

UCL/CS/23-24

22 MAR 2024

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street,
Fort,
MUMBAI-400 001

The Manager,
Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
MUMBAI-400 051

Company's Scrip Code: 504212

Company's Scrip Code: UNIVCABLES

Dear Sirs,

Sub: Disclosure of Voting Result – Postal Ballot Notice Dated 9th February, 2024

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Voting Result of the following Resolutions, as set out in Postal Ballot Notice dated 9th February, 2024 is enclosed herewith in the prescribed format together with Scrutiniser's Report on the Postal Ballot including Remote e-Voting.

Item No.	Particulars
1.	Appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company.
2.	Continuation of directorship of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company, on attaining the age of seventy-five (75) years during the tenure of his appointment.
3.	Appointment of Dr. Ananya Ghosh Dastidar (DIN: 10442476) as a Non-Executive Independent Woman Director of the Company.
4.	Appointment of Shri Siddharth Swarup (DIN: 07204764) as a Non-Executive Independent Director of the Company.

The Resolutions as set out in Item No. 1, 3 & 4 are deemed to be passed on Thursday, the 21st March, 2024 (the last date for the Postal Ballot and Remote e-Voting).

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Universal Cables Limited

SUDEEP JAIN

Digitally signed by SUDEEP JAIN
Date: 2024.03.22 10:43:44
+05'30'

**(Sudeep Jain)
Company Secretary**

Encl. As above



ANNEXURE 'A'

UNIVERSAL CABLES LIMITED
VOTING RESULTS (POSTAL BALLOT INCLUDING REMOTE E-VOTING)

Date of the AGM/EGM (Voting Period for the resolutions passed through Postal Ballot and e-Voting)	Postal Ballot including Remote e-Voting Period: (From 9.00 A.M. on Wednesday, 21st February, 2024 till 5.00 P.M. on Thursday, 21st March, 2024)
The date of passing of resolution through Postal Ballot and e-Voting	In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the resolutions as set out in Item No. 1, 3 & 4 are deemed to be passed on Thursday, the March 21, 2024, being the last date fixed by the Company for Postal Ballot including e-Voting.
Total Number of Shareholders on record date (i.e. 16th February, 2024)	15236
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable in case of Postal Ballot
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group Public	Not Applicable in case of Postal Ballot



Resolution 1:		Appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company.									
Resolution required: (Ordinary/ Special)		Special									
Whether promoter/ promoter group are interested in the agenda/ resolution?		No									
Category	Mode Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled			
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	Poll		19218924		9861187	9357737	51.31	48.69			
	Postal Ballot	21472949			2254025	0	100.00	0.00			
	Total		21472949	100.00	12115212	9357737	56.42	43.58			
Public - Institutions	E-Voting		1987973		737192	1250781	37.08	62.92			
	Poll										
	Postal Ballot	2094750	0		0	0	0.00	0.00			
	Total		1987973	94.90	737192	1250781	37.08	62.92			
Public - Non Institutions	E-Voting		4039644		3821888	217756	94.61	5.39			
	Poll										
	Postal Ballot	11127682	2239621		2239621	0	100.00	0.00			
	Total		6279265	56.43	6061509	217756	96.53	3.47			
Total			29740187	85.72	18913913	10826274	63.60	36.40			

Whether resolution is passed or not? (YES/NO)

*YES

* Resolution is deemed to have been passed under sub-regulation (2A) of Regulation 25 of the SEBI (LODR) Regulations.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	0



Resolution 2:	Continuation of directorship of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company, on attaining the age of seventy-five (75) years during the tenure of his appointment.									
Resolution required: (Ordinary/ Special)	Special									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled		
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	Poll		19218924		9861187	9357737	51.31	48.69		
	Postal Ballot	21472949	2254025		2254025	0	100.00	0.00		
	Total		21472949	100.00	12115212	9357737	56.42	43.58		
Public - Institutions	E-Voting		1987973		737192	1250781	37.08	62.92		
	Poll									
	Postal Ballot	2094750	0		0	0	0.00	0.00		
	Total		1987973	94.90	737192	1250781	37.08	62.92		
Public - Non Institutions	E-Voting		4039644		3821832	217812	94.61	5.39		
	Poll									
	Postal Ballot	11127682	2239621		2239621	0	100.00	0.00		
	Total		6279265	56.43	6061453	217812	96.53	3.47		
Total		34695381	29740187	85.72	18913857	10826330	63.60	36.40		

