

COMBINED RESULTS OF REMOTE E-VOTING, E-VOTING AND POLL AT THE SEVENTY FIFTH ANNUAL GENERAL MEETING (AGM) OF UNIVERSAL CABLES LIMITED HELD ON TUESDAY, THE 18TH AUGUST, 2020, AT 4.30 P.M., AT THE REGISTERED OFFICE OF THE COMPANY AT P.O. BIRLA VIKAS, SATNA - 485 005 (M.P.) ALONGWITH THE FACILITY OF VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM)

The combined results of Remote e-Voting, e-Voting and Poll at the AGM for each resolution has been computed by adding the votes of the Remote e-Voting, e-Voting during the AGM and Poll **In Favour** or **Against** the resolutions. The combined results of Remote e-Voting, e-Voting and poll at the 75th AGM held on 18th August, 2020 at 4.30 p.m., 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 |
| 1 | 123 | 26919933 | 99.51 | 8 | 131652 | 0.49 | NIL | NIL |
| 2 | 124 | 26961261 | 100.00 | 1 | 400 | 0.00 | NIL | NIL |
| 3 | 120 | 26854019 | 99.27 | 11 | 197566 | 0.73 | NIL | NIL |
| 4 | 122 | 26919923 | 99.84 | 4 | 41928 | 0.16 | NIL | NIL |
| 5 | 104 | 7782607 | 98.30 | 9 | 134552 | 1.70 | 7 | 50,051 |
| 6 | 120 | 26854019 | 99.27 | 11 | 197566 | 0.73 | NIL | NIL |
| 7 | 122 | 26919923 | 99.51 | 8 | 131652 | 0.49 | NIL | NIL |
| 8 | 123 | 26919933 | 99.51 | 8 | 131652 | 0.49 | NIL | NIL |
| 9 | 123 | 26919933 | 99.51 | 8 | 131652 | 0.49 | NIL | NIL |

In view of the above results, the Ordinary/Special Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3, 4, 5, 6, 7, 8 and 9 of the Notice dated 1st June, 2020 for 75th Annual General Meeting of the Company stand duly passed with requisite majority.

Place : Satna (M.P.)
Date : 19.08.2020



For Universal Cables Limited

(Y.S. Lodha)

Managing Director & Chief Executive Officer
DIN: 00052861



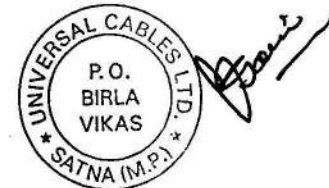
Agenda – wise disclosure

Resolution No.1

Description of Resolution

- (a) Adoption of audited Financial Statements of the Company for the financial year ended 31st March, 2020 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, 2020 and the Report of 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 | 21472949 | 100.0000 | 21475949 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public – Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public – Non Institutions | E-voting | 12313582 | 5325239 | 43.2469 | 5193587 | 131652 | 97.5278 | 2.4722 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 27051585 | 77.9688 | 26919933 | 131652 | 99.5133 | 0.4867 |



Resolution No.2

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, 2020.

| 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 | 21472949 | 100.0000 | 21472949 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Non Institutions | E-voting | 12313582 | 5235315 | 42.5166 | 5234915 | 400 | 99.9924 | 0.0076 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 26961661 | 77.7097 | 26961261 | 400 | 99.9985 | 0.0015 |



Resolution No.3

Description of Resolution

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) 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 | 21472949 | 100.0000 | 21472949 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Non Institutions | E-voting | 12313582 | 5325239 | 43.2469 | 5127673 | 197566 | 96.2900 | 3.7100 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 27051585 | 77.9688 | 26854019 | 197566 | 99.2697 | 0.7303 |



Resolution No.4

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, 2020.

| 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 | 21472949 | 100.0000 | 21472949 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Non Institutions | E-voting | 12313582 | 5235505 | 42.5181 | 5193577 | 41928 | 99.1992 | 0.8008 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 26961851 | 77.7102 | 26919923 | 41928 | 99.8445 | 0.1555 |



Resolution No.5

Description of Resolution

Approval for related party agreements/contracts/arrangements/transactions with Vindhya Telelinks Limited, an associate Company.

| Resolution required | | | | Ordinary | | | | |
|---|----------------|---|--|---|---------------------------------|-------------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution | | | | No. All the related parties belonging to Promoter/Promoter Group abstained from the voting on the Resolution. | | | | |
| 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 | 2388899 | 11.1252 | 2388899 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public – Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public – Non Institutions | E-voting | 12313582 | 5274863 | 42.8378 | 5140311 | 134552 | 97.4492 | 2.5508 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 7917159 | 22.8191 | 77822607 | 134552 | 98.3005 | 1.6995 |

