



BIRLA CABLE LIMITED

CIN:L31300MP1992PLC007190

Registered Office:

UdyogVihar, P.O.Chorhata, Rewa-486 006 (M.P.), India

Telephone No. (07662) 400580 • Fax No. (07662) 400680

Email: headoffice@birlacable.com • Website: www.birlacable.com

POSTAL BALLOT NOTICE

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and such other 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, for seeking consent/assent of the members of the Company by means of Postal Ballot or voting through electronic means ("Remote E-Voting") on the Resolutions set out in this Notice.

Voting through Postal Ballot/ remote E-Voting shall commence from Sunday, 24th February, 2019 at 9:00 A.M. (IST) and ends on Monday, 25th March, 2019 at 5:00 P.M. (IST). The scrutinizer's decision on the validity of votes shall be final. The members can opt only one mode for voting i.e. either physical ballot or E-Voting. If a member has opted for E-Voting, then such member should not vote by physical ballot and vice versa. However, in case member(s) cast their vote both via physical ballot and E-Voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first.

Shareholders desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of Postal Ballot Form.
- Send duly filled Postal Ballot Form to the Scrutinizer on or before 5:00 P.M. (IST) on 25th March, 2019.

Shareholders desiring to exercise their vote by E-Voting:

- Read carefully the Point no. 8 of the "NOTES FOR MEMBERS' ATTENTION" given on the Postal Ballot Notice.
- Voting shall be closed by CDSL on 25th March, 2019 at 5:00 P.M. (IST).

In accordance with 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 contained in this Postal Ballot Notice shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting i.e. Monday, the 25th March, 2019, if approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

1. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri R.C. Tapuriah (DIN: 00395997), who was appointed as an Independent Director of the Company and who holds office as such upto 31st March, 2019 is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, i.e. with effect from 1st April, 2019 to 31st March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution."

2. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Aravind Srinivasan (DIN: 00088037), who was appointed as an Independent Director of the Company and who holds office as such upto 31st March, 2019 is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, i.e. with effect from 1st April, 2019 to 31st March, 2024.
FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”
3. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Arun Kishore (DIN: 00177831), who was appointed as an Independent Director of the Company and who holds office as such upto 31st March, 2019 is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, i.e. with effect from 1st April, 2019 to 31st March, 2024.
FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”
4. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri K. Raghuraman (DIN: 00320507), who was appointed as an Independent Director of the Company and who holds office as such upto 31st March, 2019 is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, i.e. with effect from 1st April, 2019 to 31st March, 2024.
FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”
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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the

Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members of the Company be and is hereby accorded for continuation of the Directorship of Shri D. R. Bansal (DIN: 00050612), as the non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that Shri D. R. Bansal is above seventy five (75) years of age.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

Registered Office:

UdyogVihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board
For Birla Cable Ltd.

Somesh Laddha
Company Secretary

12th February, 2019

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 12th February, 2019, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item(s) of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. The Electronic Copy of the Postal Ballot Notice is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address(es), physical copy of the Postal Ballot Notice is being sent in the permitted mode. In this regard, the Members whose names appear in the Register of Members/List of Beneficial Owners as per the record of Depositories as on 15th February, 2019 i.e. cut-off date has been enrolled by the Company for participation in voting on resolutions placed by the Company on the voting system. Any person who is not a Member of the Company as on the cut-off date should treat this Notice for information purpose only. The voting shall be reckoned in proportion to a Member's share of voting right on the paid up equity share capital of the Company as on the said cut-off date. Members who have registered their e-mail IDs for receipt of documents in electronic mode, have been sent a weblink for Postal Ballot Notice and Postal Ballot Form alongwith their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Members who wish to vote through Postal Ballot Form can download the same from the weblink. Members have an option to cast their votes either through e-voting or through Postal Ballot Form. Members, who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein.
3. Only those Members who are eligible to vote on the proposed special resolutions are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company.
4. The Company has appointed Shri Rajesh Kumar Mishra, Wholetime Practicing Company Secretary (Membership No.FCS 5383 and C.P. No.4433) as Scrutinizer and if he is unable to act as such for any reason whatsoever, Shri R. S. Bajaj, Wholetime Practicing Company Secretary (Membership No. ACS 3370 and C.P. No.7058) shall act as the Scrutinizer for conducting the voting process and submitting a consolidated Scrutinizer's Report thereon in accordance with the applicable law/regulation in a fair and transparent manner.
5. The Members voting through physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on the Postal Ballot Notice and return the completed Form along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before **25th March, 2019 upto 5.00 p.m.**, the last date of receipt of the completed Postal Ballot Form. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expense of the registered Member on or before **25th March, 2019 upto 5.00 p.m.** will also be accepted. The same must be sent to the Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, Link Intime India Pvt. Limited (Unit :Birla Cable Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
6. The Members who do not receive the Postal Ballot Form may apply to the Company or Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd. (Unit: Birla Cable Limited), C-101, 247, Park, L.B.S. Marg,

