

UNIVERSAL CABLES LIMITED

P.O. Birla Vikas, Satna - 485 005 (M.P.), India.
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 PAN No. : AAACU3547P • CIN : L31300MP1945PLC001114

COMBINED RESULT OF REMOTE E-VOTING AND POLL AT THE 71ST ANNUAL GENERAL MEETING OF UNIVERSAL CABLES LIMITED HELD ON FRIDAY, 19TH AUGUST, 2016, AT 4.30 P.M. AT THE REGISTERED OFFICE AT P.O. BIRLA VIKAS, SATNA – 485 005 (M.P.)

The 71st Annual General Meeting (“the AGM”) of the Members of Universal Cables Limited was held on Friday, 19th August, 2016 at 4.30 P.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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to cast their votes through remote e-voting for the resolutions set out in the Notice dated 18th May, 2016 of the AGM. 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 an Ordinary Resolution

Description of Resolution

Adoption of audited Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 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	87	21214820	98.88 %	7	241182	1.12 %	NIL	NIL

[2]

Resolution No. 2: As an Ordinary Resolution

Description of Resolution

Appointment of a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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	87	21214820	98.88 %	7	241182	1.12 %	NIL	NIL

Resolution No. 3: As an Ordinary Resolution

Description of Resolution

Ratification of re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, having Firm Registration Number 109208W, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be decided 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	87	21214820	98.88 %	7	241182	1.12 %	NIL	NIL

Resolution No. 4: As a Special Resolution

Description of Resolution

Place of keeping Register of Members, Index of Members, etc. pursuant to Section 94 of the Companies Act, 2013.

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	87	21214820	98.88 %	7	241182	1.12 %	NIL	NIL



[Handwritten signature]

[3]

Resolution No. 5: As an Ordinary Resolution**Description of Resolution**

Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2017.

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	87	21214820	98.88 %	7	241182	1.12 %	NIL	NIL

No votes have been polled on 27,05,553 equity shares allotted in the Rights Issue of the Company on 20th October, 2015 under Category 'C' of the Basis of Allotment i.e. additional shares, in respect of which despatch of share certificate(s) in physical form to certain allottees and credit in the respective demat account(s) of beneficial owners have not been completed in view of the status -quo order passed by Hon'ble High Court of Delhi on 18th November, 2015.

All the above Resolutions are passed with requisite majority. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Consolidated Scrutinizer Report is enclosed.



Dinesh Chanda
20.8.16

(Dinesh Chanda)
Director
(DIN: 00939978)

Place : Satna

Date : 20th August, 2016

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 : rachitfinance@gmail.com, cskishorgupta@gmail.com

Ph. (07672) 229347, Mob.: 9425172829, 9827784739

Consolidated Scrutinizer Report

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

Date

To,

The Chairman of 71st Annual General Meeting of the Members of
Universal Cables Limited held on Friday, 19th August, 2016
at 4.30 P.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 by the Companies (Management and Administration) Rules, 2015 for the resolutions set out in the Notice dated 18th May, 2016 of the 71st Annual General Meeting ("the AGM") of the members of the Company, held on 19th August, 2016 at 4.30 p.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, have been appointed as Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the voting through ballot process in fair and transparent manner at the 71st Annual General Meeting of the member of the Company 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 by the Companies (Management and Administration) Rules, 2015 for the resolutions set out in the Notice dated 18th May, 2016 of the 71st Annual General Meeting of the members of the Company, held on 19th day of August, 2016 at 4.30 p.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 (remote e-voting) and voting by ballot or poll paper at the AGM for the resolutions set out in the Notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (remote e-voting) and poll at the AGM is restricted to make a Consolidated Scrutinizer Report of the votes cast "in favour" or "against" the resolutions set out in the Notice of the AGM.



4. Separate Scrutinizer Report dated 20th August, 2016 on the remote e-voting and Scrutinizers Report dated 20th August, 2016 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 71st AGM, the Consolidated Report on the result of voting on each resolution are given hereunder:

Resolution No. 1: As an Ordinary Resolution

Description of Resolution

Adoption of audited Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 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	
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Resolution No. 2: As an Ordinary Resolution

Description of Resolution

Appointment of a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution No.	Votes in favour			Votes against			Invalid votes	
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Ratification of re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, having Firm Registration Number 109208W, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be decided by the Board of Directors of the Company.

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Resolution No. 4: As a Special Resolution**Description of Resolution**

Place of keeping Register of Members, Index of Members, etc. pursuant to Section 94 of the Companies Act, 2013.

Resolution No.	Votes in favour			Votes against			Invalid votes	
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Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2017.

Resolution No.	Votes in favour			Votes against			Invalid votes	
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6. No votes have been polled on 27,05,553 equity shares allotted in the Rights Issue of the Company on 20th October, 2015 under Category 'C' of the Basis of Allotment i.e. additional shares, in respect of which despatch of share certificate(s) in physical form to certain allottees and credit in the respective demat account(s) of beneficial owners have not been completed in view of the status -quo order passed by Hon'ble High Court of Delhi on 18th November, 2015.
7. The Register and all other papers relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 71st Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping. The ballot/poll paper and other relevant records were sealed and handover to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

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


Rajesh Kumar Mishra
(Partner)
CP No. 4433
FCS No. 5383



Place: Satna (M.P.)

Date: 20th August, 2016

Countersigned by:
For Universal Cables Limited




Dinesh Chanda
Director
(DIN: 00939978)
20.8.16