Public – Non Institutions -Invalid votes – 50051



Resolution No.6

Description of Resolution

Approval of payment of remuneration/compensation by way of profit related commission or otherwise as permissible to Shri Harsh V. Lodha (DIN : 00394094), Chairman 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 | 21472949 | 100.0000 | 21472949 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public – Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public – Non Institutions | E-voting | 12313582 | 5325239 | 43.2469 | 5127673 | 197566 | 96.2900 | 3.7100 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 27051585 | 77.9688 | 26854019 | 197566 | 99.2697 | 0.7303 |

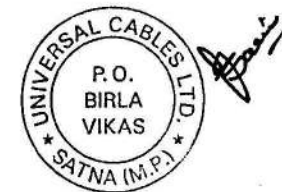


Resolution No.7

Description of Resolution

Alteration of the Objects Clause of the Memorandum of Association 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 | 21472949 | 100.0000 | 21472949 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Non Institutions | E-voting | 12313582 | 5325229 | 43.2468 | 5193577 | 131652 | 97.5278 | 2.4722 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 27051575 | 77.9688 | 26919923 | 131652 | 99.5133 | 0.4867 |



Resolution No. 8

Description of Resolution

Amendment in the Liability Clause of the Memorandum of Association 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 | 21472949 | 100.0000 | 21472949 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Non Institutions | E-voting | 12313582 | 5325239 | 43.2469 | 5193587 | 131652 | 97.5278 | 2.4722 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 100.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | | 34695381 | 27051585 | 77.9688 | 26919933 | 131652 | 99.5133 | 0.4867 |



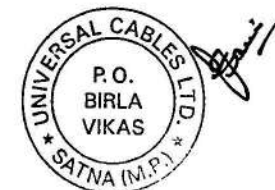
Resolution No. 9

Description of Resolution

Adoption of New set of Articles of Association of the Company in conformity with the provisions of Companies Act, 2013.

| 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 | 21472949 | 100.0000 | 21472949 | 0 | 21472949 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| Public – Institutions | E-voting | 908850 | 251996 | 27.7269 | 251996 | 0 | 21472949 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| Public – Non Institutions | E-voting | 12313582 | 5325239 | 43.2469 | 5193587 | 131652 | 21472949 | 2.4722 |
| | Poll | | 1401 | 0.0114 | 1401 | 0 | 0 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| Total | | 34695381 | 27051585 | 77.9688 | 26919933 | 131652 | 21472949 | 0.4867 |

All the above Resolutions are passed with requisite majority.

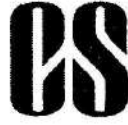


R. K. Mishra & Associates

Company Secretaries

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

CS RAJESH KUMAR MISHRA
E-mail : rkmaoffice@gmail.com
Mob.: 91-9425172829, 9685837829



CS KISHOR KUMAR GUPTA
E-mail: cskishorgupta@gmail.com
Mob.: 91-9827784739

Ref.

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 75th Annual General Meeting of the Members of Universal Cables Limited held on Tuesday, the 18th August, 2020 at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P.)-485 005 alongwith the facility of Video Conferencing ("VC") or Other Audio Visual Means ('OAVM')

Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting, Electronic Voting and Poll at the 75th Annual General Meeting ("AGM") of Universal Cables Ltd. ("hereinafter the "Company") in terms of provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the General Circulars No. 20/2020 dated 5th May, 2020, read with circulars dated 8th April, 2020 and 13th April, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 12th May, 2020 issued by the Securities and Exchange Board of India ('SEBI') commonly referred to as "MCA & SEBI Circulars"

Dear Sir,

1. I, Rajesh Kumar Mishra, Company Secretary in Practice, was appointed as a Scrutinizer by the Board of Directors of the Company for the Remote E-voting process as well as to scrutinize the Electronic Voting and Poll through Ballot Process conducted at the Annual General Meeting ("AGM") in fair and transparent manner pursuant to Section 108 of the Act 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 1st June, 2020 for the 75th AGM of the members of the Company, held on 18th day of August, 2020 at 4.30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P.) – 485 005 alongwith the facility of Video Conferencing ("VC") or Other Audio Visual Means ('OAVM').
2. I and Shri Prashant Nayak, Chartered Accountant in Practice 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 AGM 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 1st June, 2020 for the 75th AGM of the members of the Company, held on 18th day of August, 2020 at 4.30 P.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna (M.P.) – 485 005 alongwith the facility of Video Conferencing ("VC") or Other Audio-Visual Means ('OAVM').

