

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Meeting of Independent Directors
March 7, 2025

UNIVERSAL CABLES LIMITED

P.O. Birla Vikas,

Satna - 485005, Madhya Pradesh

Ph. : +91-7672 257121-127/414000; Fax : +91-7672 257131

Email : headoffice@unistar.co.in

CIN : L31300MP1945PLC001114

Website : www.unistar.co.in

ABOUT THE COMPANY

Universal Cables Limited (UCL)

- ◆ The Company was established in 1962 by late Shri M.P. Birla, the then Chairman, with modern plant for manufacture of Paper Insulated Cables. Since then, the Company has made rapid progress achieving a world class reputation.
- ◆ The Company's equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Business Model of the Company

- ◆ UCL's major products/activities are manufacturing of Power (Electrical) and other Cables, Wires and Conductors; Power Capacitors; and Turnkey Projects predominantly relating to Electrical Cables and Power Capacitors in India and abroad.
- ◆ UCL is a leader in the Indian Cable Industry with the widest product range. The cable division has a very wide range of product. It includes Low Voltage, Medium Voltage and Extra High Voltage XLPE Power Cables upto 500 kV grade, PVC and Rubber Insulated Power Cables upto 11 kV grade, Control and Instrumentation Cables upto 1.1 kV for any number of Cores/Pairs and speciality Rubber Cables for Trailing/Flexible standards to suit to customer requirements. Its Cables and Capacitors are known by the Brand Name "UNISTAR".
- ◆ The Capacitor Division of the Company, which commenced operation in the year 1967, manufactures world class All Poly Propylene (APP) Capacitors for AC applications. This Division was set up in collaboration with Toshiba, Japan for manufacture of Paper and Power Capacitors. In 1977, this Division entered into another technical collaboration with General Electric Company of USA for manufacture of Mixed Dielectric Capacitors and in 1985 for manufacture of All PP Dielectric Capacitors..
- ◆ Today, Universal Cables has emerged a leading manufacturer & supplier of EHV Cables voltage grade upto 500 kV as well as Power Capacitors.

Statutory Auditors of the Company

BGJC & Associates LLP
Chartered Accountants, New Delhi

Internal Auditors of the Company

M/s. Pradeep Nayak & Co.
Chartered Accountants, Satna for Satna Unit
M/s. Satish Dhume & Co..
Chartered Accountants, Goa for Goa Unit

Cost Auditors of the Company

Shri D. Sabyasachi Dutta
C/o. M/s. D. Sabyasachi & Co.
Cost Accountants
4/7-Rani Rashmoni, Garden Lane
Kolkata – 700 015

Secretarial Auditors of the Company

R.K. Mishra & Associates, Satna (M.P.)
Company Secretaries

Registrar & Share Transfer Agent

MUFG Intime India Private Limited,
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai, Maharashtra-400083
Phone : 022 – 49186000
Fax : 022 – 49186060
E-mail: rnt.helpdesk@in.mpms.mufg.com ; mumbai@in.mpms.mufg.com
Website: www.in.mpms.mufg.com



Key Managerial Personnel (KMP)

Name of Key Managerial Personnel	Designation
Shri Y.S.Lodha	Managing Director & CEO
Shri Amit Kumar Chopra	Chief Financial Officer
Shri Sudeep Jain	Company Secretary





SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Applicability: SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable on listed entities which has listed any of the following designated securities on recognised stock exchange:-

- (a) specified securities listed on main board or SME Exchange or Innovators Growth Platform;
- (b) Non-convertible securities;
- (c) Indian depository receipts;
- (d) Securitised debt instruments;
- (e) Security receipts;
- (f) Units issued by mutual funds;
- (g) Any other securities as may be specified by the Board.

Shareholding Pattern

The category-wise distribution of Shareholding as on 31st Dec, 2024 is as follows:

Category	No. of Shares held	% of Shareholding
A. Promoters holding		
• Indian Promoters	21472949	61.89
• Foreign Promoters	0	0.00
B. Public Shareholding (Institutions)		
• Mutual funds and UTI	2059112	5.94
• GIC & Its Subsidiaries	218867	0.63
• Foreign Portfolio Investors	83700	0.24
• Financial Institutions/ Banks/ Foreign Bank	7875	0.02
C. Public Shareholding (Non-Institutions)		
• Individual-Resident	4499141	12.98
• Bodies Corporate	2675634	7.71
• NRIs	510488	1.47
• Hindu Undivided Family	202308	0.58
• Trusts	90966	0.26
• Clearing Member/Intermediary	51	0.00
• Director or Director's Relatives	69672	0.20
• Public- PAC	2362623	6.80
• IEPF	340190	0.98
• Body Corporate-Ltd Liability Partnership	91961	0.27
• Unclaimed or Suspense or Escrow Account	9844	0.03
Total	34695381	100.00

Share Market Price

The monthly High, Low price of Company's Share at BSE from January, 2024 to December, 2024 is as under:-

Month	High Price	Low Price	Close Price	Volume
Jan-24	562.00	460.00	518.55	44,202
Feb-24	515.05	435.75	439.45	47,417
Mar-24	469.05	380.05	454.55	60,746
Apr-24	609.00	451.45	591.05	68,908
May-24	670.00	490.05	611.55	1,23,445
June-24	798.05	585.05	695.80	1,86,431
Jul-24	910.00	701.85	863.55	1,77,674
Aug-24	938.75	660.00	712.70	1,90,201
Sept-24	794.00	648.00	677.95	4,42,421
Oct-24	689.80	590.00	664.50	44,973
Nov-24	694.10	586.60	612.40	27043
Dec-24	862.30	601.60	820.25	336694



