

UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office: P.O. Birla Vikas, Satna - 485 005 (M.P.), India.

Corporate Office: 5th Floor, Signature Tower III, Tower 'C', Sector 15-II,
N.H-8, Near 32nd Avenue, Gurugram – 122 001 (Haryana), India.

Phone: (07672) 414000, 257121 – 27, **Fax:** (07672) 257129, 257131

E-mail: headoffice@unistar.co.in; **Website:** www.unistar.co.in

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standard on General Meetings ("SS-2"), to the extent applicable and other applicable laws, rules and regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolution appended below is proposed to be passed by the Members of Universal Cables Limited ("the Company") by way of Postal Ballot including Remote e-Voting ("e-Voting").

The Postal Ballot Notice along with the Postal Ballot Form is being sent to all Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as on Wednesday, September 11, 2024 ("cut-off date").

In compliance with Regulation 44 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the Company is pleased to provide the facility of e-Voting to its Members, to enable them to cast their votes electronically instead of returning the duly filled Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited, ("CDSL") as its agency for providing e-Voting facility to the Members of the Company.

Members desiring to exercise their vote by means of the physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Notice and the Postal Ballot Form, record their assent ("for") or dissent ("against") in the Postal Ballot Form and return the same in original duly completed in the self-addressed postage pre-paid business reply envelope, so as to reach the Scrutiniser not later than the close of business hours at 5:00 P.M. on Thursday, October 17, 2024. Postage will be borne and paid by the Company. Postal Ballot Forms sent at the expense of the Members will also be accepted. Postal Ballot Forms received post 5:00 P.M. on Thursday, October 17, 2024 and onwards will be treated as "invalid".

The period of voting through Postal Ballot and e-Voting shall commence on Wednesday, September 18, 2024 at 9:00 A.M. (IST) and end on Thursday, October 17, 2024 at 5:00 P.M. (IST). The e-Voting module shall be disabled for voting thereafter. Members opting for e-Voting are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice read together with the instructions given thereunder.

Please note that while exercising their votes, Members of the Company can opt for only one of the two modes of voting i.e., either through the Postal Ballot Form or e-Voting. Further, members cannot exercise their vote by proxy. The last date for receipt of duly completed Postal Ballot Form or e-Voting i.e., Thursday, October 17, 2024, shall be the date on which the resolution would be deemed to be passed, if approved by the requisite majority.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the governing rules framed thereunder, if any, setting out all material facts relating to the proposed Resolution is annexed hereto for your consideration and forms an integral part of this Postal Ballot Notice.

SPECIAL BUSINESS:**Appointment of Shri Prem Singh Khamesra (DIN: 00049162) as a Non-Executive Non-Independent Director on the Board of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in consonance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Prem Singh Khamesra (DIN: 00049162), who was appointed as an Additional Director with effect from August 12, 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director of the Company under Section 160 of the Act, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

FURTHER RESOLVED that the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things in this regard and take all such steps as may be necessary, proper, expedient, or desirable to give effect to this Resolution.”

Registered Office:

By Order of the Board of Directors
For **Universal Cables Limited**

P.O. Birla Vikas,
Satna – 485 005 (Madhya Pradesh).
Date : August 12, 2024

(Sudeep Jain)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on August 12, 2024, has approved the issuance of this Postal Ballot Notice and it will also be available on the Company's website at www.unistar.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of CDSL i.e. www.evotingindia.com.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has submitted a written request for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on Wednesday, September 11, 2024 ("cut-off date"). Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
4. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, www.unistar.co.in and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5:00 P.M. on Thursday, October 17, 2024. A person who becomes a member after the cut-off date should treat this notice for information purposes only.
5. Members who have not registered their e-mail address are requested to register the same in respect of equity shares held in demat form with the respective Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail address by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs Link Intime India Pvt. Ltd. (e-mail: rnt.helpdesk@linkintime.co.in). For the sake of convenience of Members, Form ISR-1 is made available on the website of RTA, <https://linkintime.co.in> as well as on the Company's website, www.unistar.co.in.
6. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. The Board of Directors has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, R.K. Mishra & Associates, Company Secretaries in whole time practice, failing him Shri R.S. Bajaj, Practising Company Secretary (Certificate of Practice No. 7058), as the Scrutiniser(s) for conducting the Postal Ballot including e-Voting process, in a fair and transparent manner. The Scrutiniser's decision on the validity of the Postal Ballot / e-Voting shall be final.
8. The Scrutiniser will submit his report, after the completion of scrutiny of the Postal Ballot Forms including e-Voting, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same. The results of the Postal Ballot including e-Voting shall be declared on or before Monday, October 21, 2024 at the Registered Office of the Company and shall be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd. The results of the Postal Ballot shall be displayed on the Notice Board of the Company at its Registered Office and shall also be placed on the Company's website, <https://www.unistar.co.in> and on the website of CDSL, <https://www.evotingindia.com>.

9. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorise their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation, etc. authorising their representatives to vote on their behalf to the Scrutiniser by e-mail at rkmaoffice@gmail.com and to the Company at headoffice@unistar.co.in with a copy marked to helpdesk.evoting@cdslindia.com.
10. Additional information in respect of Shri Prem Singh Khamesra pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") are also annexed as an Annexure 'A' which forms an integral part of the Postal Ballot Notice.
11. All relevant documents referred to in this Postal Ballot Notice will be available for inspection electronically on any working day excluding Saturday and Sunday until the last date and time for receipt of duly completed Postal Ballot Form or e-Voting. Members seeking to inspect such documents can send an e-mail to headoffice@unistar.co.in.
12. **INSTRUCTIONS TO MEMBERS FOR E-VOTING ARE AS UNDER:**

- (i) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with Regulation 44 of the Listing Regulations, the Company is pleased to provide e-Voting facility to its members, in respect of the resolution proposed to be considered through the Postal Ballot. In order to increase the efficiency of the voting process, e-Voting facility is provided to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.
- (ii) The e-Voting period shall commence on Wednesday, September 18, 2024 from 9:00 A.M. (IST) and end on Thursday, October 17, 2024 at 5:00 P.M. (IST). During this period, Members of the Company holding shares either in physical form or in demat form as on the cut-off date i.e., Wednesday, September 11, 2024, may cast their votes electronically. The e-Voting facility will be disabled by CDSL thereafter and will not be allowed beyond the said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual members holding shares in demat form.

- (iii) Individual members holding shares in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual members holding shares in demat form (CDSL/NSDL) is given below:

Type of Members	Login Method
Individual members holding shares in demat form with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab. 2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members holding shares in demat form with NSDL	<ol style="list-style-type: none"> 1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. The user will have to enter their User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see e-Voting page. Click on Company name or e-Voting service provider name and the user will be re-directed to e-Voting service provider website for casting their vote during the e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. The user will have to enter their User ID (i.e. their sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the e-Voting period.</p>
Individual members (holding shares in demat form) login through their Depository Participants	The user can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user clicks on e-Voting option, they will be redirected to NSDL/CDSL Depository site after successful authentication, wherein they can see e-Voting feature. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding shares in demat form for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual members holding shares in demat form with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 21 09911.
Individual members holding shares in demat form with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at given numbers: 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-Voting system in case of members holding shares in physical form and non-individual members (i.e. other than Individuals, HUF, NRI etc.) holding shares in demat form.

(iv) Login method for e-Voting for **members holding shares in physical form and members other than individual members holding shares in demat form.**

- 1) The Members should log on to the e-Voting website <https://www.evotingindia.com>.
- 2) Click on “Shareholders/Members” module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If the member is holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier e-Voting of any company, then their existing password is to be used.
- 6) If the member is a first-time user follow the steps given below:

Particulars	For members holding shares in physical form and other than individual members holding shares in demat form.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat account holders as well as members holding shares in physical form).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach “Password Creation” menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For members holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.
- (viii) Click on the EVSN for **“Universal Cables Limited”**
- (ix) On the voting page, the member will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that the member assent to the Resolution and option NO implies that the member dissent to the Resolution.
- (x) Click on the “RESOLUTION FILE LINK” if the member wish to view the entire Resolution details.
- (xi) After selecting the resolution, the member has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the member wish to confirm their vote, click on “OK”, else to change their vote, click on “CANCEL” and accordingly modify their vote.
- (xii) Once the member “CONFIRM” their vote on the resolution, they will not be allowed to modify their vote.

