

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**Name of the Entity – Universal Cables Limited**

**Quarter Ending – 31-03-2025**

### Annexure I

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory						Textual Information(1)																	
Whether the listed entity has a Regular Chairperson						Yes																	
Whether Chairperson is related to MD or CEO						NoDisqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title (Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	HARSH VARDHAN LODHA	Non-Executive - Non Independent Director	Chairperson related to Promoter		No				Active	NA		24-04-1998	02-08-2024			5	0	1	1			
2	Mr	YASHWANT SINGH LODHA	Executive Director	Not Applicable		No				Active	NA		11-02-2019	11-02-2025			2	0	2	0			
3	Mr	BACHH RAJ NAHAR	Non-Executive Independent Director	Not Applicable	Shareholder Director	No				Active	NA		01-04-2024	01-04-2024		12	3	3	9	5			
4	Mr	KISHORE KUMAR MEHROTRA	Non-Executive Independent Director	Not Applicable	Shareholder Director	No				Active	NA		11-11-2021	11-11-2021		40.21	1	1	2	1			
5	Mrs	ANANYA GHOSH DASTIDAR	Non-Executive Independent Director	Not Applicable	Shareholder Director	No				Active	NA		01-04-2024	01-04-2024		12	1	1	0	0			
6	Mr	SIDDHARTH SWARUP	Non-Executive Independent Director	Not Applicable	Shareholder Director	No				Active	NA		01-04-2024	01-04-2024		12	1	1	1	0			
7	Mr	PREM SINGH KHAMESRA	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		12-08-2024				1	0	1	0			
8	Mrs	KAVITA A SHARMA	Non-Executive Independent Director	Not Applicable	Shareholder Director	No				Active	NA		06-02-2015	06-02-2020	05-022025	120	2	2	3	3	Tenure Completion		

#### Text Block

Textual Information(1)	Dr. Kavita A. Sharma (DIN: 07080946), Non-Executive Independent Director of the Company completed her tenure viz. second term of five (5) consecutive years on February 5, 2025. Accordingly, she ceased to be a Director of the Company with effect from the close of business hours on February 5, 2025.
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## II. Composition of Committees

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson			Yes			
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	BACHH RAJ NAHAR	Non-Executive - Independent Director	Chairperson	01-04-2024		Textual Information(1)
2	KISHORE KUMAR MEHROTRA	Non-Executive - Independent Director	Member	01-04-2024		
3	SIDDHARTH SWARUP	Non-Executive - Independent Director	Member	17-05-2024		
4	PREM SINGH KHAMESRA	Non-Executive - Non Independent Director	Member	06-02-2025		Textual Information(2)
5	KAVITA A SHARMA	Non-Executive - Independent Director	Chairperson	28-05-2021	05-02-2025	Textual Information(3)

### Text Block

Textual Information(1)	Shri Bachh Raj Nahar has been appointed as a Chairperson of the reconstituted Audit Committee w.e.f. 06-02-2025.
Textual Information(2)	Shri Prem Singh Khamesra has been appointed as a Member of the reconstituted Audit Committee w.e.f. 06-02-2025.
Textual Information(3)	Dr. Kavita A. Sharma ceased to be Member/Chairperson of the Audit Committee upon completion of tenure as an Independent Director of the Company on February 05, 2025.

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson			Yes			
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	BACHH RAJ NAHAR	Non-Executive - Independent Director	Chairperson	01-04-2024		Textual Information(1)
2	SIDDHARTH SWARUP	Non-Executive - Independent Director	Member	01-04-2024		
3	ANANYA GHOSH DASTIDAR	Non-Executive - Independent Director	Member	06-02-2025		Textual Information(2)
4	KAVITA A SHARMA	Non-Executive - Independent Director	Chairperson	28-05-2021	05-02-2025	Textual Information(3)

### Text Block

Textual Information(1)	Shri Bachh Raj Nahar has been appointed as a Chairperson of the reconstituted Nomination and remuneration committee w.e.f. 06-02-2025.
Textual Information(2)	Shri Ananya Ghosh Dastidar has been appointed as a Member of the reconstituted Nomination and remuneration committee w.e.f. 06-02-2025.
Textual Information(3)	Dr. Kavita A. Sharma ceased to be Member/Chairperson of the Nomination and remuneration committee upon completion of tenure as an Independent Director of the Company on February 05, 2025.



Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson			Yes			
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	KISHORE KUMAR MEHROTRA	Non-Executive - Independent Director	Chairperson	06-02-2025		Textual Information(1)
2	BACHH RAJ NAHAR	Non-Executive - Independent Director	Member	01-04-2024		
3	YASHWANT SINGH LODHA	Executive Director	Member	01-04-2024		
4	KAVITAA SHARMA	Non-Executive - Independent Director	Chairperson	28-05-2021	05-02-2025	Textual Information(2)

Text Block

Textual Information(1)	Shri Kishore Kumar Mehrotra has been appointed as a Member/Chairperson of the reconstituted Stakeholders Relationship Committee w.e.f. 06-02-2025.
Textual Information(2)	Dr. Kavita A. Sharma ceased to be Member/Chairperson of the Stakeholders Relationship Committee upon completion of tenure as an Independent Director of the Company on February 05, 2025.

