

Ref : UCL/SEC/2023-24

27th July, 2023

BSE Limited Corporate Relationship Department Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code : 504212	National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Code : UNIVCABLES EQ
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Dear Sir(s),

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

Dear Sir,

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Part A of Schedule III of Listing Regulations, we wish to inform that the Company has entered into a Share Purchase and Shareholders Agreement with Continuum MP Windfarm Development Private Limited ("Target Company") and Continuum Green Energy (India) Private Limited ("Promoter of the Target Company") on 27th July, 2023 at 4:00 P.M. to acquire/purchase 46,00,000 number of fully paid-up Equity Shares / Optionally Convertible Debentures / Compulsorily Convertible Debentures of face value of Rs. 10/- each for cash at par of the Target Company, by making an investment aggregating to Rs. 4.60 Crores.

The details required under Regulations 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are enclosed herewith and marked as Annexure A.

This is for your information and records.

Thanking you,

Yours faithfully,

For UNIVERSAL CABLES LIMITED

SUDEEP JAIN

(Sudeep Jain)
Company Secretary

Digitally signed by SUDEEP JAIN
DN: c=IN, o=Personal, postalCode=462041,
st=Madhya Pradesh,
serialNumber=B6F4344C469D49FC35159343C
79ED7187ECCE099F5AFCC339EC71D98062A7
440, cn=SUDEEP JAIN
Date: 2023.07.27 18:06:21 +0530



Annexure A**Disclosure of acquisition (including agreement to acquire) in terms of Listing Regulations read with Part A Schedule III of the Listing Regulations**

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Continuum MP Windfarm Development Private Limited (“Target Company”) is a private limited company incorporated under the provisions of Companies Act, 2013 with its registered office at 402 & 404, Delphi, C Wing, Hiranandani Business Park, Orchard Avenue, Powai, Mumbai – 400076, Maharashtra, India.</p> <p>The Target Company has Authorised Capital of Rs. 116.00 Crores and Paid-Up Capital of Rs. 84.69 Crores. The financial parameters are as follows: Turnover: Nil (FY 2022-23) Profit (Loss) after Tax : Rs. (0.01) Crores (FY 2022-23) Net worth: Rs. 313.34 Crores* (As on 31st March, 2023) *Net worth includes Optionally Convertible Debentures issued by the Target Company which is part of Promoter Contribution as defined under Financing Documents executed with its Project Lenders.</p>
2.	Whether the acquisition would fall within related party transaction and whether the promoter/ promoter group have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	No. Continuum MP Windfarm Development Private Limited and Continuum Green Energy (India) Private Limited are not related parties to the Company.
3.	Industry to which entity being acquired belongs	Wind Solar Hybrid Power Generation
4.	Objects and effect of acquisition (including but not limited to, disclosure of reasons for acquisition of the target entity, if the business is outside the main line of business of the listed entity)	The Company intends to purchase 4.00 MW green energy from the Target Company through Long Term Open Access (LTOA) / Medium Term Open Access (MTOA) as a captive user under the Intra-state group captive scheme. In order to comply with the requirements of the Electricity Rules, 2005 under group captive user scheme, the Company has entered into a Share Purchase and Shareholders Agreement to make requisite equity investment of Rs. 4.60 Crores.

5.	Brief details of any government and regulatory approvals required for the acquisition	None
6.	Indicative time-period for completion of the acquisition	Acquisition of shares is expected to be completed by August, 2023.
7.	Nature of consideration-whether cash consideration or share swap and details of the same	Cash
8.	Cost of acquisition or the price at which shares being acquired	INR 4.60 Crores
9.	Percentage of shareholding/control acquired and/or number of shares acquired	The Company shall purchase 46,00,000 Equity Shares/Optionally Convertible Debentures / Compulsorily Convertible Debentures of the Target Company from Continuum Green Energy (India) Private Limited (Promoter of the Target Company), equivalent to 1.04% of the diluted equity share capital of the Target Company.
10.	Brief background about the entity acquired in terms of product/line of business acquired date of incorporation, history of last three years turnover, country in which acquired entity has presence and other significant information	<p>Continuum MP Windfarm Development Private Limited is a private limited company and is setting up a 100 MW Wind and 100 MWac Solar Captive power project at Jaora, District Ratlam in the State of Madhya Pradesh ("Plant") under the Group Captive Consumption Model. It has been promoted by Continuum Green Energy (India) Private Limited as a special purpose vehicle with the main objective of setting up and operating the Plant for the purposes of generating and selling energy. Date of incorporation of the Target Company is 2nd July, 2015 and it is having its entire operations within India.</p> <p>Turnover of the Target Company in last three years :</p> <p>FY 2022-23 : Nil FY 2021-22 : Nil FY 2020-21 : Nil</p>