

Compliance Report on Corporate Governance

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

2. Quarter ending : **31st March, 2019**

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	-	5	1	1
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	2	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	-	2	1	None
Mrs.(Dr.)	Kavita A. Sharma	07080946	Non-executive - Independent	06.02.2015	5 years	1	None	None
Mr.	Dilip Ganesh Karnik	06419513	Non-executive	15.11.2017	-	4	2	None
Mr.	Y.S.Lodha	00052861	Executive	11.02.2019	3 years	2	None	None

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee Members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</i>
1. Audit Committee	Mr. Dinesh Chanda Mr. S.S. Kothari Mr. S.C. Jain	Chairperson – Non-Executive - Independent Non-Executive – Independent Non-Executive – Independent
2. Nomination & Remuneration Committee	Mr. Dinesh Chanda Mr. S.S. Kothari Mr. S.C. Jain	Chairperson – Non-Executive - Independent Non-Executive – Independent Non-Executive – Independent
3. Risk Management Committee	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Dinesh Chanda Mr. S.S. Kothari Mr. S.C. Jain	Chairperson – Non-Executive – Independent Non-Executive – Independent Non-Executive – Independent
5. Corporate Social Responsibility Committee	Mr. Harsh V. Lodha Mr. Dinesh Chanda Mr. S.C. Jain	Chairperson – Non-Executive – Non-Independent Non-Executive - Independent Non-Executive – Independent
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12.11.2018	11.02.2019	90 days

IV. Meeting of Committees			
<i>Date(s) of Meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of Meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive Meetings in number of days</i>
11.02.2019 (Audit Committee)	Yes, all members were present	12.11.2018	90 days
<ul style="list-style-type: none"> The information has to be mandatory be given for audit committee, for rest of the committees giving this information is optional. 			
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			Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes
VI. Affirmations			
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk Management Committee (Not applicable) Corporate Social Responsibility Committee The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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. This report will be placed before the Board of Directors in its next Meeting. The report submitted in the previous quarter has been placed before the Board of Directors in its Meeting held on 11th February, 2019. 			

For Universal Cables Limited

Sd/-

(Sudeep Jain)

Company Secretary

Compliance Report on Corporate Governance

1. Name of Listed Entity : Universal Cables Limited

2. Year ending : 31st March, 2019

Annexure I

VI. 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 to the top 100 listed entities)	NA
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

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.unistar.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.unistar.co.in
3	Composition of various committees of board of directors	Yes		www.unistar.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.unistar.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.unistar.co.in
6	Criteria of making payments to non-executive directors	Yes		www.unistar.co.in
7	Policy on dealing with related party transactions	Yes		www.unistar.co.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.unistar.co.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.unistar.co.in
11	email address for grievance redressal and other relevant details	Yes		www.unistar.co.in
12	Financial results	Yes		www.unistar.co.in
13	Shareholding pattern	Yes		www.unistar.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure-II

II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of Independent Directors	25(3) & (4)	Yes
25	Familiarization of Independent Directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
	Any other information to be provided – Add Notes		

III. Affirmations:	
Sr	Particulars
1	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/-

(Sudeep Jain)
Company Secretary