

ANNUAL REPORT 2017 - 18



UNIVERSAL CABLES LIMITED

»» *Creating Milestones*



UNISTAR[®]
Cables & Capacitors



Syt. Madhav Prasadji Birla
(1918-1990)



Smt. Priyamvadaji Birla
(1928-2004)



Syt. Rajendra Singhji Lodha
(1942-2008)

Our source of Inspiration

UNIVERSAL CABLES LIMITED

ANNUAL REPORT 2017-18

DIRECTORS

SHRI HARSH V. LODHA
SHRI S.S. KOTHARI
SHRI S.C. JAIN
SHRI DINESH CHANDA
SHRI B.R. NAHAR
DR. KAVITA A. SHARMA
SHRI DILIP GANESH KARNIK

Chairman

AUDIT COMMITTEE

SHRI DINESH CHANDA
SHRI S.S. KOTHARI
SHRI S.C. JAIN

Chairman

MANAGER & CHIEF EXECUTIVE OFFICER

Shri Y.S.LODHA

MANAGEMENT TEAM

SHRI AMITAVA BOSE
SHRI S.C.VAIDYA
SHRI TARUN CHUGH
SHRI PRASANTA PANDIT
SHRI OM PRAKASH PANDEY

Chief Operating Officer
Chief Technical Officer
Chief Marketing Officer
Chief Financial Officer
Company Secretary

AUDITORS

V. SANKAR AIYAR & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

BANKERS

STATE BANK OF INDIA
IDBI BANK LTD.
RBL BANK LTD.
DEUTSCHE BANK
HDFC BANK LTD.

REGISTERED OFFICE

P.O. BIRLA VIKAS,
SATNA - 485 005 (M.P.), INDIA
PHONE : +91 7672 257121-27, 414000
FAX : +91 7672 257129, 257131
E-mail : headoffice@unistar.co.in
Website : www.unistar.co.in
CIN : L31300MP1945PLC001114

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UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114

Registered Office:

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

Phone: (07672) 257121 to 257127 • Fax: (07672) 257131

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

NOTICE OF SEVENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Third Annual General Meeting of the Members of Universal Cables Limited will be held on Tuesday, the 31st July, 2018 at 10.30 A.M. at the Registered Office of the Company at P.O. Birla Vikas, Satna - 485 005 (M.P.) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Shri Dilip Ganesh Karnik (DIN: 06419513), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th November, 2017 pursuant to Section 161 of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
5. 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 and 203 read 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 (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Shri Y.S.Lodha be and is hereby re-appointed as the Manager & Chief Executive Officer of the Company for a further period of three (3) years effective from 15th May, 2018 to 14th May, 2021, upon 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 described under 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 the tenure of his re-appointment), to be entered into between the Company and Shri Y.S.Lodha and submitted for approval to this Meeting, which Agreement is hereby specifically approved.

FURTHER RESOLVED that 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) 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 April, each financial year and Performance Linked Bonus/Special Allowance for each financial year as considered appropriate from time to time notwithstanding the fact that the overall remuneration may exceed the limits prescribed for managerial remuneration under the applicable provisions of the Companies Act, 2013 and Schedule V appended thereto, as amended from time to time subject to requisite approval, if any, or otherwise as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Meeting and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement and/or remuneration, perquisites and benefits payable, as may be agreed to between the Board and Shri Y.S.Lodha, subject to such approval to the extent and in the manner as may be required.

FURTHER RESOLVED that the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

6. 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 Section(s) 185, 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, governing provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Articles of Association of the Company, all other provisions of applicable laws, rules and regulations and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company

(which expression shall be deemed to include a Committee thereof) to give/issue guarantee(s) or provide any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made (including other incidental obligations thereunder) for its principal business activities by Birla Furukawa Fibre Optics Private Limited (BFFOPL), a joint venture company, for an amount not exceeding in aggregate ₹ 100 Crores (Rupees One Hundred Crores only) notwithstanding that the aggregate of the guarantee(s) to be given or security to be provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

FURTHER RESOLVED that the Board of Directors of the Company or a Committee thereof or any of their delegates, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to giving/issuing any guarantee(s) or providing any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made by BFFOPL from its Bankers/Lenders, sign and execute such deeds, agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

7. 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 Regulation 23 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto, all other provisions of applicable laws, rules and regulations and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall deemed to include a Committee thereof) to enter into agreement(s)/contract(s)/arrangement(s)/transaction(s) with Birla Furukawa Fibre Optics Private Limited (BFFOPL), a joint venture company, being a Related Party as defined under the Companies Act, 2013 and Listing Regulations, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carrying out/availing job work, availing/rendering of marketing and other services, leasing or sub-leasing of land and factory buildings/office premises/godowns/facilities, reimbursement and/or recovery of cost or other obligations, giving/issuing guarantee(s) or providing any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made (including other incidental obligations thereunder) by BFFOPL or any other transaction, the value of which either singly or all taken together shall not exceed in aggregate ₹ 200 Crores (Rupees Two Hundred Crores only) per financial year, on such terms and conditions as may be mutually agreed between the Company and BFFOPL.