Whether resolution is passed or not? (YES/NO)	NO
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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	0



Resolution 3:		Appointment of Dr. Ananya Ghosh Dashtidar (DIN: 10442476) as a Non-Executive Independent Woman Director of the Company.									
Resolution required: (Ordinary/ Special)		Special									
Whether promoter/ promoter group are interested in the agenda/ resolution?		No									
Category	Mode Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled			
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	Poll		19218924		9861187	9357737	51.31	48.69			
	Postal Ballot	21472949									
Public - Institutions	Total		2254025	100.00	2254025	0	100.00	0.00			
	E-Voting		21472949		12115212	9357737	56.42	43.58			
	Poll		1987973		1987973	0	100.00	0.00			
Public - Non Institutions	Total	2094750	0		0	0	0.00	0.00			
	E-Voting		1987973	94.90	1987973	0	100.00	0.00			
	Poll		4039644		3826931	212713	94.73	5.27			
Total	Total	11127682	2239621	56.43	2239621	0	100.00	0.00			
	E-Voting		6279265		6066552	212713	96.61	3.39			
	Poll		29740187	85.72	20169737	9570450	67.82	32.18			

Whether resolution is passed or not? (YES/NO) *YES

* Resolution is deemed to have been passed under sub-regulation (2A) of Regulation 25 of the SEBI (LODR) Regulations.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	0



Resolution 4:	Appointment of Shri Siddharth Swarup (DIN: 07204764) as a Non-Executive Independent Director of the Company.									
Resolution required: (Ordinary/ Special)	Special									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode Voting	of No. shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	Poll		19218924		9861187	9357737	51.31	48.69		
	Postal Ballot	21472949	2254025		2254025	0	100.00	0.00		
Public - Institutions	Total		21472949	100.00	12115212	9357737	56.42	43.58		
	E-Voting		1987973		751192	1236781	37.79	62.21		
	Poll	2094750	0		0	0	0.00	0.00		
Public - Non Institutions	Total		1987973	94.90	751192	1236781	37.79	62.21		
	E-Voting		4039644		3826681	212963	94.73	5.27		
	Poll	11127682	2239621		2239621	0	100.00	0.00		
Total	Postal Ballot		6279265	56.43	6066302	212963	96.61	3.39		
	Total	34695381	29740187	85.72	18932706	10807481	63.66	36.34		

Whether resolution is passed or not? (YES/NO) *YES

* Resolution is deemed to have been passed under sub-regulation (2A) of Regulation 25 of the SEBI (LODR) Regulations.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	0

For Universal Cables Limited

(Sudeep Jain)
Company Secretary



R.K. Mishra & Associates

Company Secretaries

Shop No. 8 & 9, K.B. Complex, Near Bus Stand, Semariya Chowk, SATNA (M.P.) 485001

CS Rajesh Kumar Mishra

E.: rkmaoffice@gmail.com

M.: 91-9425172829



CS Kishor Kumar Gupta

E.: cskishorgupta@gmail.com

M.: 91-9827784739

Ref.

Date.....

REPORT OF THE SCRUTINISER
[POSTAL BALLOT INCLUDING REMOTE E-VOTING]
[Pursuant to Section 110 of the Companies Act, 2013 read with the
Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman
Universal Cables Limited
P.O. Birla Vikas
Satna - 485005 (M.P.)

**Sub: Scrutiniser's Report on voting through Postal Ballot including
Remote e-Voting – Postal Ballot Notice dated February 9, 2024**

Dear Sir,

1. I, Rajesh Kumar Mishra, Company Secretary in practice was appointed as a Scrutiniser by the Board of Directors of Universal Cables Limited ("the Company") for the purpose of scrutinising the Postal Ballot including Remote e-Voting ("e-Voting") in a fair and transparent manner on the resolutions set out in the Postal Ballot Notice dated February 9, 2024 ("Postal Ballot Notice"), 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 ("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).
2. The Postal Ballot Notice along with Postal Ballot Form was 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 had not registered their e-mail addresses, physical copies were sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope. The voting rights of the Members has been reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on Friday, February 16, 2024 ("cut-off date").