- (xiii) The member can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non-Individual Members and Custodians for e-Voting only**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
 - Alternatively, Non-Individual Members and Custodians are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, by e-mail to the Scrutiniser at rkmaoffice@gmail.com and to the Company at headoffice@unistar.co.in, if they have not uploaded the same in the CDSL e-Voting system for the Scrutiniser to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ADDRESS/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Members holding shares in physical form	Members are requested to register their e-mail address/mobile number by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs Link Intime India Pvt. Ltd. (e-mail: rnt.helpdesk@linkintime.co.in). Form ISR-1 is made available on the website of RTA, https://linkintime.co.in as well as on the Company’s website, www.unistar.co.in .
For Members (other than Individual) holding shares in demat form	Please update your e-mail address & mobile number with your respective Depository Participant (DP).
For Individual members holding shares in demat form	Please update your e-mail address & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If the Members have any queries or issues regarding e-Voting from the CDSL e-Voting System, they can write an e-mail to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at Toll Free No. 1800 21 09911.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice as required under Section 102(1) of the Companies Act, 2013:

The Board of Directors ('the Board') of the Company, based upon the recommendation of the Nomination and Remuneration Committee ('NRC'), in its meeting held on August 12, 2024 has appointed Shri Prem Singh Khamesra (DIN: 00049162) as an Additional Director designated as a Non-Executive Non-Independent Director of the Company with effect from August 12, 2024 in pursuance to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of shareholders for appointment or re-appointment of a person on the Board of Directors shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the approval of the members of the Company is sought by way of passing an Ordinary Resolution through Postal Ballot including Remote e-Voting, for the appointment of Shri Prem Singh Khamesra as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Shri Prem Singh Khamesra has given his consent in writing to act as a Director of the Company and has furnished necessary declaration(s) to the Board of Directors. Further, as per the declaration received by the Company, Shri Prem Singh Khamesra is not disqualified to be appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a declaration from him in writing to the effect that he is not debarred from holding the office of director by virtue of any Order issued by the Securities and Exchange Board of India or any other such authority.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Prem Singh Khamesra for the office of Non-Executive Non-Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Shri Prem Singh Khamesra fulfils the conditions for appointment as a Director as specified in the Act read with the Rules framed thereunder, Listing Regulations and Remuneration Policy of the Company. Shri Prem Singh Khamesra is a person of integrity and possesses adequate skills, qualifications, knowledge and has got over 46 years of rich and varied experience in areas of Finance, Business, Auditing and Financial Planning with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. The Company will benefit significantly from his in-depth knowledge and experience in these domains, particularly in making crucial financial and management decisions.

Brief profile and additional information in respect of Shri Prem Singh Khamesra including nature of expertise and shareholding in the Company, etc. are given in Annexure 'A' to this Postal Ballot Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company may approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors of the Company.

Having regard to the qualifications, knowledge and vast experience of Shri Prem Singh Khamesra, his appointment on the Board of Directors of the Company as a Director will be in the interest of the Company. Accordingly, the Board of Directors recommends the said Ordinary Resolution for the approval of the Members by way of this Postal Ballot.

Save and except Shri Prem Singh Khamesra, none of the Directors / Key Managerial Personnel of the Company, either directly or through their relatives, are in any way, concerned or interested, whether financially or otherwise, in the said resolution.

ANNEXURE 'A'

Disclosures/additional information pertaining to Director seeking appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India

Name of Director	Shri Prem Singh Khamesra
DIN	00049162
Date of Birth & Age	March 27, 1956 Age: 68 years
Nationality	Indian
Date of First Appointment on the Board of Directors of the Company	August 12, 2024
Qualification	Fellow Member of the Institute of Chartered Accountants of India B. Com – University of Udaipur (Rajasthan)
Experience (including nature of expertise in specific functional areas) / brief resume	Shri Prem Singh Khamesra boasts a 46-year career in finance and business. After excelling in his Chartered Accountancy exams, he practiced for 26 years, specializing in auditing and financial planning. He also successfully turned around a failing manufacturing business into a profitable enterprise. Shri Khamesra has served as a Whole-Time Director at Mirza International Ltd and as an Independent Director at UP Financial Corporation and Kanpur Plastipack Ltd. He is also noted for his contributions to social and non-profit activities through various NGOs.
Number of Shares held in the Company including shareholding as a beneficial owner	Nil
List of Directorships held in other companies*	<u>Unlisted Companies:</u> 1. Specialities Aluminium Grills Private Limited 2. M.S. Khamesra and Associates Private Limited 3. Makewell Events Private Limited 4. Bajna Agrofarms Private Limited
Chairman / Member of the Committees of the Boards of the Companies in which he is Director	Nil
Resignation from Listed Entities in the past three (3) years	Ceased to be an Independent Director of Kanpur Plastipack Limited upon completion of tenure in March, 2024.
Relationship with other Directors, Managing Director and Key Managerial Personnel of the Company	None