Financial Position of the Company

The summarized financial results of the Company are as under:-

(Rs. in Lakhs)

Financial figures for the last two years	Year ended 31.03.2024	Year ended 31.03.2023
Revenue from Operations	202066.76	220195.08
Other income	2360.27	1762.62
Earnings before Finance Costs, Depreciation and Tax	18529.49	20299.25
Finance Costs	9146.78	9740.97
Profit before Depreciation and Tax	9382.71	10558.28
Depreciation and Amortization	2375.64	2247.54
Profit before Tax	7007.07	8310.74
Tax Expenses / (Credit)	1580.89	1991.88
Net Profit for the year	5426.18	6318.86

INDEPENDENT DIRECTORS



Who are Independent Directors ?

As per Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an 'Independent Director' shall mean a non-executive director, other than a nominee director of the listed entity who-

- (i) in the opinion of the Board of Directors, is a person of integrity and possesses relevant expertise and experience.
- (ii) is or was not a promoter of the listed entity or its holding, subsidiary or associate Company; or member of the promoter group of the listed entity.
- (iii) is not related to promoters or directors in the listed entity, its holding, subsidiary or associate Company.
- (iv) apart from receiving director's remuneration, has or had no material pecuniary relationships with the listed entity, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year.
- (v) none of whose relatives -
 - (a) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

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- (b) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
- (c) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
- (d) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:

(vi) holds neither himself/herself, nor whose relative(s)-

- (a) Holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate Company or any company belonging to the promoter group of the listed entity in any of the three financial years immediately preceding the financial year in which is proposed to be appointed.

Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.

- (b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
 - (1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate Company; or
 - (2) Any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate Company amounting to ten percent or more of the gross turnover of such firm.

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- (c) holds together with his relatives two percent or more of the total voting power of the listed entity.
- (d) is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the listed entity, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two percent or more of the total voting power of the listed entity.
- (e) is a material supplier, service provider or customer or a lessor or lessee of the listed entity.
- (vii) who is not less than 21 years of age.
- (viii) who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

Tenure and obligations of Independent Directors

◆ As per Regulation 25 of Listing Regulations:

(1) No person shall be appointed or continue as an alternate director for an Independent Director of a listed entity.

(2) Maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 and rules framed thereunder, from time to time.

- (2A) The appointment, re-appointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.
- Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A).
- Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.
- (3) The Independent Directors shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management.
- (4) The independent directors shall, inter-alia, review the performance of non-Independent Directors & Chairperson of the listed entity, assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties of the listed entity.

◆ As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of special resolution by the Company.

◆ As per Section 149(11), no Director shall hold more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director.

Code For Independent Directors

Schedule IV of the Companies Act, 2013 provides guidelines of Professional conduct for an Independent Director.

An Independent Director of the Company shall:

- ◆ Uphold ethical standards of integrity and probity.
- ◆ Act objectively and constructively while exercising his duties.
- ◆ Exercise his responsibilities in a bona fide manner in the interest of the Company.
- ◆ Devote sufficient time and attention to his professional obligations for informed and balanced decision making.
- ◆ Not allow any extraneous considerations that will vitiate his exercise of objective Independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
- ◆ Not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
- ◆ Refrain from any action that would lead to loss of his independence.
- ◆ Where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly.
- ◆ Assist the Company in implementing the best corporate governance practices.



Role & Functions of Independent Directors

The Independent Directors shall:

- ◆ Help in bringing an independent judgement to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standard of conduct.
- ◆ Bring an objective view in the evaluation of the performance of board and management.
- ◆ Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
- ◆ Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.
- ◆ Safeguard the interests of all stakeholders, particularly the minority shareholders.
- ◆ Balance the conflicting interest of the stakeholders.
- ◆ Determine appropriate levels of remuneration of Executive Directors, Key Managerial Personnel and Senior Management and have a prime role in appointing and where necessary recommend removal of Executive Directors, Key Managerial Personnel and Senior Management.
- ◆ Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

Duties & Responsibilities of Independent Directors

- ◆ Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- ◆ Seek appropriate clarification or amplification of information and, where necessary, if required take and follow appropriate professional advice and experts at the expense of the Company.
- ◆ Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.
- ◆ Participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- ◆ Strive to attend the general meetings of the Company.
- ◆ Where they have concerns about the running of the Company or proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concern are recorded in the minutes of the Board meeting.
- ◆ Keep themselves well informed about the Company and the external environment in which it operates.

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- ◆ Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board.
- ◆ Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves same are in interest of the Company.
- ◆ Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- ◆ Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- ◆ Acting within his authority, assist in protecting the legitimate interest of the Company, shareholders and its employees.
- ◆ Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, Unpublished Price Sensitive Information, unless such disclosure is expressly approved by the Board or required by law.

Rights of Independent Directors

- ◆ Right to attend and vote in every board meeting.
- ◆ Right to be appointed in various committees.
- ◆ Right to demand information on every business matter.
- ◆ Right to seek clarifications / justifications.
- ◆ Right to dissent.

CODE OF CONDUCT APPLICABLE TO INDEPENDENT DIRECTORS

- ◆ *Code of Conduct for Board of Directors & the Senior Management.*
- ◆ *Code for Independent Directors as per the Companies Act, 2013- Schedule IV of the Companies Act, 2013.*
- ◆ *Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons.*



Thank You