FURTHER RESOLVED that the Board of Directors of the Company or a Committee thereof or any of their delegates, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things in relation to above and approve the aforesaid agreements/contracts/arrangements/transactions including giving/issuing any guarantee(s) or providing any security in connection with any loan taken/to be taken and/or credit facilities availed/to be availed or borrowings made/to be made by BFFOPL from its Bankers/Lenders and sign and execute such deeds, agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

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

"RESOLVED that pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes thereon and reimbursement of out of pocket expenses as fixed by the Board of Directors and to be paid to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369) who are appointed as Cost Auditors of the Company by the Board of Directors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2019, be and is hereby ratified and approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution."

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

By Order of the Board of Directors
for Universal Cables Limited

(Om Prakash Pandey)
Company Secretary

23rd May, 2018

NOTES FOR MEMBERS' ATTENTION

1. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
2. Members of the Company had approved appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants, as the Statutory Auditors at the 72nd (Seventy Second) Annual General Meeting of the Company held on 24th July, 2017 for a term of five (5) consecutive years. The amended provisions of the Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 by the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, omitted the provisions relating to annual ratification of the Auditors with effect from 7th May, 2018. As such, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, M/s V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W) hold office for a consecutive period of five (5) years until the conclusion of 77th (Seventy Seventh) Annual General Meeting of the Company to be held for the financial year 2021-22 without following the requirement of ratification of their appointment every year.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty eight (48) hours before the time fixed for commencement of the Meeting, i.e. by 10.30 A.M. on 29th July, 2018.

A person shall not act as Proxy on behalf of members for more than fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend the Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in dematerialised form are requested to bring their DP I.D. and Client I.D. for easier identification of attendance at the Meeting.
5. During the period beginning twenty four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 25th July, 2018 to Tuesday, the 31st July, 2018 (both days inclusive) for the purpose of the Meeting and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
7. If the dividend as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on or before 29th August, 2018 as under:-
- To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on 24th July, 2018; and
 - To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 24th July, 2018.

However, payment of dividend on 27,05,553 equity shares allotted under the Category ‘C’ of the Basis of Allotment in terms of Letter of Offer dated 14th September, 2015 concerning the Rights Issue, in respect of which an order of status quo passed by the Hon’ble High Court of Delhi is presently operative, shall be in accordance with further order of the Hon’ble Court.

8. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agents will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents.
9. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
- the change in the residential status on return to India for permanent settlement; and
 - the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. The Company has transferred ₹ 10,71,738/- being the unpaid and unclaimed dividend amount for the year 2009-10 on 6th September, 2017 to the Investor Education and Protection Fund of the Central Government. Members who have so far not encashed their dividend warrants for the year ended 31st March, 2011 are requested to write to the Company or its Registrar & Share Transfer Agents, viz. M/s Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant. The details of such unpaid and unclaimed dividends has been uploaded on the Company's website www.unistar.co.in.
- During the year ended 31st March, 2018, the Company has transferred 302217 equity shares to the Investor Education and Protection Fund (IEPF) Authority in compliance of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
11. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2017-18 of the Company are being sent by email to all the members whose e-mail addresses (IDs) are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard/physical copy of the same. For

members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members, who wish to update or register their e-mail addresses with the Company or with the Depository Participants, may use the Form for updation/registration available and can be downloaded from the Company's website: www.unistar.co.in. The Annual Report 2017-18 circulated to the Members of the Company will also be made available on the Company's website, www.unistar.co.in.

12. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
13. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE279A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar & Share Transfer Agents.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar & Share Transfer Agents.
15. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Directors/Manager & Chief Executive Officer seeking appointment/re-appointment at the Meeting are furnished in the Annexure to the Notice and forms part of the Notice. The Directors have furnished the requisite consent/declaration for their appointment/re-appointment.
16. Messers Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 continue to act in the capacity of Registrar & Share Transfer Agents for physical shares of the Company. Messers Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences to the said Registrar & Share Transfer Agents.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Meeting and as such all business may be transacted through remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot/polling paper shall also be made available at the Meeting and members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
18. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Friday, the 27th July, 2018 at 9.00 a.m. and ends on Monday, the 30th July, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 24th July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders/Members.
 - (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Universal Cables Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. 24th July, 2018. However, voting rights with respect to 27,05,553 equity shares allotted under the Category 'C' of the Basis of Allotment in terms of Letter of Offer dated 14th September, 2015 concerning the Rights Issue, in respect of which an order of status quo passed by the Hon'ble High Court of Delhi is presently operative, shall be in accordance with further order of the Hon'ble Court.
20. The Company has appointed Shri Rajesh Kumar Mishra, Partner of M/s. R.K. Mishra & Associates, Company Secretaries in whole time practice or failing him Shri Prashant Nayak, Partner of M/s. Pradeep Nayak & Co., Chartered Accountants in whole time practice, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
21. The Company has appointed Shri Rajesh Kumar Mishra, Partner of M/s. R.K. Mishra & Associates, Company Secretaries in whole time practice and Shri Prashant Nayak, Partner of M/s. Pradeep Nayak & Co., Chartered Accountants in whole time practice, as Scrutinizers to scrutinize the voting through ballot/poll process at the Meeting in a fair and transparent manner.
22. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizers, by use of Ballot/Polling Paper for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
23. The Scrutinizer(s) shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
24. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The results declared, alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.unistar.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 23rd May, 2018:

Item No. 4

The Board of Directors at its Meeting held on 15th November, 2017 has, based upon recommendation of the Nomination and Remuneration Committee, appointed Shri Dilip Ganesh Karnik (DIN: 06419513) as an Additional Director of the Company with effect from 15th November, 2017. Pursuant to Section(s) 149 and 161 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 140 of the Articles of Association of the Company, he holds office as such upto the date of this Annual General Meeting of the Company.

The Nomination and Remuneration Committee at its Meeting held on 23rd May, 2018, recommended the appointment of Shri Dilip Ganesh Karnik as a Director of the Company, liable to retire by rotation. The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Dilip Ganesh Karnik for the office of Director of the Company.

Shri Dilip Ganesh Karnik is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The information/details of Shri Dilip Ganesh Karnik pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in the Annexure to the Notice.

Save and except Shri Dilip Ganesh Karnik, being an appointee, none of the other Directors/Manager/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice. The relatives of Shri Dilip Ganesh Karnik may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Shri Dilip Ganesh Karnik is not related to any Director of the Company.

The Board commends the Ordinary Resolution set out at Item No.4 of the accompanying Notice for approval of the Members of the Company.

Item No. 5

The Members at the Annual General Meeting of the Company held on 24th July, 2015, had appointed Shri Y.S.Lodha as Manager & Chief Executive Officer of the Company for a period of three (3) years with effect from 15th May, 2015 to 14th May, 2018. Having regard to the qualifications, experience and association of Shri Y.S.Lodha with the Company and considering the overall performance of the Company and its growth during his tenure, the Board of Directors ("the Board") upon the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 7th February, 2018 has, subject to the approval of Members, re-appointed Shri Y.S.Lodha as the Manager & Chief Executive of the Company for a further period of three (3) years effective from 15th May, 2018 to 14th May, 2021. The Board has also approved the remuneration, perquisites and other benefits payable to Shri Y.S.Lodha as the Manager & Chief Executive Officer based on the approval of the Nomination and Remuneration Committee. The broad particulars of remuneration, perquisites and other benefits payable to and other principal terms and conditions of 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) years with effect from 15th May, 2018 to 14th May, 2021.

II. Remuneration:

- (1) **Basic Salary:** ₹ 4,05,000/- (Rupees Four Lakhs Five Thousand only) per month with such annual increments which will be effective from 1st April each financial year, 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 Bonus/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.
- (3) **Allowances and Perquisites:** In addition to the Basic Salary and Performance Linked Bonus/Special Allowance as outlined above, the Manager & Chief Executive Officer shall be entitled to allowances and perquisites/benefits as under:
 - (i) **House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary. In addition, the expenditure incurred on furnishing, 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:** Payment/reimbursement of medical expenses incurred for self and family (including premium paid on mediclaim/health insurance policies, whether in India or abroad) in accordance with the Rules of the Company.
 - (iii) **Leave Travel Allowance/Assistance:** 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 one club in India, excluding admission and life membership fees.
 - (v) **Personal Accident Insurance Premium:** As per Rules of the Company.
 - (vi) **Contribution to Provident Fund and Superannuation Fund:** As per the Rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time.
 - (vii) **Contribution to National Pension Scheme (NPS):** Contribution to NPS subject to a maximum of 10% of the Basic Salary, if permissible, as per Rules of the Company.