

Compliance Report on Corporate Governance

1. Name of Listed Entity : **Universal Cables Limited**
2. Quarter ending : **31st March, 2018**

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	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	-	None	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	-	1	2	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	
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>	
15.11.2017	07.02.2018	83 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>
07.02.2018 (Audit Committee)	Yes, two out of total three members were present	15.11.2017	83 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	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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"> 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. <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (Not applicable) 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 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 7th February, 2018. 	

For Universal Cables Limited

Sd/-

(Om Prakash Pandey)
Company Secretary

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)	Yes
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