingly, approval of the members is sought for passing the Special Resolution for appointment of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer as set out at Item Nos. 4 and 5 of the accompanying Notice.

The information/details of Shri Y.S.Lodha pursuant to Secretarial Standard on General Meetings (SS-2) are provided herein as also in the Annexure-'A' to the Notice.

Save and except Shri Y.S.Lodha, none of the Directors/other 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 Nos. 4 and 5 of the accompanying Notice. The relatives of Shri Y.S.Lodha may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Shri Y.S.Lodha is not related to any Director of the Company.

The Board recommends the Resolutions set forth in Item Nos. 4 and 5 of the accompanying Postal Ballot Notice for approval(s) of the Members of the Company.

Registered Office:

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

11th February, 2019

By order of the Board

(Sudeep Jain)
Company Secretary

**Brief Details of Directors being re-appointed /appointed through Postal Ballot Notice dated 11th February, 2019
[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
Secretarial Standard- 2 on 'General Meetings' issued by the Institute of Company Secretaries of India]**

	(1)	(2)	(3)	(4)
Name of Director	Shri S.S. Kothari	Shri S.C. Jain	Shri Dinesh Chanda	Shri Y.S.Lodha
DIN	00005428	00194087	00939978	00052861
Date of Birth & Age	25 th March, 1931 87 years	1 st August, 1940 78 years	26 th October, 1936 82 years	3 rd April, 1964 55 years
Nationality	Indian	Indian	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	26 th October, 2005	27 th October, 2004	23 rd May, 2007	11 th February, 2019
Qualifications & Experience (including nature of expertise in specific functional areas)/brief resume	<p>He is a graduate Engineer in Mechanical & Electrical streams from Banaras Hindu University. While working as Chief Executive in large Cement Plants at his young age, he also looked after the Commercial, Legal and Labour matters. At the age of 45, he chartered his own course by starting a consultancy organization in New Delhi, specially in Cement and Mineral Processing fields. He is very well known in his field of operation and at present he is leading Cemtech Consultants Pvt. Ltd. which provides basic and detailed Design and Engineering to the cement industry and has successfully completed large Cement Project(s).</p>	<p>He did his graduation from Lucknow Christian College in 1958 and he is also a Law Graduate of Calcutta University. He obtained the Master's degree in Social Work with Specialisation in Labour Relations and Personnel Management from J.K. Institute, University of Lucknow. He is life member of National Institute of Personnel Management and was Examiner and Paper Setter for the DPM Course of the Institute. He was also Chairman of the Labour Sub-Committee of the Chamber of Commerce and a nominee of the Chamber on the Minimum Wages Advisory Board constituted by the Government of West Bengal. He has over 40 years experience in Management of Industrial Relations. He has also written a book on "Calcutta High Court 50 years Digest of Important Labour Cases" which is a unique digest of such cases and a very useful guideline to employers, employees, trade unions and to practicing managers.</p>	<p>After doing B.Sc from BHU in 1955, he did B.E (Electrical) from University of Roorkee in 1958. He is a Life Member of Institution of Engineers (I) and also of Indian Institute of Welding. He is a Chartered Engineer (I) since July 1995. In his professional career spanning over 46 years upto February, 2006, he contributed in Government/PSU and Private Sector Industries. He started his career with Tata Power Co. Ltd., Bombay and moved to U.P. State Electricity Board in a Hydel power project. Later on he held various positions in Bharat Heavy Electricals Ltd. and participated in technology transfer and absorption from Siemens, Germany for manufacture of 200 MW/500 MW thermal sets. He has been exposed to Production Planning and Control of Electrical Machines for 1½ years at USSR and Germany. He moved to Heavy Engineering Corporation Ltd., Ranchi and was Director on the Board for 6½ years. During his tenure, technology transfer in latest steel making techniques with SMS, Germany and heavy coal mining machinery from USA & U.K. and other equipment were absorbed. After this, he had 11 years long stint in cement production Optimising energy consumption, introducing systems & debottle-necking for enhanced capacity was his key contribution. Throughout his career he has been an enabling, empowering and charismatic personality.</p>	<p>Shri Y.S.Lodha is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than 32 (thirty-two) years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers base.</p>