Name of Director	Shri Prem Singh Khamesra
Number of Meetings of the Board attended during the year	Not Applicable
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Statement pursuant to Section 102(1) of the Companies Act, 2013 hereto.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors of the Company.

(*) Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under Section 8 of the Companies Act, 2013 and LLPs besides trustees/membership of Managing Committees of various trusts and other bodies/chambers.

Registered Office:

P.O. Birla Vikas,
Satna – 485 005 (Madhya Pradesh).
Date : August 12, 2024

By Order of the Board of Directors
For **Universal Cables Limited**

(Sudeep Jain)
Company Secretary



UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office: P.O. Birla Vikas, Satna – 485 005 (M.P.), India.
Corporate Office: 5th Floor, Signature Tower III, Tower 'C', Sector 15-II,
N.H-8, Near 32nd Avenue, Gurugram-122001 (Haryana), India.

Phone: (07672) 41400, 257121 to 257127 • Fax: (07672) 257131
e-mail: headoffice@unistar.co.in • Website: www.unistar.co.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.:

- (1) Name and Registered address of sole/first named Shareholder :
- (2) Name(s) of the Joint holder(s), (if any) :
- (3) Registered Folio No./DP * & Client ID No. :
- (4) Number of share(s) held :

I/We hereby exercise my/our vote in respect of the following Ordinary Resolution to be passed through Postal Ballot for Special Business as stated in the Postal Ballot Notice dated August 12, 2024 of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate column below:

S. No	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Shri Prem Singh Khamesra (DIN: 00049162) as a Non-Executive Non-Independent Director on the Board of the Company (as an Ordinary Resolution) .			

.....
(Signature(s) of the Shareholder(s)/Authorised Representative)

Date :

Place :

Electronic Voting Particulars:

EVSN	USER ID	PASSWORD
240911003		

NOTE: In terms of SEBI Master Circular dated July 11, 2023, "Individual Shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by Universal Cables Limited ("Company"). However, envelope containing Postal Ballot Form deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. The Postal Ballot shall not be exercised by a Proxy.
4. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall be considered 'invalid'.
6. A Member need not use all his votes nor cast all his votes in the same way.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
9. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
 - a. It has not been signed by or on behalf of the Member;
 - b. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository Participant, as the case may be;
 - c. It is not possible to determine without any doubt the assent or dissent of the Member;
 - d. Neither assent nor dissent is mentioned;
 - e. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - f. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - g. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - h. Member has made any amendment to the resolution or imposed any condition while exercising the vote.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of business hours at 5:00 P.M (IST) on Thursday, October 17, 2024. The Postal Ballot Forms received post 5:00 P.M. on Thursday, October 17, 2024 and onwards will be treated as 'invalid'.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
12. A Member desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, www.unistar.co.in and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5:00 P.M. on Thursday, October 17, 2024.
13. The Company is also offering e-Voting facility to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members desiring to opt for e-Voting are requested to follow the procedure as stated in Notes to the Postal Ballot Notice read together with instructions given thereunder.
14. Members of the Company can opt for only one of the two modes of voting i.e., either through Postal Ballot Form or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
15. The result of the Postal Ballot including e-Voting shall be declared on or before Monday, October 21, 2024 at the Registered Office of the Company.
16. The Scrutiniser's decision on the validity of Postal Ballot / e-Voting shall be final.



BUSINESS REPLY ENVELOPE

BR Permit No. : MH/BY/NE/BR/238/24-25
Tagore Nagar, P.O., Mumbai - 400 083.



To,
SHRI RAJESH KUMAR MISHRA
Practicing Company Secretary
Scrutinizer
C/o : LINK INTIME INDIA PRIVATE LIMITED
Unit : **UNIVERSAL CABLES LIMITED**
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.