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson			Yes			
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	ANANYA GHOSH DASTIDAR	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	KISHORE KUMAR MEHROTRA	Non-Executive - Independent Director	Member	01-04-2024		
3	BACHH RAJ NAHAR	Non-Executive - Independent Director	Member	29-06-2021		
4	TARUN CHUGH	Senior Executive (Chief Marketing Officer)	Member	29-06-2021		Textual Information(1)

Text Block

Textual Information(1)	Senior Executive (Chief Marketing Officer)
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## Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes		
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	HARSH VARDHAN LODHA	Non-Executive - Non Independent Director	Chairperson	11-08-2016		
2	ANANYA GHOSH DASTIDAR	Non-Executive - Independent Director	Member	01-04-2024		
3	BACHH RAJ NAHAR	Non-Executive - Independent Director	Member	06-02-2025		Textual Information(1)
4	KAVITA A SHARMA	Non-Executive - Independent Director	Member	28-05-2021	05-02-2025	Textual Information(2)

### Text Block

Textual Information(1)	Shri Bachh Raj Nahar has been appointed as a Member of the reconstituted Corporate Social Responsibility Committee w.e.f. 06-02-2025
Textual Information(2)	Dr. Kavita A. Sharma ceased to be Member of the Corporate Social Responsibility Committee upon completion of tenure as an Independent Director of the Company on February 05, 2025.

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	25-10-2024			Yes	8	8	5
2	10-02-2025	107		Yes	7	7	4

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	25-10-2024				Yes	4	4	4	0
2	Audit Committee	10-02-2025				Yes	4	4	3	0
3	Corporate Social Responsibility Committee	10-02-2025				Yes	3	3	2	0
4	Stakeholders Relationship Committee	07-03-2025				Yes	3	3	2	0
5	Risk Management Committee	07-03-2025				Yes	3	3	3	1



**V. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Sr	Subject	Compliance status
1	Name of signatory	Sudeep Jain
2	Designation	Company Secretary and Compliance Officer



## Annexure II

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.unistar.co.in/Profile.html">https://www.unistar.co.in/Profile.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.unistar.co.in/Terms-of-AppointmentID.pdf">https://www.unistar.co.in/Terms-of-AppointmentID.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.unistar.co.in/Committees.html">https://www.unistar.co.in/Committees.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.unistar.co.in/Code-of-Conduct.pdf">https://www.unistar.co.in/Code-of-Conduct.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.unistar.co.in/Policies/Whistle-Blower.pdf">https://www.unistar.co.in/Policies/Whistle-Blower.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.unistar.co.in/Policies/Remuneration.pdf">https://www.unistar.co.in/Policies/Remuneration.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.unistar.co.in/Policies/RPT.pdf">https://www.unistar.co.in/Policies/RPT.pdf</a>
8	Policy for determining "material" subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.unistar.co.in/FamiliarizationProgramme/Details.pdf">https://www.unistar.co.in/FamiliarizationProgramme/Details.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.unistar.co.in/Investors-Services.html">https://www.unistar.co.in/Investors-Services.html</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.unistar.co.in/Investors-Services.html">https://www.unistar.co.in/Investors-Services.html</a>
12	Financial results	Yes		<a href="https://www.unistar.co.in/Financial-Information.html">https://www.unistar.co.in/Financial-Information.html</a>
13	Shareholding pattern	Yes		<a href="https://www.unistar.co.in/Shareholding-Pattern.html">https://www.unistar.co.in/Shareholding-Pattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.unistar.co.in/Reg-47.html">https://www.unistar.co.in/Reg-47.html</a>



18	Credit rating or revision in credit rating obtained	Yes		<a href="https://unistar.co.in/Credit-Rating-05-07-2024.pdf">https://unistar.co.in/Credit-Rating-05-07-2024.pdf</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		<a href="https://www.unistar.co.in/Reg-24A.html">https://www.unistar.co.in/Reg-24A.html</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://www.unistar.co.in/Policies/Material-Events.pdf">https://www.unistar.co.in/Policies/Material-Events.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.unistar.co.in/Contact-Details-KMPs.html">https://www.unistar.co.in/Contact-Details-KMPs.html</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://www.unistar.co.in/Reg-30.html">https://www.unistar.co.in/Reg-30.html</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://www.unistar.co.in/Policies/DDP.pdf">https://www.unistar.co.in/Policies/DDP.pdf</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://unistar.co.in/Annual-Return.html">https://unistar.co.in/Annual-Return.html</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://unistar.co.in/Profile.html">https://unistar.co.in/Profile.html</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://unistar.co.in/Profile.html">https://unistar.co.in/Profile.html</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	



7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	



29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

1	Name of signatory	Sudeep Jain
2	Designation	Company Secretary and Compliance Officer



III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Signatory Details**

Name of signatory	Sudeep Jain
Designation of person	Company Secretary and Compliance Officer
Place	Satna
Date	28-04-2025



### Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.				
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below				
Any loan or any other form of debt advanced by the listed entity directly or indirectly to				
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months		
Promoter or any other entity controlled by them	0	0		
Promoter Group or any other entity controlled by them	0	0		
Directors (including relatives) or any other entity controlled by them	0	0		
KMPs or any other entity controlled by them	0	0		
(A) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by				
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)	
Promoter or any other entity controlled by them	0	0	0	
Promoter Group or any other entity controlled by them	0	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	0	
KMPs or any other entity controlled by them	0	0	0	
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by				
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	0	
Promoter Group or any other entity controlled by them	0	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	0	
KMPs or any other entity controlled by them	0	0	0	
(D) Additional Information				



**II. Affirmations**

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(1)
Name	Amit Kumar Chopra	
Designation	CFO	
Place	Satna	
Date	28-04-2025	



### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0