3. 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 Section 108, 110 of the Act read with the rules framed thereunder, the Company has engaged Central Depository Services (India) Limited, ("CDSL") as its agency for providing e-Voting facility to the Members of the Company to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form.
4. The Company has published a Newspaper Advertisement regarding Postal Ballot Notice and e-Voting information on February 20, 2024 in Financial Express (in English) and Nav Swadesh (in Hindi) pursuant to the provisions of the Act and Listing Regulations.
5. The period of voting through Postal Ballot and e-Voting commenced on Wednesday, February 21, 2024 from 9:00 A.M. (IST) and ended on Thursday, March 21, 2024 at 5:00 P.M. (IST).
6. The Physical Postal Ballot Forms received till the time fixed for receiving the same i.e. close of business hours at 5.00 P.M (IST) on Thursday, March 21, 2024 have been considered for my scrutiny after the same were diligently scrutinised by me and reconciled with the records maintained by RTA of the Company as well as the authorisations received from the members of the Company. I did not find any defaced or mutilated Postal Ballot Form.
7. The e-Voting result was unblocked and downloaded from the CDSL website, www.evotingindia.com at 5.18 P.M. on March 21, 2024 in the presence of two witnesses who were not in employment of the Company, viz. Mr. Pushpendra Kumar Kushwaha and Ms. Sudeepta Shrivastava. Data regarding the e-Voting was diligently scrutinised by me.
8. No vote has been polled on 9772 equity shares lying in unclaimed suspense account in respect of which voting rights remain frozen till the rightful owner of such shares claim the shares.
9. The particulars of all physical Postal Ballot forms received from the Members and votes cast through electronic means have been entered in the Register separately maintained for the purpose.
10. The management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules framed thereunder; (ii) MCA and SEBI Circulars; and (iii) the Listing Regulations relating to the Postal Ballot and e-Voting on the resolutions set out in the Notice and (iv) SS-2 issued by the Institute of Company Secretaries of India.
11. My responsibility as a Scrutiniser for the Postal Ballot including e-Voting process is restricted to issue a Scrutiniser's Report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on verification of physical Postal Ballot forms and report generated from the e-Voting system provided by CDSL till the time fixed for receipt of Postal Ballot forms and e-Voting i.e. till 5.00 P.M. on March 21, 2024.
12. I submit herewith the Scrutiniser's Report on the voting result of the Postal Ballot including e-Voting in respect of Resolutions as contained in the Postal Ballot Notice, as hereunder:



Resolution No. 1: As a Special Resolution**Description of Resolution**

APPOINTMENT OF SHRI BACHH RAJ NAHAR (DIN: 00049895) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Mode of Voting	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
E-Voting	210	14420267	57.12	26	10826274	42.88	0	0
Postal Ballot	6	4493646	100.00	0	0	0	0	0
Total	216	18913913	63.60	26	10826274	36.40	0	0

Resolution No. 2: As a Special Resolution**Description of Resolution**

CONTINUATION OF DIRECTORSHIP OF SHRI BACHH RAJ NAHAR (DIN: 00049895) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, ON ATTAINING THE AGE OF SEVENTY-FIVE (75) YEARS DURING THE TENURE OF HIS APPOINTMENT.

Mode of Voting	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
E-Voting	208	14420211	57.12	28	10826330	42.88	0	0
Postal Ballot	6	4493646	100.00	0	0	0	0	0
Total	214	18913857	63.60	28	10826330	36.40	0	0



Resolution No. 3: As a Special Resolution**Description of Resolution**

APPOINTMENT OF DR. ANANYA GHOSH DASTIDAR (DIN: 10442476) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.

