

COMBINED RESULTS OF REMOTE E-VOTING AND POLL AT THE 73RD ANNUAL GENERAL MEETING OF UNIVERSAL CABLES LIMITED HELD ON TUESDAY, 31ST JULY, 2018 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT P.O. BIRLA VIKAS, SATNA – 485 005 (M.P.)

The 73rd Annual General Meeting (“the AGM”) of the Members of Universal Cables Limited was held on Tuesday, 31st July, 2018 at 10.30 A.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 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 23rd May, 2018 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 Ordinary Resolution

Description of Resolution

- Adoption of the audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
- Adoption of the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report 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	111	22805751	99.45%	7	126888	0.55%	NIL	NIL



Resolution No. 2: As Ordinary Resolution**Description of Resolution**

Declaration of Dividend at the rate of ₹ 1.50 (One Rupee Fifty Paise only) per equity share of face value of ₹ 10/- (Rupees Ten only) each fully paid-up for the financial year ended 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
2	118	22932639	100%	NIL	NIL	NIL	NIL	NIL

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

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at the 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
3	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

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

Appointment of Shri Dilip Ganesh Karnik (DIN: 06419513) as Director liable to retire by rotation.

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	118	22932639	100%	NIL	NIL	NIL	NIL	NIL



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

Re-appointment of Shri Y.S.Lodha as the Manager & Chief Executive Officer of the Company for a further period of three years effective from 15th May, 2018 to 14th May, 2021.

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	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 6: As Special Resolution**Description of Resolution**

Approval for giving guarantee and/or providing security in connection with loan(s)/credit facilities/borrowings of Birla Furukawa Fibre Optics Private Limited, a joint venture 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
6	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 7: As Ordinary Resolution**Description of Resolution**

Approval for related party agreement(s)/contract(s)/arrangement(s)/transaction(s) with Birla Furukawa Fibre Optics Private Limited, a joint venture 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
7	91	5736764	97.84%	7	126888	2.16%	17	9808897



Resolution No. 8: As Ordinary Resolution**Description of Resolution**

Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost Accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2019.

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
8	116	22806251	100%	NIL	NIL	NIL	NIL	NIL

No voting has been done 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.

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



Dinesh Chanda

Dinesh Chanda 1.8.2018,

Chairman of the 73rd Annual General Meeting
(DIN : 00939978)

Place: Satna (M.P.)

Date: 1st August, 2018

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

Date

Consolidated Scrutinizer's Report

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

To,

The Chairman of 73rd Annual General Meeting of the Members of **Universal Cables Limited** held on Tuesday, 31st July, 2018 at 10.30 A.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 provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the resolutions set out in the Notice dated 23rd May, 2018 of the 73rd Annual General Meeting (AGM) of the members of Universal Cables Limited held on 31st July, 2018 at 10.30 a.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 73rd Annual General Meeting of the members of Company as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the resolutions set out in the Notice dated 23rd May, 2018 of the 73rd Annual General Meeting of the members of Universal Cables Limited held on 31st July, 2018 at 10.30 a.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 73rd 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 1st August, 2018 on the remote e-voting and Scrutinizers' Report dated 1st August, 2018 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 Central Depository Services (India) Limited (CDSL) and voting through polling paper at the 73rd 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 financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
- (b) Adoption of the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report 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	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 2: As Ordinary Resolution

Description of Resolution

Declaration of Dividend at the rate of ` 1.50 (One Rupee Fifty Paise only) per equity share of face value of ` 10/- (Rupees Ten only) each fully paid-up for the financial year ended 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
2	118	22932639	100%	NIL	NIL	NIL	NIL	NIL



Resolution No. 3: As Ordinary Resolution

Description of Resolution

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at the 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
3	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 4: As Ordinary Resolution

Description of Resolution

Appointment of Shri Dilip Ganesh Karnik (DIN: 06419513) as Director liable to retire by rotation.

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	118	22932639	100%	NIL	NIL	NIL	NIL	NIL

Resolution No. 5: As Special Resolution

Description of Resolution

Re-appointment of Shri Y.S.Lodha as the Manager & Chief Executive Officer of the Company for a further period of three years effective from 15th May, 2018 to 14th May, 2021.

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	111	22805751	99.45%	7	126888	0.55%	NIL	NIL



Resolution No. 6: As Special Resolution

Description of Resolution

Approval for giving guarantee and/or providing security in connection with loan(s)/credit facilities/borrowings of Birla Furukawa Fibre Optics Private Limited, a joint venture 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
6	111	22805751	99.45%	7	126888	0.55%	NIL	NIL

Resolution No. 7: As Ordinary Resolution

Description of Resolution

Approval for related party agreement(s)/contract(s)/arrangement(s)/ transaction(s) with Birla Furukawa Fibre Optics Private Limited, a joint venture 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
7	91	5736764	97.84%	7	126888	2.16%	17	9808897

Resolution No. 8: As Ordinary Resolution

Description of Resolution

Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost Accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2019.

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
8	116	22806251	100%	NIL	NIL	NIL	NIL	NIL

6. No voting has been done 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.

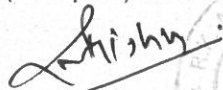


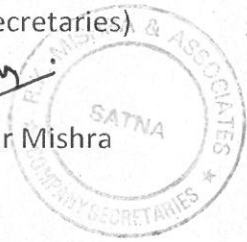
7. The Register and all other papers relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 73rd Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping. The ballot / poll paper 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)

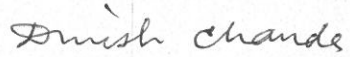

Rajesh Kumar Mishra
(Partner)
CP No. 4433
FCS No. 5383



Place: Satna (M.P.)

Date: 1st August, 2018

Countersigned by:
For Universal Cables Limited



Dinesh Chanda 1.8.2018

Chairman of the 73rd Annual General Meeting
(DIN : 00939978)