

Ref : UCL/SEC/2025-26

12th September, 2025

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 Sir,

Sub: Proceedings of the 80th Annual General Meeting held on 12th September, 2025

In accordance with the Regulation 30 read with Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the 80th Annual General Meeting (AGM) of the Company held on 12th September, 2025 at the registered office of the Company at P.O. Birla Vikas, Satna – 485005 (M.P.).

The AGM started at 4:00 P.M. and concluded at 5:27 P.M.

This is for your information and record.

Thanking you,

Yours faithfully,

For UNIVERSAL CABLES LIMITED

(Sudeep Jain)
Company Secretary



Encl: As above



**PROCEEDINGS OF THE 80TH ANNUAL GENERAL MEETING
OF UNIVERSAL CABLES LIMITED HELD ON 12TH SEPTEMBER, 2025**

The 80th Annual General Meeting (AGM) of the members of the Company was held on Friday, the 12th September, 2025 at 4.00 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

Shri Harsh V. Lodha, Chairman of the Board of Directors took the Chair and presided over the Meeting in accordance with the Article 71 of the Articles of Association of the Company.

Shri B.R. Nahar Independent Director and Chairman of the Audit Committee and Nomination & Remuneration Committee of the Company and Shri Kishore Kumar Mehrotra, Independent Director and Chairman of the Stakeholders Relationship Committee were present at the Annual General Meeting to answer the shareholders' queries, if any. Dr. Ananya Ghosh Dastidar, Independent Director and Chairperson of Risk Management Committee, Shri Prem Singh Khamesra, Non-Executive Non-Independent Director and Shri Y.S.Lodha, Managing Director & Chief Executive Officer, Shri Amit Kumar Chopra, Chief Financial Officer and Shri Sudeep Jain, Company Secretary of the Company were also present at the Meeting. Further, Shri Siddharth Swarup, Independent Director has expressed his inability to attend the Meeting due to other prior commitments.

Shri Rajesh Kumar Mishra, representative of Messrs R.K. Mishra & Associates, Secretarial Auditors of the Company was also present at the Meeting. As per the request made by the Statutory Auditors, an exemption was granted to Messrs BGJC & Associates LLP by the Board of Directors from attending this Annual General Meeting through its representative.

Total Thirty-Eight (38) members were present at the Meeting in person/through authorised representative. The Company did not receive any instrument appointing Proxies from the members of the Company. Since the Quorum was present, the Chairman called the Meeting to order.

The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules framed thereunder, Secretarial Standard on General Meetings (SS-2) issued under Section 118(10) of the Companies Act, 2013, with respect to calling, convening and conducting the Annual General Meeting.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025; Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025; Independent Auditors' Report on the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025; Directors' Report on Audited Financial Statements of the Company for the financial year ended 31st March, 2025; Secretarial Audit Report; Memorandum and Articles of Association of the Company; and Register of Members of the Company (in electronic mode) were open for inspection and accessible by the members having a right to attend the Meeting during the continuance of the Meeting.

The Chairman informed the members that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided to its members the facility of Remote e-Voting to exercise their right to vote by electronic means on listed items of Ordinary and Special Business to be transacted at the 80th Annual General Meeting. The Remote e-Voting commenced on Tuesday, the 9th September, 2025 at 9:00 A.M. and ended on Thursday, the 11th September, 2025 at 5:00 P.M. Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Practicing Company Secretary was appointed as the Scrutiniser to scrutinise the Remote e-Voting process in a fair and transparent manner.

The facility for voting through Ballot process by use of Ballot/Polling paper was made available in respect of all items of the business transacted at the 80th Annual General Meeting of the Company for all those members and their duly appointed authorised representatives who were present at the Meeting. Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Practicing Company Secretary was appointed and acted as Scrutiniser to scrutinise the voting through Ballot/Poll process at the Meeting in fair and transparent manner.

The Chairman apprised the members about the financial performance of the Company during the financial year 2024-25, recent development on prospective business front, Corporate Social Responsibility (CSR) activities and Environment, Social & Governance (ESG) initiatives taken by the Company.

The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their views/comments on the working of the Company. The queries/comments made by Members in the Meeting were duly and satisfactorily replied/addressed by the Management.

The Chairman then proceeded with the business of the Meeting as set out in the Notice of the AGM dated 22nd May, 2025.

Shri Harsh V. Lodha, Chairman moved the following Resolution(s) No. 1, 2 and 3 for consideration and approval of the Members:

ORDINARY BUSINESS:

Resolution No. 1: Ordinary Resolution

Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

“RESOLVED that the audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Independent Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted.”

Resolution No. 2: Ordinary Resolution

Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.

