



UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

P.O. Birla Vikas, Satna (M.P.) – 485 005

Phone: (07672) 414000, 257121 to 257127 Fax: (07672) 257131

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

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the members of Universal Cables Limited ("the Company") by means of Postal Ballot, only by way of Remote e-Voting process ("e-Voting"), pursuant to Sections 108, 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant Circulars, including General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other laws, Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto for your consideration.

In accordance with the MCA Circulars, members can vote only through the Remote e-Voting process. Accordingly, the Company is pleased to provide Remote e-Voting facility to all its members to cast their votes electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide Remote e-Voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Wednesday, 23rd March, 2022 (the last day to cast vote electronically) to be eligible for being considered.

SPECIAL BUSINESS:

Item No.1

Re-appointment of Shri Y.S.Lodha (DIN: 00052861) as the Managing Director & Chief Executive Officer 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 196, 197, 203 read along with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended or re-enacted from time to time, Shri Y.S.Lodha (DIN : 00052861) be and is hereby re-appointed as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a further period of three (3) consecutive years effective from 11th February, 2022 to 10th February, 2025, on the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement, the main terms and conditions of which are set out in the Explanatory Statement attached to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure), to be entered into between the Company and Shri Y.S.Lodha and submitted for approval of Members, be and is hereby specifically approved with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this Resolution) to alter and vary the remuneration, perquisites and benefits, etc. payable to Shri Y.S.Lodha during his said tenure as the Managing Director & Chief Executive Officer of the Company in such manner as may be agreed to between the Board and Shri Y.S.Lodha.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in allowances, perquisites and benefits, etc. effective from 1st July each financial year and Performance Linked Incentive/Special Allowance for each financial year as considered appropriate from time to time subject to limits, if any, prescribed under Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time or in such manner as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Notice and in force from time to time.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writing as may be required or considered necessary, appropriate, expedient or desirable in regard to the said re-appointment and payment of remuneration, etc. as it may in its sole and absolute discretion deem fit to give effect to this resolution."

Item No. 2**Payment of Remuneration to Shri Y.S.Lodha (DIN: 00052861) as the Managing Director & Chief Executive Officer of the Company in excess of the limits as prescribed under Section 197 and Schedule V of the Companies Act, 2013**

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 read along with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended or re-enacted from time to time, Shri Y.S.Lodha (DIN : 00052861), who has been re-appointed as the Managing Director & Chief Executive Officer of the Company subject to the approval of members, not liable to retire by rotation, for a further period of three (3) consecutive years effective from 11th February, 2022 to 10th February, 2025, be paid the Remuneration, perquisites and benefits, etc. in excess of the limits as prescribed under Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in the event of loss or inadequacy of profits in any financial year during his said tenure as the Managing Director & Chief Executive Officer of the Company.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writing as may be required or considered necessary, appropriate, expedient or desirable in regard to the payment of remuneration, etc. as it may in its sole and absolute discretion deem fit to give effect to this resolution."

Registered Office:

P.O. Birla Vikas
Satna – 485 005 (M.P.)

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

**(Sudeep Jain)
Company Secretary**

10th February, 2022

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 10th February, 2022, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102(1) of the Act read with Rules in respect of item of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 18th February, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/Registrar and Share Transfer Agents ("RTA") of the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.unistar.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail addresses with the Registrar and Share Transfer Agents of the Company - Messrs Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of Remote e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. **Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. The voting rights for equity shares are one vote per equity share registered in the name of the Members.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated 9th December, 2020 of SEBI on e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of CDSL as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The Remote e-Voting period commences at 9:00 A.M. (IST) on Tuesday, 22nd February, 2022 and ends at 5:00 P.M. (IST) on Wednesday, 23rd March, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution(s), if approved by the members with requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e. Wednesday, 23rd March, 2022. The resolution(s) passed by the Members through this Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of Members of the Company.
10. 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 or failing him Shri R.S. Bajaj, Practising Company Secretary (Certificate of Practice No. 7058) as the Scrutiniser(s) for conducting the Postal Ballot through the Remote e-Voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.
11. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or a person authorized by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith. The result of Remote e-Voting will be announced on or before Friday, 25th March, 2022, and will be displayed on the Company's website www.unistar.co.in and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"). The Company will also display the result of the Postal Ballot at its Registered Office as well as Corporate Office.
12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an e-mail to headoffice@unistar.co.in.
13. **The instructions for members voting electronically are as under:**
 - (i) The voting period begins on Tuesday, 22nd February, 2022 at 9.00 A.M. (IST) and ends on Wednesday, 23rd March, 2022 at 5.00 P.M.(IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 18th February, 2022, may cast their vote electronically. The Remote e-Voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide Remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing Remote e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable Remote e-Voting 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in Remote e-Voting process.
 - (iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access Remote e-Voting facility.

