

COMBINED RESULTS OF REMOTE E-VOTING AND POLL AT THE 72ND ANNUAL GENERAL MEETING OF UNIVERSAL CABLES LIMITED HELD ON MONDAY, 24TH JULY, 2017 AT 4.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT P.O. BIRLA VIKAS, SATNA – 485 005 (M.P.)

The 72nd Annual General Meeting (“the AGM”) of the Members of Universal Cables Limited was held on Monday, 24th July, 2017 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 15th May, 2017 of the AGM. Further in order to facilitate voting to those members / designated proxies 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 the audited Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
- Adoption of the audited consolidated Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the 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	101	23428455	99.31 %	4	163254	0.69%	NIL	NIL



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Resolution No. 2: As an Ordinary Resolution

Description of Resolution

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

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
2	101	23428455	99.31 %	4	163254	0.69%	NIL	NIL

Resolution No. 3: As an Ordinary Resolution

Description of Resolution

Re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 72nd Annual General Meeting until the conclusion of the 77th Annual General Meeting, subject to ratification by members at every Annual General Meeting held after this Annual General Meeting, at such remuneration plus applicable taxes thereon and out of pocket expenses, etc. as shall be decided by the Board of Directors from time to time.

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	101	23428455	99.31 %	4	163254	0.69%	NIL	NIL

Resolution No. 4: As a Ordinary Resolution

Description of Resolution

Approval for entering into agreement(s)/ contract(s)/ arrangement(s)/ transaction(s) with Vindhya Telelinks Limited, a Related Party as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
4	86	7498638	97.87 %	4	163254	2.13 %	NIL	NIL

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

Ratification of remuneration to be paid to Messrs D. Sabyasachi & Co., Cost Accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2018.

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	101	23428455	99.31 %	4	163254	0.69%	NIL	NIL

No votes has 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 certain 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.

No votes has been polled on 75066 equity shares lying in unclaimed suspense account in respect of which voting rights shall remain frozen.

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's Report is enclosed.



Dinesh Chanda
Dinesh Chanda 25.7.17
 Director
 (DIN: 00939978)

Place : Satna

Date : 25th July, 2017

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's Report

Date

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

To,

The Chairman of 72nd Annual General Meeting of the Members of **Universal Cables Limited** held on Monday, 24th July, 2017 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, Partner of M/s. R.K. Mishra & Associates, Company Secretaries in whole time 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 a fair and transparent manner as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for the resolutions set out in the Notice dated 15th May, 2017 of the 72nd Annual General Meeting (AGM) the members of Universal Cables Limited held on 24th July, 2017 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 Prashant Nayak, Partner of M/s. Pradeep Nayak & Co., Chartered Accountants, in whole time practice, appointed as Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the voting through ballot/poll process in a fair and transparent manner at the 72nd Annual General Meeting of the members of 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 15th May, 2017 of the 72nd Annual General Meeting of the members of Universal Cables Limited, held on 24th July, 2017 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 (i.e. by remote e-voting) and voting by ballot/poll paper at the AGM for the resolutions contained in the Notice of the 72nd AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and Poll at the AGM is restricted to scrutinize the voting process in a fair and transparent manner and make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set out in the Notice of AGM.
4. Separate Scrutinizer Report dated 25th July, 2017 on the remote e- voting and Scrutinizers Report dated 25th July, 2017 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 72nd AGM, the Consolidated Report on the results of voting on each resolution are given hereunder:

Resolution No. 1: As Ordinary Resolution

Description of Resolution

- (a) Adoption of the audited Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
- (b) Adoption of the audited consolidated Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the Auditors thereon.

Resolution No.	Votes in favour			Votes against			Invalid votes	
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Resolution No. 2: As Ordinary Resolution

Description of Resolution

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

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

Re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 72nd Annual General Meeting until the conclusion of the 77th Annual General Meeting, subject to ratification by members at every Annual General Meeting held after this Annual General Meeting, at such remuneration plus applicable taxes thereon and out of pocket expenses, etc. as shall be decided by the Board of Directors from time to time.

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

Approval for entering into agreement(s)/ contract(s)/ arrangement(s)/ transaction(s) with Vindhya Telelinks Limited, a Related Party as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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4	86	7498638	97.87 %	4	163254	2.13 %	NIL	NIL

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

Ratification of remuneration to be paid to Messrs D. Sabyasachi & Co., Cost Accountants, the Cost Auditors, of the Company for the financial year ending 31st March, 2018.

Resolution No.	Votes in favour			Votes against			Invalid votes	
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5	101	23428455	99.31 %	4	163254	0.69%	NIL	NIL



6. No votes has 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 certain 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 have not been considered for voting.
7. No votes has been polled on 75066 equity shares lying in unclaimed suspense account in respect of which voting rights shall remain frozen.
8. 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 72nd 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: 25th July, 2017

Countersigned by:
For Universal Cables Limited



Dinesh Chanda
25.7.17
Dinesh Chanda
Director
(DIN : 00939978)