

COMBINED RESULTS OF REMOTE E-VOTING AND POLL AT THE SEVENTY FOURTH ANNUAL GENERAL MEETING OF UNIVERSAL CABLES LIMITED HELD ON MONDAY, THE 5TH AUGUST, 2019, AT 4.30 P.M., AT THE REGISTERED OFFICE OF THE COMPANY AT P.O. BIRLA VIKAS, SATNA - 485005 (M.P.)

The combined results of Remote e-Voting and Poll for each resolution has been computed by adding the votes of the Remote e-Voting in **Favour** or **Against** a resolution with the Poll in **Favour** or **Against** the same resolution. The combined results of Remote e-Voting and Poll are as under:

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
							Please refer Note No.1	
1	150	17774932	98.80%	8	216312	1.20%	1	63004
2	152	17901320	100.00%	NIL	NIL	0.00%	1	63004
3	148	17772732	98.79%	10	218512	1.21%	1	63004
4	148	17772732	98.79%	10	218512	1.21%	1	63004
5	149	17772932	98.79%	9	218312	1.21%	1	63004
6	148	17772732	98.79%	10	218512	1.21%	1	63004
7	148	17772732	98.79%	10	218512	1.21%	1	63004

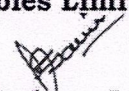
In view of the above results, Ordinary/Special Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3, 4, 5, 6 and 7 of the Notice dated 16th May, 2019 for 74th Annual General Meeting of the Company stand duly passed with requisite majority.

Note No.1:

- (1) Votes found to be invalid since proxy not submitted.
- (2) Votes also not exercised in terms of order dated 02.08.2019 passed by the Hon'ble Calcutta High Court in G.A. No. 1735 of 2019 in T. S. No. 6 of 2004.

Place : Satna (M.P.)
Date : 06.08.2019

For Universal Cables Limited


(Sudeep Jain)
Company Secretary



Agenda – wise disclosure

Resolution No. 1

Description of Resolution

- (a) Adoption of audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
- (b) Adoption of audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held (Refer Note below) (1)	No. of votes polled (Refer Note below) (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21472949	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public – Institutions	E-voting	893101	251996	28.2158	251996	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		251996	28.2158	251996	0	100.0000	0.0000
Public – Non Institutions	E-voting	12329331	5590348	45.3419	5374036	216312	96.1306	3.8694
	Poll		33688	0.2732	33688	0	100.0000	0.0000
	Total		5624036	45.6151	5407724	216312	96.1538	3.8462
Total		34695381	17991244	51.8549	17774932	216312	98.7977	1.2023

Public – Non Institutions -Invalid votes – 63004 (Please refer Note 1)



Description of Resolution

Declaration of Dividend at the rate of ₹ 2.00 (Two Rupee only) per equity share of face value of ₹ 10/- (Rupees Ten only) each fully paid-up for the financial year ended 31st March, 2019.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held (Refer Note below) (1)	No. of votes polled (Refer Note below) (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21472949	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public - Institutions	E-voting	893101	251996	28.2158	251996	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		251996	28.2158	251996	0	100.0000	0.0000
Public - Non Institutions	E-voting	12329331	5500424	44.6125	5500424	0	100.0000	0.0000
	Poll		33688	0.2732	33688	0	100.0000	0.0000
	Total		5534112	44.8857	5534112	0	100.0000	0.0000
Total		34695381	17901320	51.5957	17901320	0	100.0000	0.0000

Public - Non Institutions -Invalid votes - 63004 (Please refer Note 1)

Description of Resolution

Re-appointment of Shri Bachh Raj Nahar (DIN: 00049895) as Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held (Refer Note below) (1)	No. of votes polled (Refer Note below) (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21472949	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public - Institutions	E-voting	893101	251996	28.2158	251996	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		251996	28.2158	251996	0	100.0000	0.0000
Public - Non Institutions	E-voting	12329331	5590348	45.3419	5371836	218512	96.0913	3.9087
	Poll		33688	0.2732	33688	0	100.0000	0.0000
	Total		5624036	45.6151	5405524	218512	96.1147	3.8853
Total		34695381	17991244	51.8549	17772732	218512	98.7855	1.2145

Public - Non Institutions -Invalid votes - 63004 (Please refer Note 1)



Description of Resolution

Re-appointment of Dr. Kavita A. Sharma (DIN : 07080946) as an Independent Director, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 6th February, 2020 to 5th February, 2025.