Pursuant to abovementioned SEBI Circular, Login method for Remote e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode 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. 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/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 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 your vote during the Remote 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/myeasi/Registration/EasiRegistration 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are 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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the Remote e-Voting period. 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 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the Remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the Remote e-Voting period.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode 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 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than Individual holding in Demat form:**

- 1) The shareholders should log on to the Remote e-Voting website www.evotingindia.com.
- 2) Click on "Shareholders" 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. Shareholders 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 you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier Remote e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than Individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders 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)	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. <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 as mentioned in instruction (3).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 Remote 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 shareholders holding shares in physical form, the details can be used only for Remote e-Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **Universal Cables Limited** on which you choose to vote.
- (ix) On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You 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 Shareholders and Custodians –Remote e-Voting;**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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 e-mailed 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 authorized signatory(ies) who are authorized to vote should be uploaded in PDF format in the system for the scrutiniser to verify the same.
 - Alternatively, Non-Individual shareholders and Custodians are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized 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 Remote e-voting system for the scrutiniser to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to **Company/RTA e-mail id**.
2. For Demat shareholders - Please update your e-mail id & mobile number with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding Remote e-Voting from the CDSL Remote e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

Item No. 1:

The Members of the Company by way of Special Resolution passed on 25th March, 2019 through Postal Ballot had appointed Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company for a period of three (3) years with effect from 11th February, 2019 to 10th February, 2022. The current term of office of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company is due to expire on 10th February, 2022. Having regard to the professional and academic qualifications, background, experience and very long association of Shri Y.S.Lodha with the Company as well as Associate(s)/Group companies and considering the overall performance of the Company and its growth during his tenure, the Board of Directors (“the Board”) based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 10th February, 2022 has re-appointed Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for further term of three (3) consecutive years effective from 11th February, 2022 to 10th February, 2025, subject to approval of the Members of the Company by way of an Ordinary Resolution. The Board has also approved the remuneration, perquisites and other benefits, etc. payable to Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company based on the recommendation/approval of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company. The broad particulars of remuneration, perquisites and other benefits, etc. payable to and other main terms and conditions relating to his re-appointment as contained in the draft Agreement to be entered into between the Company and Shri Y.S.Lodha, are as under:

I. **Tenure of Re-appointment:**

Three (3) consecutive years with effect from 11th February, 2022 to 10th February, 2025.

