Compliance Report on Corporate Governance

1. Name of Listed Entity : **Universal Cables Limited**

2. Quarter ending : **31st March, 2016**

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	Number of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harsh V. Lodha	00394094	Chairperson - Non-executive	24.04.1998	-	None	None	2
Mr.(Dr.)	S.R. Jain (Upto 23.03.2016)	00364293	Non-executive - Independent	12.08.2014 (appointment) 24.03.2016 (cessation)	5 years	1	1	None
Mr.	S.S. Kothari	00005428	Non-executive - Independent	12.08.2014	5 years	1	2	None
Mr.	S.C. Jain	00194087	Non-executive - Independent	12.08.2014	5 years	1	1	None
Mr.	Dinesh Chanda	00939978	Non-executive - Independent	12.08.2014	5 years	1	None	2
Mr.	B.R. Nahar	00049895	Non-executive	19.05.2014	-	None	1	None
Ms.(Dr.)	Kavita A. Sharma	07080946	Non-executive - Independent	06.02.2015	5 years	1	None	None

II. Composition of Committees		
Name of Committee	*Name of Committee Members*	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Dinesh Chanda Dr. S.R. Jain (Upto 23.03.2016) Mr. S.S. Kothari	Chairperson - Non-Executive - Independent Non-Executive – Independent Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr. Dinesh Chanda Dr. S.R. Jain (Upto 23.03.2016) Mr. S.S. Kothari Mr. S.C. Jain	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive – Independent Non-Executive - Independent
3. Stakeholders Relationship Committee	Mr. Dinesh Chanda Mr. S.S. Kothari Mr. S.C. Jain	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	*Date(s) of Meeting (if any) in the relevant quarter*	*Maximum gap between any two consecutive (in number of days)*
05.11.2015	09.02.2016	95 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in number of days*
08.02.2016 (Audit Committee)	Yes, all the members were present.	05.11.2015	94 days
31.03.2016 (Audit Committee)	Yes, all the members were present.		51 days

V. Related Party Transactions	
Subject	***Compliance status (Yes/No/NA)***
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
   a. Audit Committee
   b. Nomination & Remuneration Committee
   c. Stakeholders Relationship Committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.
5. This report will be placed before the next meeting of the Board of Directors.

For Universal Cables Limited

Sd/-

(Om Prakash Pandey)
Company Secretary

<u>**Compliance Report on Corporate Governance**</u>

1. Name of Listed Entity : Universal Cables Limited
2. Year ending : 31st March, 2016

I. Disclosure on website in terms of Listing Regulations	
Item	**Compliance status (Yes/No/NA)**
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated official of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)**
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes

…2

Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)**
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **-- Not Applicable --**		

For Universal Cables Limited

Sd/-

(Om Prakash Pandey)
Company Secretary