Vikhroli (West), Mumbai - 400083 and obtain a duplicate thereof. The Postal Ballot Form may also be downloaded from the Company's website www.birlacable.com.

7. 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members holding equity shares in demat form and in physical form, to exercise their right to vote on the Resolutions as contained in the Postal Ballot Notice by way of electronic voting/remote e-voting to enable Members of the Company to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to Members of the Company. It may be noted that remote e-voting is optional. Please carefully read and follow up instructions on remote e-voting printed in this Postal Ballot Notice. In case member(s) cast their vote both via physical ballot and remote E-Voting, then voting done through remote e-voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. The e-voting facility is available at www.evotingindia.com. Please refer to the instructions given for e-voting in the following paragraph of this Postal Ballot Notice for the purpose and manner in which the e-voting is to be carried out.

8. The instructions for members voting electronically are as under:

- (i) The voting period begins on Sunday, the 24th February, 2019 at 9.00 A.M. (IST) and ends on Monday, the 25th March, 2019 at 5.00 P.M.(IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th February, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members 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 Postal Ballot / 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 Birla Cable 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 changed 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 users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
 - (xix) Note for Non – Individual Members and Custodians
 - (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) 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.
 - (d) 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.
 - (e) A scanned copy of the Board Resolution and/or 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.
9. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit a Consolidated Scrutinizer’s Report to the Chairman or Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by the Director or Company Secretary of the Company on 27th March, 2019 at 5.00 p.m., at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company’s equity shares are listed and shall also be displayed along with the Scrutinizer’s Report on the Company’s website www.birlacable.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS (RESOLUTION NOS. 1, 2, 3, 4 AND 5) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED 12TH FEBRUARY, 2019 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER INCLUDING THE STATUTORY AMENDMENT(S), MODIFICATION(S) AND RE-ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE

Item Nos. 1 to 4

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, Shri R.C.Tapuriah (DIN: 00395997), Dr. Aravind Srinivasan (DIN: 00088037), Shri Arun Kishore (DIN: 00177831) and Shri K. Raghuraman (DIN: 00320507) were appointed as the Independent Directors of the Company to hold office for a term of five (5) consecutive years with effect from 1st April, 2014 to 31st March, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

As per the provisions of Section 149 of the Act read with the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, an Independent Director shall hold office as such for a term upto five (5) consecutive years on the Board of Directors of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in the Directors' Report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms. Further, as per amended provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), which is effective from 1st April, 2019, a person who has attained the age of seventy five years can continue as non-executive director in a listed Company, provided approval of its members is obtained by way of special resolution and justification for appointing such a person is indicated in the explanatory statement. As per provisions of Section 149(13) read with explanation to Sections 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