“RESOLVED that the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of Independent Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted.”

Resolution No. 3: Ordinary Resolution

Declaration of Dividend on equity shares for the financial year ended March 31, 2025.

“RESOLVED that a dividend at the rate of ₹ 4.00 (Rupees Four) only per equity share of face value of ₹ 10/- (Rupees Ten) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company to those shareholders who are entitled to receive payment of the declared dividend and whose names appear on the Company’s Register of Beneficial Owners (as per details furnished by the Depositories in respect of equity shares held in electronic form) and Register of Members as of the close of business hours on September 5, 2025 or to their Orders or to their Bankers.”

Being interested in the next resolution concerning the re-appointment of Shri Harsh V. Lodha, without prejudice to his voting rights on this resolution, he entrusted the conduct of the proceedings in respect of this item of Ordinary Business to Shri Y.S. Lodha, Managing Director & Chief Executive Officer with the consent of Shri B.R. Nahar, Shri Kishore Kumar Mehrotra, Dr. Ananya Ghosh Dastidar, Non-Executive Independent Directors and Shri Prem Singh Khamesra, Non-Executive Non-Independent Director who are also present at the Meeting.

Shri Y.S.Lodha accordingly took the Chair and then moved the following resolution.

Resolution No. 4: Ordinary Resolution

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), as a Director, who retires by rotation.

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Harsh V. Lodha (DIN: 00394094), Non-Executive Non-Independent Director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

Shri Y.S.Lodha then requested Shri Harsh V. Lodha, Chairman to resume the Chair for rest of the proceedings of the Meeting. Accordingly, Shri Harsh V. Lodha took the Chair and then moved the following resolutions:

SPECIAL BUSINESS:

Resolution No. 5: Ordinary Resolution.

Appointment of Messrs R.K. Mishra & Associates, Company Secretaries as the Secretarial Auditors of the Company for a term of Five (5) consecutive years.

“RESOLVED that pursuant to the provisions of Section 204(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in accordance with the recommendation of the Board of Directors of the Company, Messrs R.K. Mishra & Associates, Company Secretaries in practice (Unique Identification No. P1991MP039900 and Peer Review Certificate No. 4333/2023) be and are hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive years to conduct the Secretarial Audit from the Financial Year(s) 2025-26 to 2029-30 on such remuneration and reimbursement of applicable Goods and Services Tax plus actual out-of-pocket/travelling expenses incurred in connection with the Secretarial Audit of the Company as may be determined by the Board of Directors of the Company for each financial year based on recommendation of the Audit Committee.

FURTHER RESOLVED that approval of members be and is hereby accorded to the Board of Directors to avail or obtain from the Secretarial Auditor, such other services or certifications, reports or opinion which the Secretarial Auditor may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit Committee/Board of Directors 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.”

Resolution No. 6: Ordinary Resolution.

Ratification of Remuneration to be paid to the Cost Auditors of the Company for the financial year ending on March 31, 2026.

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force), the remuneration of Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369), appointed as the Cost Auditors by the Board of Directors to conduct the audit of the cost accounting records maintained by the Company for the financial year 2025-26 at Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand 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, be and is hereby ratified.

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.”

Thereafter, the Chairman ordered for a Poll to be taken at the Meeting on all the above Resolutions forming part of Ordinary and Special Business as set out in Item Nos. 1 to 6 of the Notice of 80th AGM for the members and their duly appointed authorised representatives who were present at the Meeting. Before commencement of polling, the Chairman requested the Scrutiniser to show the empty Ballot Box to the Members and then lock it appropriately. The Chairman then requested the members and their duly appointed authorised representatives present in the Meeting to cast their vote(s) and put the Ballot/Polling Papers in the Ballot Box.

After completion of Poll process, the Chairman informed the members that the results of the voting on each resolution shall be determined by adding the votes cast through Poll during the AGM in favour or against a resolution with the vote cast through Remote e-Voting in favour or against the same resolution. Based on consolidated Scrutiniser's Report, Shri Y.S.Lodha, Managing Director & Chief Executive Officer, failing him Shri Sudeep Jain, Company Secretary have been duly authorised by the Chairman to declare the combined results of Remote e-Voting and voting through Ballot process (Poll) conducted at the Meeting within two working days, at the Registered Office of the Company at P.O. Birla Vikas, Satna – 485 005 (M.P.).

The results of voting shall be displayed on the Notice Board of the Company at its Registered Office as well as at Corporate Office and shall also be placed on the website of the Company.

The Meeting concluded at 5:27 P.M. with a vote of thanks to the Chair.

For **Universal Cables Limited**

(Sudeep Jain)
Company Secretary