Resolution required				Special				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held (Refer Note below) (1)	No. of votes polled (Refer Note below) (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21472949	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public – Institutions	E-voting	893101	251996	28.2158	251996	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		251996	28.2158	251996	0	100.0000	0.0000
Public – Non Institutions	E-voting	12329331	5590348	45.3419	5371836	218512	96.0913	3.9087
	Poll		33688	0.2732	33688	0	100.0000	0.0000
	Total		5624036	45.6151	5405524	218512	96.1147	3.8853
Total		34695381	17991244	51.8549	17772732	218512	98.7855	1.2145

Public – Non Institutions -Invalid votes – 63004 (Please refer Note 1)



Resolution No.5

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 required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held (Refer Note below) (1)	No. of votes polled (Refer Note below) (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21472949	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public – Institutions	E-voting	893101	251996	28.2158	251996	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		251996	28.2158	251996	0	100.0000	0.0000
Public – Non Institutions	E-voting	12329331	5590348	45.3419	5372036	218312	96.0948	3.9052
	Poll		33688	0.2732	33688	0	100.0000	0.0000
	Total		5624036	45.6151	5405724	218312	96.1182	3.8818
Total		34695381	17991244	51.8549	17772932	218312	98.7866	1.2134

Public – Non Institutions -Invalid votes – 63004 (Please refer Note 1)



Description of Resolution

Approval of payment of remuneration/compensation by way of profit related commission or otherwise as permissible to Non-Executive Directors including Independent Directors of the Company.

Resolution required				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held (Refer Note below) (1)	No. of votes polled (Refer Note below) (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21472949	12115212	56.4208	12115212	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		12115212	56.4208	12115212	0	100.0000	0.0000
Public – Institutions	E-voting	893101	251996	28.2158	251996	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		251996	28.2158	251996	0	100.0000	0.0000
Public – Non Institutions	E-voting	12329331	5590348	45.3419	5371836	218512	96.0913	3.9087
	Poll		33688	0.2732	33688	0	100.0000	0.0000
	Total		5624036	45.6151	5405524	218512	96.1147	3.8853
Total		34695381	17991244	51.8549	17772732	218512	98.7855	1.2145

Public – Non Institutions -Invalid votes – 63004 (Please refer Note 1)



Description of Resolution

Approval of payment of annual remuneration/compensation for the financial year 2019-20 to Shri Harsh V. Lodha, Non-Executive Non-Independent Chairman, which may exceed fifty percent of the total remuneration payable to all Non-Executive Directors of the Company.

Resolution required				Special				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of voting	No. of shares held (Refer Note below) (1)	No. of votes polled (Refer Note below) (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21472949	12115212	56.4208	12115212	0	100.0000	0.00
	Poll		0	0	0	0	0.00	0.00
	Total		12115212	56.4208	12115212	0	100.0000	0.00
Public – Institutions	E-voting	893101	251996	28.2158	251996	0	100.0000	0.00
	Poll		0	0	0	0	0.00	0.00
	Total		251996	28.2158	251996	0	100.0000	0.00
Public – Non Institutions	E-voting	12329331	5590348	45.3419	5371836	218512	96.0913	3.9087
	Poll		33688	0.2732	33688	0	100.0000	0.00
	Total		5624036	45.6151	5405524	218512	96.1147	3.8853
Total		34695381	17991244	51.8549	17772732	218512	98.7855	1.2145

Public – Non Institutions -Invalid votes – 63004 (Please refer Note 1)

All the above Resolutions are passed with requisite majority.

Note No.1:

Votes found to be invalid since proxy not submitted. Votes also not exercised in terms of order dated 02.08.2019 passed by the Hon'ble Calcutta High Court in G.A. No. 1735 of 2019 in T. S. No. 6 of 2004.