II. **Remuneration:**

- (1) **Basic Salary:** Rs. 5,40,000/- (Rupees Five Lakhs Forty Thousand only) per month with such annual increments which will be effective from 1st July each financial year (commencing from 1st July, 2022), as may be approved by the Board of Directors of the Company based on the recommendation/approval of the Nomination and Remuneration Committee.
- (2) **Performance Linked Incentive/Special Allowance:** Such amount as may be considered appropriate from time to time and approved by the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee, for each financial year. The payment may be made on a pro-rata basis monthly/quarterly/half yearly or on an annual basis at the discretion of the Board.
- (3) **Other Allowances, Benefits and Perquisites:** In addition to the Basic Salary, Performance Linked Incentive/Special Allowance as outlined above, the Managing Director & Chief Executive Officer shall be entitled to other allowances, benefits and perquisites as under:
 - (i) **House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary. In addition, the expenditure incurred on furnishings, repairs/upkeep and maintenance, society charges and utilities (e.g. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis.
 - (ii) **Medical Benefits:** Healthcare/medical allowance and reimbursement/payment towards mediclaim/medical insurance premium and Personal Accident Insurance Premium in accordance with the Rules of the Company.
 - (iii) **Leave Travel Allowance/Concession:** For self and family, once in a year, in accordance with the Rules of the Company.
 - (iv) **Club Fees:** Payment/reimbursement of club fees for not more than two clubs in India, excluding admission and life membership fees.
 - (v) **Personal Accident Insurance Premium:** As per Rules of the Company.
 - (vi) **Contribution to Provident Fund, Superannuation Fund and National Pension Scheme:** As per the Rules framed under the Company's relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time.
 - (vii) **Gratuity:** As per Rules of the Company and applicable statutory provisions from time to time.
 - (viii) **Leave Encashment:** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with the Rules of the Company.
 - (ix) **Other Perquisites, Benefits & Allowance(s):** As per Rules of the Company which are applicable to other senior management personnel of the Company unless specifically provided herein and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
 - (x) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites:
 - (a) Provision of Company's Car with driver for official use.
 - (b) Provision of or reimbursement towards telecommunication facilities including internet/broadband connectivity, etc. at the office and residence.

Explanation(s):

- (a) The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory amendment(s), modification(s) or re-enactment(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Income Tax alongwith surcharge and/or cess thereon in respect of above remuneration shall be deducted at source as per the governing provisions of the Income Tax Act, 1961 and rules made thereunder.
- (b) The Company's contribution to provident fund, pension, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure, as per the relevant rules of the Company, shall not be included in the computation of the ceiling on remuneration as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.

- (c) For the purpose of payment of gratuity, Company's contribution to superannuation or annuity fund and leave encashment benefits, the services of Shri Y.S.Lodha will be considered continuous service with the Company from the date he joined the services of associate/sister concern/group company or this Company in any capacity from time to time and termination of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.
 - (d) The Managing Director & Chief Executive Officer shall be entitled to be paid/reimbursed by the Company all travelling, boarding and lodging during business trips, business promotion and other out-of-pocket expenses, costs, charges and expenses as may be incurred by him for the purpose of Company's work as per rules of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses including travelling, boarding and lodging relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time. The Managing Director & Chief Executive Officer would also be entitled to any other benefits or privileges as per Personnel Policies of the Company including but not limited to Social/House loan(s) as per the related rules of the Company as applicable from time to time.
- (4) **Overall Remuneration:** The Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board for the purpose, is entitled to revise the remuneration payable to Shri Y.S.Lodha from time to time, as it may, in its discretion deem fit, subject to compliance with the governing provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in such manner as may be agreed to between the Board and Shri Y.S.Lodha.

III. Other Conditions:

- (a) As long as Shri Y.S.Lodha functions as the Managing Director & Chief Executive Officer of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- (b) Shri Y.S.Lodha, in the capacity of the Managing Director & Chief Executive Officer, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (c) In addition to his present re-appointment as the Managing Director & Chief Executive Officer of the Company, Shri Y.S.Lodha is also serving as the "Managing Director & Chief Executive Officer" of a Promoter Company (Associate) viz. Vindhya Telelinks Limited. He would receive remuneration from the said Promoter Company as well on holding the managerial position of the "Managing Director & Chief Executive Officer", provided that subject to the provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013, the total remuneration drawn by him from both the companies shall not generally exceed the higher of maximum limits admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013.
- (d) Shri Y.S.Lodha as the Managing Director & Chief Executive Officer shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best business interests of the Company and the business of any one or more of its Associates. However, he may hold Directorships in other companies and provide services to other group companies, bodies or institutions or any other executive body or any committee of such companies/bodies or institutions including trust and societies, if permissible under applicable laws.
- (e) The terms and conditions of the Agreement for re-appointment of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company may be altered, varied, modified or amended concerning remuneration payable to him (including salary, Performance Linked Incentive and/or Special Allowance, if any, allowances, perquisites and benefits) as set out herein may be increased/enhanced from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee as it may, at its discretion deem fit.
- (f) The Company shall indemnify Shri Y.S.Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- (g) The Agreement may be terminated by either Party (the Company or the Managing Director & Chief Executive Officer) by giving to other Party six calendar months prior notice in writing of such termination or the Company paying six months remuneration (including allowances and perquisites/benefits and pro-rata performance linked incentive) in lieu of such notice to Shri Y.S.Lodha.
- (h) The said draft Agreement also contains further terms and conditions as to powers and authority of Shri Y.S.Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y.S.Lodha, etc.

