

UCL/SEC/2021-22

24<sup>th</sup> December, 2021

BSE Ltd.  
Corporate Relationship Department,  
1<sup>st</sup> 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 EQ**

Dear Sirs,

**Sub: Disclosure of Voting Result – Postal Ballot Notice Dated 11<sup>th</sup> November, 2021**

Pursuant to the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the details of the voting result of the Postal Ballot conducted through Remote e-Voting process is enclosed herewith in the format prescribed together with Scrutiniser's Report on the e-Voting.

The members of the Company have duly approved the appointment of Shri Kishore Kumar Mehrotra (DIN: 02864045) as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from 11<sup>th</sup> November, 2021.

The Ordinary Resolution set out in Postal Ballot Notice Dated 11<sup>th</sup> November, 2021 has been passed by the Members of the Company with requisite majority. The Resolution is deemed to be passed on Wednesday, the 22<sup>nd</sup> December, 2021 (the last date for e-Voting).

We request you to take the above information on record.

Thanking you,

Yours faithfully,  
**For Universal Cables Limited**



**(Sudeep Jain)**  
**Company Secretary & Compliance Officer**



Encl. As above



**UNIVERSAL CABLES LIMITED**  
**VOTING RESULTS (POSTAL BALLOT BY WAY OF REMOTE E-VOTING)**

Date of the AGM/EGM (Voting period for the resolutions passed through postal ballot and e-voting)	Postal Ballot Remote e-Voting period: (From 9.00 A.M. on Tuesday, 23rd November, 2021 till 5.00 P.M. on Wednesday, 22nd December, 2021)
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 resolution is deemed to be passed on the last date specified by the Company for e-Voting, i.e. Wednesday, the 22nd December, 2021. The date of declaration of voting results is on 24th December, 2021 on the basis of Scrutiniser's Report dated 24th December, 2021.
Total Number of shareholders on record date (i.e. 19th November, 2021)	17663
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable (Resolution passed through Postal Ballot)

<b>Resolution</b>	Appointment of Shri Kishore Kumar Mehrotra (DIN: 02894045) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 11th November, 2021 to 10th November, 2026.
<b>Resolution required: (Ordinary/Special)</b>	Ordinary
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21472949	21206518	98.7592	12115212	9091306	57.1297	42.8703
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		21206518	98.7592	12115212	9091306	57.1297	42.8703
Public-Institutions	E-Voting	675711	577552	85.4732	577552	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		577552	85.4732	577552	0	100.0000	0.0000
Public-Non Institutions	E-Voting	12546721	3447426	27.4767	3196052	251374	92.7084	7.2916
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3447426	27.4767	3196052	251374	92.7084	7.2916
<b>Total</b>		<b>34695381</b>	<b>25231496</b>	<b>72.7229</b>	<b>15888816</b>	<b>9342680</b>	<b>62.9722</b>	<b>37.0278</b>

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

Details of Invalid Votes	
Promoter and Promoter Group	0
Public Institution	0
Public - Non Institutions	2239621

For Universal Cables Limited

  
(Sudeep Jain)  
Company Secretary





# R. K. Mishra & Associates

Company Secretaries

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

CS RAJESH KUMAR MISHRA

E-mail : rkmaoffice@gmail.com

Mob.: 91-9425172829, 9685837829



CS KISHOR KUMAR GUPTA

E-mail: cskishorgupta@gmail.com

Mob.: 91-9827784739

Ref.

**REPORT OF THE SCRUTINISER  
[POSTAL BALLOT THROUGH REMOTE E-VOTING]**

Date .....

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman  
Universal Cables Limited  
Registered Office:  
P.O. Birla Vikas,  
**Satna - 485 005 (M.P.)**

**Sub: Scrutinizer's Report on Remote e-Voting- Postal Ballot Notice Dated 11<sup>th</sup> November, 2021**

Dear Sir,

1. I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutiniser by Universal Cables Limited ("the Company") for the purpose of scrutinising the Postal Ballot conducted through electronic means by way of Remote e-Voting ("e-voting") in a fair and transparent manner on the resolution set out in the Postal Ballot Notice dated 11<sup>th</sup> November, 2021 ("Notice"). The Notice was issued in accordance with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021, issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars"), Regulation 44(1) of the SEBI (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.
2. Pursuant to Sections 108, 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Electronic copy of the Notice, inter alia, alongwith the process of the Remote e-Voting was sent to the shareholders whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, 19<sup>th</sup> November, 2021 ("Cut-Off Date") as received from the Depositories and whose e-mail addresses were registered with the Company/Registrar and Share Transfer Agents ("RTA") of the Company/Depositories.





3. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for providing the Remote e-Voting facility to the shareholders of the Company. The Remote e-Voting commenced on Tuesday, the 23<sup>rd</sup> November, 2021 at 9.00 A.M. (IST) and ended on Wednesday, the 22<sup>nd</sup> December, 2021 at 5.00 P.M. (IST) and the CDSL Remote e-Voting portal was blocked for voting thereafter.
4. The management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) the Listing Regulations relating to Remote e-Voting on the resolution set out in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.
5. My responsibility as a scrutiniser for Remote e-Voting process is restricted to making a Scrutiniser's Report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the e-Voting system provided by Central Depository Services (India) Limited (CDSL) engaged by the Company and papers/documents furnished to me electronically till the time fixed for closing of the Remote e-Voting process i.e. till 5.00 P.M. on 22<sup>nd</sup> December, 2021.
6. I submit herewith the Scrutiniser's Report on the result of the Remote e-Voting for Postal Ballot, based on the report generated from the e-Voting portal of CDSL, scrutinised on test-check basis, and relied upon by me as under:

**Ordinary Resolution- Appointment of Shri Kishore Kumar Mehrotra (DIN: 02894045) as a Non-Executive Independent Director of the Company:**

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
156	15888816	62.97	25	9342680	37.03	3	2239621

(\*) Three members viz. 3 Societies holding 2239621 number of Equity Shares (having equivalent votes) have cast their votes through Remote e-Voting on the basis of a Circular Resolution dated 6<sup>th</sup> December, 2021 passed by the Trustees of such Societies, received by us on 22<sup>nd</sup> December, 2021. However on the same date, we have received a representation letter with a different resolution passed through Circulation on 16<sup>th</sup> December, 2021 by the Managing Committee of such Societies.

Since there are two conflicting set of resolutions received from same Societies i.e. one authorising to vote against and another to vote in favour of the resolution contained in the Postal Ballot Notice dated 11<sup>th</sup> November, 2021 of the Company, we are not in a position to verify the legality, validity, authenticity of both these resolutions and therefore we have not included 2239621 number of votes cast by the said Societies through Remote e-voting in the voting result and the same have been considered as Invalid Votes.





7. Since the number of votes cast in favour is more than the number of votes cast against the resolution as mentioned in the Notice, I report that the Ordinary Resolution as set out in the Postal Ballot Notice dated 11<sup>th</sup> November, 2021 has been duly passed by the Members of the Company with requisite majority.
8. 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 resolution is deemed to be passed on Wednesday, the 22<sup>nd</sup> December, 2021, being the last date fixed for Remote e-Voting by the Company.
9. The electronic data and all other relevant records relating to Remote 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 may be declared accordingly.

Thanking you,

Yours faithfully,

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



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

Date : 24<sup>th</sup> December, 2021  
Place : Satna  
UDIN : F005383C001901783

Countersigned by:

**For Universal Cables Limited**



  
**(Sudeep Jain)**  
**Company Secretary**



**Declaration by witness for Postal Ballot through e-Voting**

We, the undersigned witnesseth that:

1. The Remote e-Voting result/list was unblocked and downloaded from the CDSL portal ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5:45 P.M. on 22<sup>nd</sup> December, 2021 after the conclusion of e-voting period of the Postal Ballot.

Witness 1: Shreya Maheshwari  
Address:- Behind City Kotwali  
Satna, (M.P.)

Shreya

Witness 2: SAKSHI SHRIVASTAVA  
Address: 135 East Dhawari Satna (M.P.)  
485001

Sakshi

Date : 24<sup>th</sup> December, 2021  
Place : Satna



**COUNTERSIGNED BY**  
**For R.K. Mishra & Associates**  
**(Company Secretaries)**

Rajesh Kumar Mishra

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