Pursuant to the recommendations of the Nomination and Remuneration Committee, inter alia, based on performance evaluation of Independent Directors, the Board of Directors of the Company at its meeting held on 12th February, 2019, has recommended for re-appointment of Shri R.C.Tapuriah, Dr. Aravind Srinivasan, Shri Arun Kishore and Shri K.Raghuraman as Independent Directors of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 12th February, 2019, placed on record that the above Independent Directors are highly renowned professionals drawn from diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board's decision making process. The Company, its Board of Directors and various Committees of the Board have immensely benefitted from their vast experience, knowledge and strategic insights on various matters relating to the Company's business. In this backdrop and also taking into account the performance evaluation besides recognizing enormous contribution of the said Independent Directors in the functioning and performance of the Company over the years, the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, recommends that it will be in the interest of the Company to re-appoint them as Independent Directors of the Company for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

Shri R.C. Tapuriah, Dr.Aravind Srinivasan, Shri Arun Kishore and Shri K. Raghuraman have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further as per the declarations received by the Company, Shri R.C. Tapuriah, Dr.Aravind Srinivasan, Shri Arun Kishore and Shri K. Raghuraman are not disqualified to be re-appointed as Directors in terms of Section 164 of the Act and given their consent (individually and severally) to act as Director.

The Company has received notice(s) in writing from member(s) under Section 160 of the Companies Act, 2013 proposing the candidature of each of Shri R.C. Tapuriah, Dr. Aravind Srinivasan, Shri Arun Kishore and Shri K. Raghuraman, for the office of Director of the Company.

In the opinion of the Board, Shri R.C. Tapuriah, Dr. Aravind Srinivasan, Shri Arun Kishore and Shri K. Raghuraman fulfils the conditions for re-appointment as Independent Directors of the Company as specified under the Act read with the Rules framed thereunder and the Listing Regulations.

Brief profiles of aforesaid Independent Directors proposed to be re-appointed including nature of their expertise and shareholdings in the Company, etc. are annexed as Annexure- 'A' to the Notice pursuant to the provisions of the Listing

Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the draft letter(s) of re-appointment relating to each of Shri R.C. Tapuriah, Dr. Aravind Srinivasan, Shri Arun Kishore and Shri K. Raghuraman setting out the terms and conditions of re-appointment is available on the Company’s website www.birlacable.com and also available for inspection by any member at the Registered Office and Corporate Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day excluding Saturday(s) and Sunday(s) upto and including the last date of voting/receipt of Postal Ballot Forms.

Shri R.C. Tapuriah has already attained the age of seventy five years and Shri Arun Kishore and Shri K. Raghuraman would be attaining the age of seventy five years on 2nd August, 2022 and on 26th September, 2023 respectively. Dr. Aravind Srinivasan, aged about 49 years, Independent Director and above Independent Directors of the Company are proposed to be re-appointed as an Independent Director(s) of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024. Accordingly, approval of the members is sought for passing Special Resolution(s) for re-appointment of above Independent Directors of the Company and continuation of office of Independent Directors who have attained/scheduled to be attained the age of seventy five years during the proposed term of re-appointment, in compliance to the provisions of Section 149, read with Schedule IV and other applicable provisions, if any, of the Act and the Rules framed thereunder and Regulation 17(1A) and all other applicable provisions of the Listing Regulations for the time being in force.

This explanatory statement may also be regarded as a disclosure/justification under Regulation 17(1A) and other applicable Regulations of the Listing Regulations.

Having regard to the qualifications, knowledge and vast experience of Shri R.C. Tapuriah, Dr. Aravind Srinivasan, Shri Arun Kishore and Shri K. Raghuraman, their re-appointment on the Board of Directors of the Company as Independent Director(s) will be in the interest of the Company. Accordingly, the Board of Directors recommends the Resolutions as set out at Item Nos. 1, 2, 3 and 4 of this Notice to be passed as Special Resolutions by the Members by way of Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri R.C. Tapuriah, Dr. Aravind Srinivasan, Shri Arun Kishore and Shri K. Raghuraman and their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 1, 2, 3 and 4 of this Notice.