3. Pursuant to Sections 101, 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice convening 75th AGM of the Company interalia alongwith the process of Electronic Voting at the AGM and the Remote E-voting were sent to the members whose email address are registered with the Company/Depository Participant(s) for communication purpose in compliance with MCA & SEBI Circulars.
4. The Company had appointed Central Depository Services (India) Limited (CDSL) for conducting the Electronic Voting by the members of the Company at the AGM and who did not cast their vote through Remote E-voting. After the closing of Electronic Voting at AGM, voting was closed and votes cast were unblocked.
5. The Company had availed the Remote E-voting facility provided by CDSL for conducting the Remote E-voting by the members of the Company. The Remote E-voting commenced on Friday, August, 14, 2020 at 9.00 A.M. and ended on Monday, August 17, 2020 at 5.00 P.M. and the CDSL Remote E-voting portal was blocked for voting thereafter.
6. 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 Electronic Voting during the AGM) and voting through ballot process (Poll) at the 75th AGM for the resolutions contained in the Notice dated 1st June, 2020 for the 75th 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 Electronic Voting during the AGM) and Poll at the 75th 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.
7. Separate Scrutinizer's Report dated 19th August, 2020 on the Remote E-voting and electronic Voting during the AGM and Scrutinizers Report dated 19th August, 2020 on the Poll have been issued on the resolutions contained in the Notice dated 1st June, 2020 for the 75th AGM of the Company.
8. Based on reports generated from the E-voting website of CDSL and voting through poll at the 75th 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, 7, 8 and 9 of the Notice dated 1st June, 2020 for 75th 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, 2020 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 | 123 | 26919933 | 99.51 | 8 | 131652 | 0.49% | - | - |

Resolution No. 2: As an Ordinary Resolution

Description of Resolution

DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020.

| 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 | 124 | 26961261 | 100.00 | 1 | 400 | 0.00% | - | - |

Resolution No. 3: As an Ordinary Resolution

Description of Resolution

RE-APPOINTMENT OF SHRI HARSH V. LODHA (DIN: 00394094) AS A DIRECTOR, WHO RETIRES 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 |
| 3 | 120 | 26854019 | 99.27 | 11 | 197566 | 0.73% | - | - |



Resolution No. 4: As an 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, 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 |
| 4 | 122 | 26919923 | 99.84 | 4 | 41928 | 0.16% | - | - |

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

APPROVAL OF RELATED PARTY AGREEMENT(S)/ARRANGEMENT(S)/TRANSACTION(S) WITH VINDHYA TELELINKS LIMITED, A RELATED PARTY.

| 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 | 104 | 7782607 | 98.30 | 9 | 134552 | 1.70% | 7 | 50051 |

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

PAYMENT OF ANNUAL REMUNERATION/COMPENSATION FOR THE FINANCIAL YEAR 2020-21 TO SHRI HARSH V. LODHA (DIN: 00394094), NON-EXECUTIVE CHAIRMAN OF THE COMPANY, 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 | |
|----------------|--------------------------|-------------------|------------------------------------|--------------------------|-------------------|------------------------------------|--------------------------|-------------------|
| | 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 | 120 | 26854019 | 99.27 | 11 | 197566 | 0.73% | - | - |



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

ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 |
| 7 | 122 | 26919923 | 99.51 | 8 | 131652 | 0.49% | - | - |

Resolution No. 8: As a Special Resolution**Description of Resolution**

AMENDMENT IN THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 |
| 8 | 123 | 26919933 | 99.51 | 8 | 131652 | 0.49% | - | - |

Resolution No. 9: As a Special Resolution**Description of Resolution**

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE PROVISIONS OF COMPANIES ACT, 2013.

| 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 |
| 9 | 123 | 26919933 | 99.51 | 8 | 131652 | 0.49% | - | - |



9. No vote has been polled on 9940 equity shares lying in unclaimed suspense account in respect of which voting rights remain frozen till the rightful owners of such shares claim the shares.
10. The Register and all other papers relating to Remote E-voting, Electronic Voting during the AGM as well that of Poll conducted through Ballot Process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 75th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping. The ballot / poll paper and other relevant records were sealed and handover to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,

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



A handwritten signature in black ink that reads "R. Mishra".

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

Place: Satna (M.P.) – 485 001
Date: 19th August, 2020
UDIN : F005383B000594114



Countersigned by:
For Universal Cables Limited

A handwritten signature in black ink that reads "Y.S. Lodha".

(Y.S.Lodha)
Managing Director & Chief Executive Officer
DIN: 00052861