

ANNEXURE I
Quarterly Corporate Governance Report

1. Name of Listed Entity - Usha Martin Limited
2. Quarter ending - 30-Jun-2023

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	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	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Rajeev Jhwar	00086164	ACOPJ2708A	ED	MD	19-May-1998	19-May-2023			11-Nov-1964	No				Active	NA		2	1	3	0	AC	
Mr.	Venkataram Ramakrishna Iyer	02194830	ABLP R5706Q	ID		12-Nov-2021	12-Nov-2021		19.18	29-Apr-1954	No				Active	NA		1	1	2	1	AC,S C,RC, NRC	



Mr.	Vijay Singh Bapna	02599024	A D H PB 47 47 P	ID, C & NED		27-May-2019	27-May-2023		49.03	28-Aug-1948	No				Active	Yes	20-Jun-2023	3	3	4	2	AC, RC, NRC	
Mr.	Sethurathnam Ravi	00009790	AB EP R9 52 6 M	ID		12-Nov-2021	12-Nov-2021		19.18	12-Jul-1959	No				Active	NA		4	3	7	3	AC, SC, RC, NRC	
Mrs.	Ramni Nirula	00015330	AA JP B9 08 5B	ID		26-Jul-2019	26-Jul-2019		47.04	27-May-1952	No				Active	NA		4	4	2	0	RMC, NRC	
Mr.	Sumit Kumar Modak	00983527	A C Q P M 62 79 D	ED		27-Apr-2023				10-May-1953	No				Active	NA		1	0	1	0	SC, RC	
Mr.	Tapas Ganapathy	10122397	AI AP G7 01 0N	NED		27-Apr-2023				13-Aug-1958	No				Active	NA		1	0	1	0	SC, RC	
Mr.	Dhruv Jyoti Basu	02498037	AA M PB 31 06 E	ED		06-Jun-2020	05-Jun-2023			28-Aug-1958	No				Active	NA		0	0	1	1	SC, RC	



Mr.	Devadip Bhowmik	086505	ABR PB0975B	ED		15-Mar-2021		27-Apr-2023		18-Dec-1964	No				Active	NA		0	0	0	0	RMC	
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Company Remarks	Mr. Vijay Singh Bapna has been re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 27th May, 2023 till 26th May, 2028.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Vijay Singh Bapna	ID,C & NED	Chairperson	26-Jul-2019	
2	Rajeev Jhavar	ED	Member	25-May-2020	
3	Sethurathnam Ravi	ID	Member	12-Nov-2021	
4	Venkatachalam Ramakrishna Iyer	ID	Member	27-Apr-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Venkatachalam Ramakrishna Iyer	ID	Chairperson	12-Nov-2021	
2	Sumit Kumar Modak	ED	Member	27-Apr-2023	
3	Tapas Gangopadhyay	NED	Member	27-Apr-2023	
4	Sethurathnam Ravi	ID	Chairperson	12-Nov-2021	27-Apr-2023
5	Dhrub Jyoti Basu	ED	Member	06-Jun-2020	05-Jun-2023

Company Remarks	Mr. Venkatachalam Ramakrishna Iyer, an existing member of the Stakeholders Relationship Committee from 12.11.2021 was designated as the Chairman of the Committee in place of Mr. Sethurathnam Ravi with effect from 27.04.2023
Whether Regular chairperson appointed	Yes



c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Vijay Singh Bapna	ID,C & NED	Chairperson	20-May-2021	
2	Ramni Nirula	ID	Member	20-May-2021	
3	Venkatachalam Ramakrishna Iyer	ID	Member	12-Nov-2021	
4	Sethurathnam Ravi	ID	Member	11-Feb-2022	
5	Sumit Kumar Modak	ED	Member	27-Apr-2023	
6	Tapas Gangopadhyay	NED	Member	27-Apr-2023	
7	Dhrub Jyoti Basu	ED	Member	20-May-2021	05-Jun-2023
8	Devadip Bhowmik	ED	Member	20-May-2021	27-Apr-2023

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Ramni Nirula	ID	Chairperson	26-Jul-2019	
2	Vijay Singh Bapna	ID,C & NED	Member	25-Oct-2021	
3	Venkatachalam Ramakrishna Iyer	ID	Member	12-Nov-2021	
4	Sethurathnam Ravi	ID	Member	12-Nov-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
11-Feb-2023	Yes	7	7	4
17-Mar-2023	Yes	7	6	3
27-Apr-2023	Yes	9	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	40



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	11-Feb-2023	Yes	3	3	2	0
Audit Committee	05-Apr-2023	Yes	3	3	2	0
Audit Committee	27-Apr-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	11-Feb-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	27-Apr-2023	Yes	3	3	2	0
Risk Management Committee	11-Feb-2023	Yes	6	6	4	0
Nomination & Remuneration Committee	11-Feb-2023	Yes	4	4	4	0
Nomination & Remuneration Committee	27-Apr-2023	Yes	4	4	4	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	52

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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vi. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**



- c. Stakeholders relationship committee - **Yes**
- d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
- 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. - **Yes**
- 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.- **Yes**
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here :

The Corporate Governance Report for the Quarter ended 31st March 2023 was placed at the Board Meeting held on 27th April 2023

Name : **Shampa Ghosh Ray**
Designation : **Company Secretary & Compliance Officer**