R. K. Mishra & Associates

Company Secretaries

Off : Shop No. 8, K.B. Complex, Near Bus Stand, Semariya Chowk, Satna (M.P.) 485001

E-mail : rajeshm1973@indiatimes.com, rachitfinance@gmail.com

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

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 as amended]

To,

The Chairman of 74th Annual General Meeting of the Members of Universal Cables Limited held on Monday, 5th August, 2019 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 practis , 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 for the resolutions set out in the Notice dated 16th May, 2019 of the 74th Annual General Meeting (AGM) of the members of the Company, held on 5th day of August, 2019 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, Chartered Accountant in Practise were appointed as Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the voting through ballot process (poll) in fair and transparent manner at the 74th 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) Amendment Rules, 2015 for the resolutions set out in the Notice dated 16th May, 2019 for the 74th AGM of the members of the Company, held on 5th day of August, 2019 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 through ballot process (poll) at the 74th AGM for the resolutions contained in the Notice dated 16th May, 2019 for the 74th 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 74th AGM of the Company is restricted to make a Consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above.



4. Separate Scrutinizer's Report dated 6th August, 2019 on the remote e-Voting and Scrutinizers Report dated 6th August, 2019 on the poll have been issued on the resolutions contained in the notice dated 16th May, 2019 for the 74th AGM of the Company.
5. Based on reports generated from the e-Voting website of CDSL and voting through poll at the 74th AGM of the Company, the consolidated report on the results of voting in respect of Ordinary/Special Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3, 4, 5, 6 and 7 of the Notice dated 16th May, 2019 for 74th AGM of the Company are given hereunder:

Resolution No. 1: As an Ordinary Resolution

Description of Resolution

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	150	17774932	98.80	8	216312	1.20	1	63004

Resolution No. 2: As an Ordinary Resolution

Description of Resolution

DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	152	17901320	100.00%	0	0	0	1	63004



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

RE-APPOINTMENT OF SHRI BACHH RAJ NAHAR (DIN: 00049895) AS A DIRECTOR, WHO RETIRES BY ROTATION.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	148	17772732	98.79%	10	218512	1.21%	1	63004

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

RE-APPOINTMENT OF DR. KAVITA A. SHARMA (DIN: 07080946) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS WITH EFFECT FROM 6TH FEBRUARY, 2020 TO 5TH FEBRUARY, 2025.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	148	17772732	98.79%	10	218512	1.21%	1	63004

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

RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2020.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	149	17772932	98.79%	9	218312	1.21%	1	63004



Resolution No. 6: As an Ordinary Resolution**Description of Resolution**

PAYMENT OF REMUNERATION/COMPENSATION BY WAY OF PROFIT RELATED COMMISSION OR OTHERWISE AS PERMISSIBLE TO THE NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS OF THE COMPANY.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	148	17772732	98.79%	10	218512	1.21%	1	63004

Resolution No. 7: As a Special Resolution**Description of Resolution**

PAYMENT OF ANNUAL REMUNERATION/COMPENSATION FOR THE FINANCIAL YEAR 2019-20 TO SHRI HARSH V. LODHA, NON-EXECUTIVE NON-INDEPENDENT CHAIRMAN, WHICH MAY EXCEED FIFTY PERCENT OF THE TOTAL ANNUAL REMUNERATION/COMPENSATION PAYABLE TO ALL NON-EXECUTIVE DIRECTORS OF THE COMPANY.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	148	17772732	98.79%	10	218512	1.21%	1	63004

Note No.1:

Votes found to be invalid since proxy not submitted.

Votes also not exercised in terms of order dated 02.08.2019 passed by the Hon'ble Calcutta High Court in G.A. No. 1735 of 2019 in T. S. No. 6 of 2004.

- No votes has been polled on 9940 equity shares lying in unclaimed suspense account in respect of which voting rights shall remain frozen till the rightful owner of such shares claim the shares.
- Based on reports generated from the e-voting website of CDSL and voting through poll at the 74th AGM of the Company, I have also submitted a consolidated report on the results of voting in respect of Ordinary/Special Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3, 4, 5, 6 and 7 of the Notice dated 16th May, 2019 for 74th AGM of the Company.



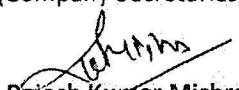
8. The Register and all other papers relating to remote e-Voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 74th Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping. The ballot / poll paper and other relevant records were sealed and handover to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

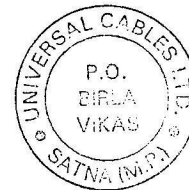
For: - R.K. Mishra & Associates
(Company Secretaries)





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

Place: Satna (M.P.)
Date: 6th August, 2019

Countersigned by:
For Universal Cables Limited




(Sudeep Jain)
Company Secretary