

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Usha Martin Limited
 2. Quarter ending - 31-Mar-2020

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat ego ry (Ch air per s on / Exe cut iv e/ No n- Exe cut iv e/ I nd ep end ent/ No mi nee)	S u b C a t e g o r y	Ini tia l D a t e of A p p o i n t m e n t	Dat e of App oi nt m e n t	Dat e of ces sati on	T e n u r e	D a t e of Bir th	Wh eth er spe cial res olu tion pas sed ?	D a t e of p a ss in g s p e ci al res olu tion	N o. of Di re ct or s h i p in lis ted e n t i t y	No of I nd ep end ent Dir ect or ship in lis ted ent itie s in clud ing this lis ted ent ity	No of me mb ers h i p s in Au dit/ St ak eh old er Co mm itte e(s) in clud ing this lis ted ent ity	No of po st of Ch air per s on in Au dit/ St ak eh old er Co m mit te e hel d in lis ted ent itie s in clud ing this lis ted ent ity	Me mb er sh i p in Co m mit tee s of the Co m p a n y	Rem arks
M r.	Raj eev Jha war	0 0 8 6 1	A C O P J	ED	M D	19- Ma y- 199 8	19- May- 2018			1 1- N o v- 1	NA		2	1	3	0	SC	

		6 4 8 A							9 6 4								
M r.	Brij Kis hor e Jha war	0 0 0 8 6 2 3 0 0 0	A E A PJ 9 3 8 4 G	NED		27- Oct - 200 4	18- Sep- 2018		1 9- A pr - 1 9 3 7	Yes	3 0- M ar - 2 0 1 9	1	0	1	0	SC	
M r.	Pra vin Ku mar Jai n	0 2 5 8 3 3 5 1 9	A D H PJ 3 0 8 8 M	ED	M D	27- Jul- 201 0	01- Feb- 2020		1 5- Ja n- 1 9 5 4	NA		1	0	3	0	AC,SC	
M r.	Ve nka tac hal am Ra ma kris hna Iye r	0 2 1 9 4 8 3 0 0	A B L P R 5 7 0 6 Q	NED ,ND		04- No v- 201 5	04- Nov- 2015		2 9- A pr - 1 9 5 4	NA		2	1	1	1	NRC	
M r.	Vij ay Sin gh Ba pna	0 2 5 9 9 0 4 2 4 4 7 P	A D H P B 4 7 4 7 P	ID		27- Ma y- 201 9	27- May- 2019	1 0	2 8- A u g- 1 9 4 8	NA		4	4	7	4	AC	
M r.	Mu kes h Ra mbi hari Ro	0 0 1 3 6 0 6 7	A A B P R 5 7	ID,C & NED		09- De c- 201 6	09- Dec- 2016	4 0	2 7- S ep - 1 9	NA		1	1	2	1	AC,SC ,NRC	

	hat gi		5 1J							4 9								
M rs .	Ra mni Nir ula	0 0 0 1 5 3 3 0	A A JP B 9 0 8 5 B	ID		26- Jul- 201 9	26- Jul- 2019		8	2 7- M ay - 1 9 5 2	NA		5	5	5	0	NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vijay Singh Bapna	ID	Chairperson	26-Jul-2019	
2	Mukesh Rambihari Rohatgi	ID,C & NED	Member	26-Jul-2019	
3	Pravin Kumar Jain	ED	Member	22-May-2019	

Whether Permanent chairperson appointed	Yes
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b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mukesh Rambihari Rohatgi	ID,C & NED	Chairperson	26-Jul-2019	
2	Brij Kishore Jhawar	NED	Member	14-Mar-2014	
3	Rajeev Jhawar	ED	Member	27-May-2019	
4	Pravin Kumar Jain	ED	Member	14-Mar-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	Risk Management Committee of the Company has been dissolved w.e.f. 26.07.2019 since the Company does not fall under top 500 listed entities on the basis of market capitalisation as on 31.03.2019.
Whether Permanent	

chairperson appointed	
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d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mukesh Rambihari Rohatgi	ID,C & NED	Member	26-Jul-2019	
2	Ramni Nirula	ID	Chairperson	26-Jul-2019	
3	Venkatachalam Ramakrishna Iyer	NED,ND	Member	26-Jul-2019	

Company Remarks	While Mrs Ramni Nirula became a Member of Nomination & Remuneration Committee on 26th July 2019, she was appointed as Chairperson of this Committee on 20th January 2020.
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
09-Nov-2019	20-Jan-2020	Yes	6	3
	06-Feb-2020	Yes	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	71

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	09-Nov-2019		Yes	3	2
Audit Committee		06-Feb-2020	Yes	3	2
Stakeholders Relationship Committee	09-Nov-2019		Yes	3	1
Stakeholders Relationship Committee		06-Feb-2020	Yes	4	1
Nomination & Remuneration Committee		20-Jan-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit	88

Committee]	
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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 100 listed entities) - **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. - **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 December, 2019 was placed at the Board Meeting held on 6th February, 2020.

Name : **Shampa Ghosh Ray**
Designation : **Company Secretary**

ANNEXURE II

Format 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			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.ushamartin.com
Terms and conditions of appointment of	Yes		www.ushamartin.com
Composition of various committees of	Yes		www.ushamartin.com
Code of conduct of board of directors and	Yes		www.ushamartin.com
Details of establishment of vigil mechanism/	Yes		www.ushamartin.com
Criteria of making payments to non-	Yes		www.ushamartin.com
Policy on dealing with related party	Yes		www.ushamartin.com
Policy for determining 'material' subsidiaries	Yes		www.ushamartin.com
Details of familiarization programs imparted	Yes		www.ushamartin.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.ushamartin.com
Contact information of the designated	Yes		www.ushamartin.com
Financial results	Yes		www.ushamartin.com
Shareholding pattern	Yes		www.ushamartin.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.ushamartin.com
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.ushamartin.com
Credit rating or revision in credit rating	Yes		www.ushamartin.com
Separate audited financial statements of	Yes		www.ushamartin.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ushamartin.com
Materiality Policy as per Regulation 30	Yes		www.ushamartin.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.ushamartin.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	
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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. - **Yes**

Other Information	
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Name : **Shampa Ghosh Ray**
Designation : **Company Secretary**