The following statement of information for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013.

A. General Information:

1. Nature of Industry:

Manufacturing and marketing of Power Cables and Capacitors and associated turnkey project activities.

2. Date of commencement of Commercial Production:

The Company commenced its commercial production on 16th February, 1964.

3. Financial Performance:

(Rs. in lakhs)

Particulars	2020-21	2019-20	2018-19
Gross Revenue	128,066.56	156,895.69	141,654.86
Earning before Finance Costs, Depreciation and Tax	10,429.68	18,088.84	18,665.80
Finance Costs	6,283.38	7,726.20	6,205.52
Profit before Depreciation and Tax	4,146.30	10,362.64	12,460.28
Depreciation and Amortization	2,634.55	2,253.10	2,138.25
Profit before Tax	1,511.75	8,109.54	10,322.03
Tax Expenses/(Credit)	295.20	1,654.44	3,422.20
Net Profit	1,216.55	6,455.10	6,899.83
Paid-up Equity Share Capital	3,469.83	3,469.83	3,469.83
Earnings Per Equity Share (Rs.)	3.51	18.60	19.89

4. Foreign Investments or Collaborations, if any:

The Company had entered into a Manufacturing Technical Collaboration Agreement (MTCA) with NKT GmbH & Co. KG, Germany on 9th August, 2018 for manufacturing 400 kV Extra High Voltage XLPE Underground Cables at Company's manufacturing facility situated at Satna (Madhya Pradesh), India, in accordance with scope of business operation and other terms and conditions as contained in the MTCA, which continues to remain in force.

The Company has not made or received any foreign investments.

B. Information about the Appointee:

1. Background details:

Shri Y.S.Lodha is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than thirty-five years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers' base. He has a proven track record built over a period of more than thirty-five years of delivering and exceeding objectives by building strong organisations and developing and executing effective go market strategies besides experience in starting and bringing to fruition start-up companies and diversifying into emerging businesses. His strength also includes strong relationship management, international alliances/tie-ups and business development.

2. Past Remuneration:

Basic Salary Rs. 5,40,000/- (Rupees Five Lakhs Forty Thousand only) per month besides House Rent Allowance, perquisites, other benefits and variable Performance Linked Incentive as per approval accorded by the Members of the Company by way of a Special Resolution passed through Postal Ballot on 25th March, 2019 and further increased on yearly basis from the effective date as per authority delegated to the Board of Directors by the members of the Company vide the said Special Resolution.

3. Recognition or awards:

None to mention.

4. Job profile and his suitability:

Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-

enactment(s) thereof), Shri Y.S.Lodha shall be entrusted with substantial powers of management of affairs of the Company read with Explanation to Section 2(54) of the Companies Act, 2013, as amended from time to time. Shri Y.S.Lodha shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him in connection with and in the best interest of the business of the Company.

The profits and overall financial performance of the Company have been improving consistently during the tenure of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company, save and except the financial year(s) 2020-21 and a part of 2021-22, which got impacted consequent to COVID-19 pandemic in terms of lower turnover and profitability. The growth in the Company's operations can, to a large extent, be attributable to the dynamism and relentless efforts of Shri Y.S.Lodha under the guidance of the Board of Directors. Having regard to the qualifications of Shri Y.S.Lodha, competence, experience and level of responsibility held during his career spanning more than thirty-five years in various cable companies all belonging to M.P. Birla Group, he is best suited for the position of the Managing Director & Chief Executive Officer of the Company.

5. Remuneration Proposed:

Please refer to the details given hereinabove and forming part of the Explanatory Statement to the proposed Resolution(s).

