

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Usha Martin Limited**
 2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DI N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	No. o f D i r e c t o r s h i p i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i e s	No o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i e s	No o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i e s	No o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i e s	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	Rajeev Jhawar	0 0 8 6 1 6 4	A C O P J 2 7 0 8 A	ED	M D	19- Ma y- 19 98	19- May- 2018			11- No v- 196 4	3	1	4	1	SC	
M r.	Brij Kishore Jhawar	0 0 8 6 2	A E A P J 9	NE D		27- Oct - 20 04	18- Sep- 2018			19- Apr - 193 7	1	0	1	0	SC	



		00	384G												
M r.	Prashant Jhawar	00353020	A C X P J 9 9 5 N	NE D		24-Jun-1992	09-Aug-2016	13-Sep-2019		06-Apr-1963	2	0	0	0	
M r.	Pravin Kumar Jain	02583519	A D H P J 3 0 8 8 M	ED	M D	27-Jul-2010	05-Feb-2019			15-Jan-1954	1	0	3	0	AC,SC
M r.	Jitender Balakrishnan	00028320	A E I P B 9 2 3 3 Q	ID		10-Jun-2010	31-Jul-2014	30-Jul-2019	60	08-May-1949	5	5	7	2	AC, NRC
M r.	Partha Sarathi Bhattacharyya	00329479	A C Z P B 3 5 1 1 C	ID		31-Jul-2014	31-Jul-2014	30-Jul-2019	60	27-Feb-1951	3	3	5	0	SC, NRC
M r.	Venkatachalam Ramakrishna Iyer	021948	A B L P R 5	NE D, ND		04-Nov-2015	04-Nov-2015			29-Apr-1954	2	1	1	1	NRC



		3 0	7 0 6 Q														
Mr.	Vijay Singh Bapna	025990224	A D H P B 4 7 4 7 P	ID		27-May-2019	27-May-2019		4	28-Aug-1948	4	3	6	4	AC		
Mr.	Salil Singhal	0006629	A H N P S 4 1 8 4 K	ID		12-May-2009	31-Jul-2014 30-Jul-2019		60	21-Aug-1946	1	1	1	0	AC, NRC		
Mr.	Mukesh Rambihari Rohatgi	00136067	A A B P R 5 7 5 1 J	ID, C & NE D		09-Dec-2016	09-Dec-2016		34	07-Sep-1949	1	1	2	1	AC, S C, N RC		
Mrs.	Ramni Nirula	00015330	A A J P B 9 0 8 5 B	ID		26-Jul-2019	26-Jul-2019		2	27-May-1952	5	5	5	0	NRC		
Company Remarks					<p>1) Mr. Salil Singhal, Mr. Jitender Balakrishnan & Mr. Partha Sarathi Bhattacharya have ceased to be Directors w.e.f. 30.07.2019.</p> <p>2) Mr. Prashant Jhawar has resigned as Director w.e.f. 13.09.2019.</p> <p>3) Mrs. Ramni Nirula has been appointed as Woman Independent Director w.e.f. 26.07.2019.</p>												



	4) The Company does not presently have a regular Chairperson. During the period 1st July, 2019 to 30th September, 2019 the Board of Directors at every board meeting elected a director as Chairman of the meeting.
Whether Permanent chairperson appointed	No
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	
4	Jitender Balakrishnan	ID	Chairperson	27-Jul-2010	26-Jul-2019
5	Salil Singhal	ID	Member	29-Jul-2009	26-Jul-2019

Company Remarks	1) Audit Committee has been reconstituted at the Board Meeting held on 26-07-2019. 2)Mr. Jitender Balakrishnan has ceased to be the Chairman and member of the Audit Committee w.e.f. 26.07.2019.
Whether Permanent chairperson appointed	Yes

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 Jhwar	NED	Member	14-Mar-2014	
3	Pravin Kumar Jain	ED	Member	14-Mar-2014	
4	Rajeev Jhwar	ED	Member	27-May-2019	
5	Partha Sarathi Bhattacharyya	ID	Chairperson	27-May-2019	26-Jul-2019

Company Remarks	1) Stakeholders Relationship Committee has been reconstituted at the Board Meeting held on 26-07-2019. 2)Mr. Partha Sarathi Bhattacharyya has ceased to be the Chairman and member of the Stakeholders Relationship Committee w.e.f. 26.07.2019.
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 100 listed entities on the basis of market capitalisation as on 31st March, 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	Chairperson	26-Jul-2019	
2	Ramni Nirula	ID	Member	26-Jul-2019	
3	Venkatachalam Ramakrishna Iyer	NED,ND	Member	26-Jul-2019	
4	Partha Sarathi Bhattacharyya	ID	Member	22-May-2019	26-Jul-2019
5	Jitender Balakrishnan	ID	Chairperson	07-Nov-2014	26-Jul-2019
6	Salil Singhal	ID	Member	30-May-2017	26-Jul-2019

Company Remarks	1) Nomination Remuneration Committee has been reconstituted at the Board Meeting held on 26-07-2019. 2) Mr. Jitender Balakrishnan has ceased to be the Chairman and member of the Nomination and Remuneration Committee w.e.f. 26.07.2019.
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
08-Apr-2019	26-Jul-2019	Yes	11	6
27-May-2019	21-Sep-2019	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	59

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	08-Apr-2019		Yes	2	2
Audit Committee	27-May-2019		Yes	2	2
Audit Committee		26-Jul-2019	Yes	3	2
Stakeholders Relationship Committee	27-May-2019		Yes	2	1
Stakeholders Relationship Committee		26-Jul-2019	Yes	4	1



Nomination & Remuneration Committee	08-Apr-2019		Yes	2	2
Nomination & Remuneration Committee	27-May-2019		Yes	3	3
Nomination & Remuneration Committee		26-Jul-2019	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	59

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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. - **No**
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 Company does not presently have a regular Chairperson. During the period 1st July, 2019 to 30th September, 2019 the Board of Directors at every board meeting elected a director as Chairman of the meeting. The Corporate Governance Report for the Quarter ended 30th June, 2019 was placed at the Board Meeting held on 26th July, 2019.

Name : Shampa Ghosh Ray
Designation : Company Secretary

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : Shampa Ghosh Ray
Designation : Company Secretary