Mode of Voting	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
E-Voting	216	15676091	62.09	20	9570450	37.91	0	0
Postal Ballot	6	4493646	100.00	0	0	0	0	0
Total	222	20169737	67.82	20	9570450	32.18	0	0

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

APPOINTMENT OF SHRI SIDDHARTH SWARUP (DIN: 07204764) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Mode of Voting	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
E-Voting	212	14439060	57.19	24	10807481	42.81	0	0
Postal Ballot	6	4493646	100.00	0	0	0	0	0
Total	218	18932706	63.66	24	10807481	36.34	0	0



13. In view of the above voting result, I report that;

- (i) The Resolutions as set out in Item No. 1, 3 and 4 for the appointment of Shri Bachh Raj Nahar, Dr. Ananya Ghosh Dastidar and Shri Siddharth Swarup as the Independent Directors of the Company are deemed to have been passed under sub-regulation (2A) of Regulation 25 of the Listing Regulations since the votes cast in favour of the resolutions exceed the votes cast against the resolutions and the votes cast by the public shareholders in favour of the resolutions exceed the votes cast against the said resolutions; and
- (ii) The Resolution as set out in Item No. 2 has not been approved by the Members of the Company with requisite majority.

14. I have received copy of several emails dated February 25, 2024 from a law firm in respect of three members viz. Societies (collectively referred to as the "Societies") holding 2239621 number of equity shares (having equivalent votes), addressed to Mr. Harsh Vardhan Lodha, a member of the Managing Committee and Trustee of the said Societies, pertaining to circular resolution dated February 22, 2024 moved for approval of the members of the Managing Committee of the Societies, appointing their Authorized Representatives to vote on the resolutions set out in the Postal Ballot Notice dated February 9, 2024. Furthermore, a reply to the aforementioned emails was given by another law firm, representing Shri Harsh Vardhan Lodha, on March 6, 2024, with a copy marked to me.

Thereafter, I have also received emails dated March 12, 2024 and March 13, 2024 from Shri Harsh Vardhan Lodha along with certified copies of resolutions dated February 22, 2024 and February 29, 2024, passed by the Managing Committee of the Societies, with respect to exercise of voting rights for the Postal Ballot. It has also been specifically stated in the resolutions that there will be no voting by electronic means for and on behalf of the Societies in respect of Postal Ballot. This was followed by another emails dated March 20, 2024 from Shri Harsh Vardhan Lodha enclosing therewith copy of Orders dated September 18, 2020, October 1, 2020 and December 14, 2023 passed by the Hon'ble Division Bench of Calcutta High Court. None of the said orders indicates that Mr. Harsh V. Lodha is not a Trustee or Member of the Managing Committee of the Societies, as alleged in the e-mail dated February 25, 2024.

On scrutiny of various documents furnished to me, it appears that the votes have been validly cast by physical means pursuant to the resolution approved by the Managing Committee of such Societies.

With reference to the votes cast by such Societies by way of e-Voting on the basis of resolution approved by the Trustees of such Societies, the documents sought for by me through email dated March 21, 2024 have not been furnished to me. I am therefore not in a position to verify the validity, legality and authenticity of the votes cast by such Societies by way of electronic voting.

I, therefore have not considered the votes cast by e-Voting in respect of the Shares held by the Societies while tabulating the voting results of the Postal Ballot and accepted the votes cast by such Societies by physical means.



15. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the resolutions as set out in Item No. 1, 3 & 4 are deemed to be passed on Thursday, the March 21, 2024, being the last date fixed by the Company for Postal Ballot including e-Voting.
16. The physical and electronic data and all other relevant records relating to Postal Ballot including e-Voting are under my safe custody and will be handed over to Shri Sudeep Jain, Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot Notice.

The result of voting of Postal Ballot including e-voting may be declared accordingly.

Thanking You,



Yours faithfully,
For R.K. Mishra & Associates
(Company Secretaries)

A handwritten signature in black ink, appearing to be "Rajesh Kumar Mishra".

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

Place: Satna (M.P.)
Date: March 22, 2024
UDIN: F005383E003618498



Countersigned by:
For Universal Cables Limited

A handwritten signature in black ink, appearing to be "Sudeep Jain".

(Sudeep Jain)
Company Secretary
M. No.: F-9183