Item No. 5

As per amended provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), which is effective from 1st April, 2019, a person who has attained the age of seventy five years can continue as non-executive director in a listed Company, provided approval of its members is obtained by way of special resolution and justification for appointing such a person is indicated in the explanatory statement.

Approval of members by way of Special Resolution is required for continuation of Directorship of Shri D.R. Bansal (DIN: 00050612) as non-executive non-independent Director of the Company, liable to retire by rotation, beyond 1st April, 2019, upon having attained the age of more than seventy five (75) years before 1st April, 2019.

Brief profile of Shri D.R. Bansal is annexed as Annexure- ‘A’ to this Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 12th February, 2019 placed on record that Shri D.R. Bansal is highly renowned professional drawn from diverse fields, who brings with him a wide range of skills and experience to the Board, which enhances the quality of Board’s decision making process. The Company, its Board of Directors and various Committees of the Board has immensely benefitted from his vast experience, knowledge and strategic insights on various matters relating to the Company’s business. Pursuant to the recommendation of the Nomination and Remuneration Committee and considering the enormous contribution of Shri D.R. Bansal in the functioning and performance of the Company, the Board felt that it will be in the interest of the Company for the continuation of Directorship of Shri D.R. Bansal as non-executive non independent Director of the Company, liable to retire by rotation, and accordingly, recommends Special resolution as set out at item No. 5 of this Notice, for consideration and approval of members by way of Postal Ballot.

This explanatory statement may also be regarded as a disclosure/justification under Regulation 17(1A) and other applicable Regulations of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri D.R. Bansal and his relatives with regard to his re-appointment is, in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item No. 5 of this Notice.

ANNEXURE-A

**Brief Details of Directors seeking re-appointment / continuation of appointment
Through Postal Ballot Notice dated 12th February, 2019**

**[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India]**

	(1)	(2)
Name of Director	Shri R.C.Tapuriah	Dr. Aravind Srinivasan
DIN	00395997	00088037
Date of Birth & Age	15.06.1942 76 years	16.09.1969 49 years
Nationality	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	29.07.2001	27.10.2004
Qualifications	B.Com	MBA
Experience (including nature of expertise in specific functional areas)/ brief resume	Industrialist with wide experience in Business and Industry	Administrator of a renowned eye hospital in India and MBA from University of Michigan-Business School having varied experience in the field of finance and human resource development.
Number of Shares held in the Company	Nil	Nil
List of Directorships held in other companies*	<ol style="list-style-type: none"> 1. Alfred Herbert (India) Ltd. 2. Awadh Maintenance Pvt. Ltd. 3. Vindhya Telelinks Ltd. 4. Hestia Hospitality Pvt. Ltd. 5. Lewis & Tylor Pvt. Ltd. 6. Mohta Carbide Chemicals Ltd. 7. Maxworth Industrial Services Ltd. 8. New India Retailing & Investment Ltd. 9. Rajgarh Industries Pvt. Ltd. 10. Rajeeta Determined Traders Pvt. Ltd. 11. T.T.Commercial Co. Pvt. Ltd. 12. T.T.Investments Pvt. Ltd. 13. The United Investment Company Ltd 	<ol style="list-style-type: none"> 1. Aurowell Health Systems Pvt. Ltd. 2. Southern Hitech Seed and Horticulture Farm Pvt. Ltd. 3. Sattur Sri Venkateshwara Duplex Boards Pvt. Ltd. 4. Bodhi Capital Management Services Pvt. Ltd. 5. RCCPL Private Limited 6. Ahma Health Care Venturer Pvt. Ltd.
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	<p>Chairman: Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee – Vindhya Telelinks Ltd. Birla Cable Ltd.</p> <p>Member: Audit Committee - Alfred Herbert India Ltd. New India Retailing & Investment Ltd. Investor Grievance Committee - Alfred Herbert India Ltd. New India Retailing & Investment Ltd. Corporate Social Responsibility Committee - Birla Cable Ltd.</p>	<p>Member: Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee - Birla Cable Ltd.</p>

Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the year (upto 12.02.2019)	4 out of 4	3 out of 4
Terms and conditions of appointment / Re-appointment	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 st April 2019 to 31 st March 2024)	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 st April 2019 to 31 st March 2024)
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.	
	(3)	(4)
Name of Director	Shri Arun Kishore	Shri K. Raghuraman
DIN	00177831	00320507
Date of Birth & Age	02.08.1947 71 years	26.09.1948 70 years
Nationality	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	30.07.2009	29.10.2009
Qualifications	Chartered Accountant	Chartered Accountant
Experience (including nature of expertise in specific functional areas)/ brief resume	A practising Chartered Accountant with more than four decades of professional experience in the various gamuts of audit and other related areas.	A Chartered Accountant with more than three decades of professional experience in various banks and holding very senior position including executive directorship of Punjab National Bank. He had held the position of Chairman of India Corporation Committee of Master Card International & was also the honorary Secretary of "Banks' Sports Board" of the Indian Banks' Association apart from being the member of various industry level committees of IBA. He had participated in various international conferences/seminars/ Investors' Meet in Australia, China, Bangkok, USA, Canada, etc.
Number of Shares held in the Company	Nil	Nil
List of Directorships held in other companies*	<ol style="list-style-type: none"> 1. Tees & Toes Finance and Investments Ltd. 2. Truechip Solutions Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Oriental Carbon & Chemicals Ltd. 2. NACL Industries Ltd. 3. Centbank Financial Services Ltd. 4. Rama Phosphates Ltd. 5. Nelco Ltd.

Chairman/Member of the Committees of the Boards of the Companies in which he is Director	Member: Audit Committee - Birla Cable Ltd.	Chairman: Audit Committee – Centbank Financial Services Ltd. Nelco Ltd. Rama Phosphates Ltd. Stakeholders Relationship Committee – Nelco Ltd. Member: Audit Committee - NACL Industries Ltd. Birla Cable Ltd. Oriental Carban and Chemicals Ltd. Nomination and Remuneration Committee – NACL Industries Ltd. Nelco Ltd.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the year (upto 12.02.2019)	4 out of 4	3 out of 4
Terms and conditions of appointment / Re-appointment	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 st April 2019 to 31 st March 2024)	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 st April 2019 to 31 st March 2024)
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.	
	(5)	
Name of Director	Shri D.R.Bansal	
DIN	00050612	
Date of Birth & Age	01.08.1939 79 years	
Nationality	Indian	
Date of First Appointment on the Board of Directors of the Company	04.05.2012	
Qualifications	M.Sc.(Chemistry)	
Experience (including nature of expertise in specific functional areas) / brief resume	Possesses rich and varied experience of over 56 years in various facets of cable and other industries including in the field of administration, production and marketing. His strength also includes strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India and abroad and also served at the helm of all renowned power & telecommunication cables industry association(s) in India for several years.	

Number of Shares held in the Company	Nil
List of Directorships held in other companies*	<ol style="list-style-type: none"> 1. Vindhya Telelinks Ltd. 2. Hindustan Gum & Chemicals Ltd. 3. Birla Furukawa Fibre Optics Pvt. Ltd.
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	<p>Chairman: Corporate Social Responsibility Committee - Vindhya Telelinks Ltd. Birla Cable Ltd. Birla Furukawa Fibre Optics Pvt. Ltd.</p> <p>Member: Stakeholders Relationship Committee - Vindhya Telelinks Ltd. Birla Cable Ltd. Nomination and Remuneration Committee – Vindhya Telelinks Ltd. Birla Cable Ltd.</p>
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year (upto 12.02.2019)	4 out of 4
Terms and conditions of appointment/Re-appointment	Continuation of Directorship as Non-Executive Non Independent Director of the Company, subject to retirement by rotation.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.

* Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers.

Registered Office:

UdyogVihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

12th February, 2019

By Order of the Board
For **Birla Cable Ltd.**

Somesh Laddha
Company Secretary

