

## Notice

### TO THE SHAREHOLDERS

**NOTICE** is hereby given that the Sixty-Fifth Annual General Meeting of Universal Cables Limited will be held at 11.00 A.M. at the Registered Office of the Company at Birla Vikas, Satna (M.P.) on Tuesday, the 29th June, 2010 to transact the following business :-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ended on that date together with Report of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri S. N. Prasad, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri J. C. Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Dinesh Chanda, who retires by rotation and being eligible, offers himself for re-appointment.
6. (i) To appoint Messrs S.R. Batliboi & Co., Chartered Accountants, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration and reimbursement of out-of-pocket expenses as the Board of Directors may decide, based on the recommendation of the Audit Committee.  
(ii) To appoint Messrs Satish Dhume & Co., Chartered Accountants, Panaji, Goa as Branch Auditors for the Company's Optic Fibre Goa Unit to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration and reimbursement of out-of-pocket expenses as the Board of Directors may decide, based on the recommendation of the Audit Committee.

### SPECIAL BUSINESS:

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

"RESOLVED that pursuant to Section 293 (1)(a), 192A and other applicable provisions, if any, of the Companies Act, 1956 and the rules issued thereunder and subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, and subject to such terms and conditions as may be imposed by them, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") (which term shall be deemed to include any committee constituted by the Board for this purpose) to sell, lease and/or transfer the whole or substantially the whole of the undertaking of the Company viz. Optic Fibre Goa Unit situated at Verna Industrial Estate, Verna, Goa, including but not restricted to the building, land on which the Unit and other associated facilities are situated, plant and machinery, other fixed assets, fixtures, current assets, insurance policies, permits, approvals, benefits, intellectual properties and other intangibles pertaining to the aforesaid Unit etc., together with the infrastructure, facilities, auxiliaries and utilities attached thereto, to Birla Furukawa Fibre Optics Limited, on such terms and conditions including consideration, as the Board may deem fit.

FURTHER RESOLVED that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion, in the best interest of the Company, for the purpose of giving effect to the Resolution for sale, lease and/or transfer of the Company's Optic Fibre Goa Unit at Verna Industrial Estate, Verna, Goa, and for matters connected herewith and incidental hereto, including but not restricted to negotiating and finalising the terms and conditions including consideration as well as the methods and modes of transfer of the Unit and to finalise and execute all the required documents including agreements, memoranda, deeds of assignment/conveyance and other documents, with such modifications as may be required from time to time and to decide on all questions and issues as may arise in implementation of the aforesaid Resolution."

By order of the Board

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

**Pankaj Kalani**  
President (Commercial) & Secretary

11th May, 2010



**NOTES:**

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/Proxies are requested to deposit the duly filled in and signed Attendance Slips attached herewith for attending the meeting.
4. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 23rd June, 2010 to Tuesday, the 29th June, 2010 (both days inclusive).
5. The Members are requested to notify immediately the changes, if any, in their registered addresses along with PIN CODE Number -
  - ❖ to their Depository Participants in respect of equity shares held in electronic form (Demat Account); and
  - ❖ to the Company or its Registrar and Share Transfer Agents viz. M/s Link Intime India Pvt. Ltd. (Unit: Universal Cables Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 in respect of equity shares held in physical form.
6. Dividends which remain unclaimed/unencashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account, will be transferred by the Company to Investor Education & Protection Fund (IEPF) pursuant to the provisions of Section(s) 205A and 205C of the Companies Act, 1956. Further, under the provisions of Section 205C of the Companies Act, 1956, no claims by the shareholders shall lie against the IEPF or the Company for the Unclaimed Dividend transferred to IEPF. Members who have so far not encashed their dividend warrants for the year ended 31st March, 2005 onwards, are therefore requested immediately to write to the Company or Company's Registrar and Share Transfer Agents viz. M/s Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed Dividend Warrant, if any.
7. Additional information pursuant to Clause 49 of the Listing Agreement(s) with Stock Exchanges on Directors recommended for appointment or re-appointment at the forthcoming Annual General Meeting, are given in the Annexure to the Notice.
8. Members are requested to address all their correspondences including Dividend related matters to the Registrar and Share Transfer Agents, M/s Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
9. Members who are holding shares in electronic mode are requested to ratify/update their Bank Account details immediately with their respective Depository Participants for availing the ECS facility for receiving dividend.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM No. 7**

With a view to concentrate on the core business segment of the Company i.e. power cables & capacitors, the Company proposes to sell, lease and/or transfer the whole or substantially the whole of the undertaking of the Company viz. Optic Fibre Goa Unit situated at Verna Industrial Estate, Verna, Goa together with the infrastructure, facilities, auxiliaries and utilities attached thereto to Birla Furukawa Fibre Optics Limited, a Joint Venture Company.

According to the provisions of Section 293(1)(a) of the Companies Act, 1956, a sale, lease or disposal in any other manner of the whole or substantially the whole of the undertaking requires the consent of the shareholders.

Further as per Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders for the above purpose is required to be obtained by means of a postal ballot for which shareholders have been informed separately.

The Board recommends the approval of the proposed resolution.

Shri. H. V. Lodha, Director of the company is also Director on the Board of the said Joint Venture Company. The Directors of the Company may be deemed to be concerned or interested in the resolution as set out in the Notice pursuant to Section 192A of the Companies Act, 1956 to the extent of shares held by them in the Company.

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

By order of the Board

11th May, 2010

**Pankaj Kalani**  
President (Commercial) & Secretary

**ANNEXURE OF NOTICE**

Details of Directors seeking appointment/re-appointment in the ensuing Annual General Meeting scheduled to be held on 29th June, 2010.