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size and nature of business of the Company, qualification, competence and rich & wide experience of Shri Y.S.Lodha as also his longstanding association with M.P. Birla Group for more than thirty-five years and compared to the remuneration packages of similarly placed personnel in comparable other companies and further taking into consideration the financial position of the Company, market trends and industry standards to such similar position, the Nomination and Remuneration Committee accorded its approval for the remuneration as proposed hereinabove.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except the payment of remuneration as proposed and detailed hereinabove as the Managing Director & Chief Executive Officer of the Company, Shri Y.S.Lodha has no other pecuniary relationship with the Company or relationship with any managerial personnel. Shri Y.S.Lodha holds 100 Equity Shares of the Company as qualification shares.

C. Other Information:

1. Reasons for Loss or inadequate Profits:

The Company has achieved the Gross Revenue of ₹ 128066.56 lakhs for the year ended 31st March, 2021 as compared to ₹ 156895.69 lakhs for the previous year ended 31st March, 2020. The Net Profit decreased to ₹ 1216.55 lakhs for the year ended 31st March, 2021 as compared to ₹ 6455.10 lakhs for the previous year ended 31st March, 2020. During the financial year 2020-21, the adverse impact on Company's profitability was due to lower turnover consequent to lockdown and other restrictions imposed by the Government of India and other authorities as a result of COVID-19 pandemic. In addition, the unprecedented upswing in the prices of raw materials, which are international commodities, has eroded the profitability.

2. Steps taken or proposed to be taken for improvement:

To overcome the present hyper competitive and volatile business situation, the Company has taken certain steps such as re-structuring its business strategy by broadening its product base by introducing 400kV cables in the market. In addition, achievements have been made towards better product mix; venturing into turnkey projects both for cables and capacitor banks; optimizing raw material consumption and production cost; rationalization of manpower; and borrowing at cheaper rates, etc. The Company is undertaking vigorous working capital management exercise to reduce the overall borrowings cost. The Company has a large capacity for manufacturing EHV cables and has also augmented its capacity for HV & MV Cables, hence, it is geared to meet the challenges of the growing demand.

3. Expected increase in productivity and profits in measurable terms:

The Company has been constantly expanding and revamping its production facilities by adding sophisticated state-of-the-art Plant and Equipments from renowned global/domestic suppliers to retain its technical leadership and enabling the Company to gear up to meet the new challenges in the highly competitive cable industry with proper balancing of products and technology. Alongside, the Company continues to accord its focused attention on cost reduction, reduction of scrap, revenue/margin improvements in order to have a competitive edge in the market. The Company largely caters to the infrastructural segment which clearly has a robust potential for growth. The Company is geared to capitalise on this opportunity backed by its upgraded/expanded manufacturing facilities with enhanced capacity and latest technology. These accomplishments will go a long way in improving the operational performance and facing the future challenges. However, in the present volatile scenario, it is difficult to predict the profit in measurable terms.

Copy of the resolution(s) passed by the Board of Directors in its meeting held on 10th February, 2022, the draft of the Agreement referred hereinabove is available on the website of the Company: www.unistar.co.in and shall also be available for inspection by the members electronically.

D. Disclosures:

The details of remuneration of all the Directors/Key Managerial Personnel and other information/details, as applicable, are disclosed under the Report of Corporate Governance in the Annual Report.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out terms and conditions of re-appointment of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company. The information/details of Shri Y.S.Lodha pursuant to Secretarial Standard on General Meetings (SS-2) are provided herein as also in the Annexure to this Postal Ballot Notice.

Shri Y.S.Lodha has rich & varied experience in the industry and business and possesses vast expertise and extensive knowledge of the industry in which the Company operates besides impeccable track record of rendering services for more than thirty-five years in various capacities to cable companies all belonging to M.P.Birla Group. It would, therefore, be in the best interests of the business of the Company to re-appoint him as the Managing Director & Chief Executive Officer of the Company. Accordingly, in compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013 and based on the recommendation of the Board & Nomination and Remuneration Committee, approval of the Members is sought by way of an Ordinary Resolution as set out in Item No. 1 of the Notice, for re-appointment and terms of remuneration of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer as set out in the Notice.