Number of Shares held in the Company	150	1000	225	Nil
List of Directorships held in other companies	Director - Optima Consultants Private Limited Cemtech Consultants Private Limited	Director - Utkal Asbestos Limited	Nil	Chairman - Birla Visabeira Private Limited Managing Director - Vindhya Telelinks Limited Director - Birla Furukawa Fibre Optics Private Limited
Chairman/ Member of the Committees of the Boards of the Companies in which he is Director	Member – Universal Cables Limited: (i) Audit Committee (ii) Stakeholders Relationship Committee (iii) Nomination and Remuneration Committee	Member – Universal Cables Limited: (i) Audit Committee (ii) Stakeholders Relationship Committee (iii) Nomination and Remuneration Committee (iv) Corporate Social Responsibility Committee	Chairman – Universal Cables Limited: (i) Audit Committee (ii) Stakeholders Relationship Committee (iii) Nomination and Remuneration Committee Member – Universal Cables Limited: Corporate Social Responsibility Committee	Member – Birla Furukawa Fibre Optics Private Limited: Corporate Social Responsibility Committee
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None	None
Number of Meetings of the Board of Directors attended during the year (up to 11th February, 2019)	3 out of 4	4 out of 4	4 out of 4	4 out of 4 (In the capacity of Manager & Chief Executive Officer)
Terms and conditions of appointment/ Re-appointment	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.	Appointment as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a period of three (3) years with effect from 11 th February, 2019 to 10 th February, 2022.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.			Kindly refer Explanatory Statement to the Notice

Registered Office:

P.O. Birla Vikas
Satna – 485 005 (M.P.)
11th February, 2019

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

(**Sudeep Jain**)
Company Secretary

**UNIVERSAL CABLES LIMITED****CIN: L31300MP1945PLC001114****Registered Office:** P.O. Birla Vikas, Satna (M.P.) – 485 005**Phone:** (07672) 257121 to 257127 • **Fax:** (07672) 257131**E-mail:** headoffice@unistar.co.in • **Website:** www.unistar.co.in**POSTAL BALLOT FORM**

Sl. No.: «SRNO

(1) Name(s) & Registered address :
of the Sole/First named
shareholder

(2) Name(s) of the Joint :
Shareholders, if any

(3) Registered Folio No./DP Id* & :
Client Id* No. (*applicable to
shareholder(s) holding shares
in electronic form)

(4) No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 11th February, 2019 by sending my/our assent/dissent to the said Resolution(s) by placing a tick (V) mark in the appropriate column below:

Sr. No.	Description	No. of Votes exercised corresponding to the total number of voting rights	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Special Resolution for re-appointment of Shri S.S.Kothari as an Independent Director for the second term of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.			
2.	Special Resolution for re-appointment of Shri S.C.Jain as an Independent Director for the second term of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.			
3.	Special Resolution for re-appointment of Shri Dinesh Chanda as an Independent Director for the second term of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.			
4.	Ordinary Resolution for the appointment of Shri Y.S.Lodha as a Director of the Company.			
5.	Special Resolution for the appointment of Shri Y.S.Lodha as Managing Director and Chief Executive Officer of the Company for a period of three (3) years with effect from 11 th February, 2019 to 10 th February, 2022, on remuneration, terms and conditions as mentioned in the resolution.			

Place:

Date :

Signature of the Shareholder**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	*Default PAN/Sequence No.
190214008	

* Only Members who have not updated their PAN with Company/Depository Participant, shall use default PAN (10-digit sequence number) which is printed as above.

- NOTES:**
- Each equity share of the Company carries one vote.
 - Please read carefully the instructions printed overleaf before exercising the vote.
 - Last date for Receipt of Postal Ballot Form by the Scrutinizer: **25th March, 2019 upto 5.00 p.m.**

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Universal Cables Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of the equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. by **25th March, 2019 upto 5.00 p.m.** Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid-up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 15th February, 2019.
10. The result of the Postal Ballot will be declared on 27th March, 2019 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no.7 above.
14. The Company is also offering e-Voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