<b>Name of Director</b>	<b>Shri S. N. Prasad</b>
<b>Date of Birth</b>	12.07.1917
<b>Date of Appointment</b>	05.05.2004
<b>Expertise in specific functional areas</b>	He did his graduation in Commerce from Allahabad University in 1940. He also passed the professional course of Company Secretaries and he is now a Fellow of Institute of Company Secretaries of India (FCS). For one year i.e. 1940-41 he worked with a Tata Concern in Patna and thereafter he joined Birla Jute Mfg. Co. Ltd. in 1941 (Former name of Birla Corporation Ltd.), a M.P. Birla Group Company. He commenced his career under the supervision and overall control of late Syt. M.P. Birla. He was President of Birla Corporation Ltd. At present he is a wholetime Director of The Punjab Produce & Trading Co. Pvt. Ltd., an Investment Company of M.P. Birla Group and he is still continuing in service of this Group. In addition to the said The Punjab Produce & Trading Co. Pvt. Ltd. he is Director of many Companies under M.P. Birla Group of Companies and also Trustees of many Trusts and Societies under the same Group.
<b>List of other Directorships held*</b>	Birla Buildings Limited Mazbat Tea Estate Limited Punjab Produce Holdings Limited Mazbat Trading Company Birla Financial Corporation Limited Express Dairy Company Limited
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	None
<b>Chairman/Member of the Committee of the Board of Directors of other Public Companies</b>	Member – Audit Committee of Punjab Produce Holdings Limited
<b>Shareholding of the Non-Executive Director</b>	100 Shares
<b>Relationship between Directors inter-se</b>	None

<b>Name of Director</b>	<b>Shri J. C. Sharma</b>
<b>Date of Birth</b>	03.07.1944
<b>Date of Appointment</b>	27.10.2006
<b>Expertise in specific functional areas</b>	He began his professional career as a Commissioned Officer in the Indian Army (1967-72) and was awarded with the "Sena Medal" for Gallantry in 1971 Indo-Pak War. He joined the elite Indian Foreign Service in 1972 and has served as First Secretary (Consular & Political) and First Secretary (Commercial) in the Indian Embassies in Tokyo and Jakarta respectively. A brilliant Organizer, he was Director (Protocol) for the 7th Non-Aligned Summit and the Commonwealth Heads of Government Meeting in Delhi in the year 1983. First Foreign Service Officer to be deputed as Joint Secretary Defence Exports; he prepared the blue print for Defence Exports from India and for first Aero India in Bangalore. He also served on the Board of Bharat Earth Movers Ltd. (BEML), a large public sector undertaking manufacturing defence and earth moving equipment and railway coaches. He has served as Secretary, External Affairs and Member Secretary of the High Level Committee on Indian Diaspora. He was the brain behind the idea of celebrating 'Pravasi Bhartiya Divas' and organized first two Pravasi Divas in Delhi. He was advisor in the PHD Chamber of Commerce during its centenary year January, 2005 to January, 2006.



<b>List of Other Directorships held*</b>	None
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Chairman - Share Transfer and Shareholders'/Investors' Grievance Committee Member - Audit Committee
<b>Chairman/Member of the Committee of the Board of Directors of other Public Companies</b>	None
<b>Shareholding of the Non-Executive Director</b>	100 Shares
<b>Relationship between Directors inter-se</b>	None

<b>Name of Director</b>	<b>Shri Dinesh Chanda</b>
<b>Date of Birth</b>	26.10.1936
<b>Date of Appointment</b>	23.05.2007
<b>Expertise in specific functional areas</b>	After doing B.Sc from BHU in 1955, he did B.E (Electrical) from University of Roorkee in 1958. He is a Life Member of Institution of Engineers (I) and also of Indian Institute of Welding. He is a Chartered Engineer (I) since July, 1995. In his professional career spanning over 46 years upto February, 2006, he contributed in Govt./PSU and Private Sector Industries. He started with Tata Power Co. Ltd., Bombay and moved to U.P. State Electricity Board in a Hydel power project. Later on he held various positions in Bharat Heavy Electricals Ltd. and participated in technology transfer and absorption from Siemens, Germany for manufacture of 200 MW/500 MW thermal sets. He has been exposed to Production, Planning and Control of Electrical Machines for 1½ years at USSR and Germany. He moved to Heavy Engineering Corporation Ltd., Ranchi and was Director on the Board for 6½ years. During his tenure, technology transfer in latest steel making techniques with SMS, Germany and heavy coal mining machinery from USA & U.K. and other equipment were absorbed. After this, he had a long stint in cement production. Optimising energy consumption, introducing systems and debottlenecking for enhanced capacity was his key contribution. Throughout his career he has been an enabling, empowering and charismatic personality.

<b>List of other Directorships held*</b>	None
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Member - Audit Committee Member - Share Transfer and Shareholders'/Investors' Grievance Committee
<b>Chairman/Member of the Committee of the Board of Directors of other Public Companies</b>	None
<b>Shareholding of the Non-Executive Director</b>	150 Shares
<b>Relationship between Directors inter-se</b>	None

\*Number of other Directorships held by the Directors, as mentioned above, do not include Alternate Directorships and Directorships held in foreign companies, companies under Section 25 and Indian Private Limited Companies besides trustees/membership of Managing Committees of various trusts and other bodies, and are based on the latest declarations received from the Directors. The details of Committee Membership/Chairmanship is in accordance with revised Clause 49 of the Listing Agreements and reflects the Membership/Chairmanship of the Audit Committee and shareholders'/Investors' Grievance Committee alone of all other Public Limited Companies.