Save and except Shri Y.S.Lodha, none of the Directors/other Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Item No. 1 of the Notice. Shri Y.S.Lodha is not related to any other Directors or Key Managerial Personnel of the Company.

The Board recommends an Ordinary Resolution as set out in the Item No. 1 of the Notice for approval of the Members of the Company.

Item No. 2 :

The Board of Directors in its Meeting dated 10th February, 2022 has re-appointed Shri Y.S. Lodha as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for further term of three (3) consecutive years effective from 11th February, 2022 to 10th February, 2025 and has also approved the remuneration, perquisites and other benefits, etc. payable to Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company based on the recommendation/approval of the Nomination and Remuneration Committee, subject to the approval of the members of the Company by way of an Ordinary Resolution, with liberty to the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board for the purpose, to approve annual increments in Basic Salary with consequential increase in allowances, perquisites and benefits, etc. effective from 1st July each financial year and Performance Linked Incentive/Special Allowance for each financial year as considered appropriate from time to time.

Since Shri Y.S.Lodha is functioning in professional capacity and save and except holding of 100 Equity Shares as Qualification Shares in the Company and his interest as "Managing Director & Chief Executive Officer" of a Promoter Company (Associate) viz. Vindhya Telelinks Limited, he is not having any interest in the capital of the Company directly or indirectly through any other statutory structures and not having any direct or indirect interest and is not related to the Directors of the Company, approval of the Members is sought by way of a Special Resolution for payment of remuneration/minimum remuneration in excess of limits prescribed under Section 197, Schedule V or other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in the event of loss or inadequacy of profits in any financial year during his said tenure as the Managing Director & Chief Executive Officer of the Company in compliance with Section 197 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and relevant terms and conditions as contained in Section I to V of Part II of Schedule V to the Companies Act, 2013 to the extent applicable in such case, subject to such further approvals, if so required.

The statement of Information for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 as mentioned under Explanatory Statement of Item No. 1 of this Notice form an integral part of Explanatory Statement for Item No. 2 of the Notice as well and is not being repeated herein for the sake of brevity. This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out terms and conditions of re-appointment of Shri Y.S.Lodha as the Managing Director & Chief Executive Officer of the Company. The information/details of Shri Y.S.Lodha pursuant to Secretarial Standard on General Meetings (SS-2) are provided herein as also in the Annexure to this Postal Ballot Notice.

Save and except Shri Y.S.Lodha, none of the Directors/other Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice. Shri Y.S.Lodha is not related to any other Directors or Key Managerial Personnel of the Company.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the Members of the Company.

ANNEXURE TO THE POSTAL BALLOT NOTICE DATED 10TH FEBRUARY, 2022

Brief Details of the Director seeking re-appointment

[In pursuance of 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 Y.S.Lodha
DIN	00052861
Date of Birth & Age	3 rd April, 1964 / Age : 58 years
Nationality	Indian
Date of First Appointment on the Board of Directors of the Company	11 th February, 2019
Qualifications	Shri Y.S.Lodha is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India.
Experience (including nature of expertise in specific functional areas)/brief resume	Shri Y.S.Lodha is having vast knowledge and rich & varied corporate experience of more than thirty-five years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers' base.
Number of Shares held in the Company	100 equity shares of Rs. 10/- each fully paid-up. (Qualification Shares as per provision contained in the Articles of Association of the Company)
List of Directorships held in other companies *	Chairman - Birla Visabeira Private Limited Managing Director & CEO - Vindhya Telelinks Limited Director - Birla Furukawa Fibre Optics Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	Chairman – Corporate Social Responsibility Committee Birla Visabeira Private Limited Member – Corporate Social Responsibility Committee Birla Furukawa Fibre Optics Private Limited
Name of listed entities from which the person has resigned in the past three years	Nil.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	5 out of 5
Terms and conditions of Re-appointment	Re-appointment as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a further period of three (3) consecutive years with effect from 11 th February, 2022 to 10 th February, 2025.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	Kindly refer Explanatory Statement to the Notice.

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

Registered Office:

P.O. Birla Vikas
Satna – 485 005 (M.P.)

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

(Sudeep Jain)
Company Secretary

10th February, 2022