

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Usha Martin Limited
 2. Quarter ending - 30-September-2020

i. Composition Of Board Of Director

| T i t l e (M r / M s) | N a m e o f t h e D i r e c t o r | D I 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 | W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ? | D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n | N o. 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 t y | N o 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 t y | N o 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 t y | N o 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 t y | 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. | Raj e e v J h a w a r | 0 0 0 8 6 1 6 4 | A C O P J 2 7 0 | ED | M D | 19- M a y- 199 8 | 19- M a y- 2018 | | | 1 1- N o v- 1 9 | NA | | 2 | 1 | 4 | 0 | AC,SC | |



| | | | | | | | | | | | | | | | | | | |
|---------|--|---|--|------------------|--|-----------------------------|---------------------|-----------------------------|---|---|-----|---|---|---|---|---------------|----|--|
| | | 8 A | | | | | | 6 4 | | | | | | | | | | |
| M r. | Brij Kis hor e Jha war | 0 0 8 6 2 0 0 0 4 G | A E A PJ 9 3 8 4 G | NED | | 27- Oct - 200 4 | 18- Sep- 2018 | 23- Sep - 202 0 | | 1 9- A pr - 1 9 3 7 | Yes | 3 0- Mar - 2 0 1 9 | 0 | 0 | 0 | 0 | SC | |
| M r. | Dhr ub Jyo ti Bas u | 0 2 4 9 8 0 3 7 | A A M P B 3 1 0 6 E | ED | | 06- Jun - 202 0 | 06- Jun- 2020 | | 2 8- A u g- 1 9 5 8 | NA | | 1 | 0 | 1 | 0 | SC | | |
| M r. | Ve nka tac hal am Ra ma kris hna Iye r | 0 2 1 9 4 8 3 0 0 6 Q | 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 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 6 | 2 8- A u g- 1 9 4 8 | NA | | 4 | 4 | 7 | 4 | AC | | |
| M r. | Mu kes h Ra mbi hari Ro hat gi | 0 0 1 3 6 0 6 7 5 1J | A A B P R 5 7 5 1J | ID,C & NED | | 09- De c- 201 6 | 09- Dec- 2016 | 4 6 | 2 7- S ep - 1 9 4 9 | NA | | 1 | 1 | 2 | 1 | AC,SC ,NRC | | |



| | | | | | | | | | | | | | | | | | | |
|----|-----|---|----|----|--|------|------|--|---|-----|----|--|---|---|---|---|-----|--|
| M | Ra | 0 | A | ID | | 26- | 26- | | 1 | 2 | NA | | 5 | 5 | 4 | 0 | NRC | |
| rs | nni | 0 | A | | | Jul- | Jul- | | 4 | 7- | | | | | | | | |
| . | Nir | 0 | JP | | | 201 | 2019 | | | May | | | | | | | | |
| | ula | 1 | B | | | 9 | | | | - | | | | | | | | |
| | | 5 | 9 | | | | | | | 1 | | | | | | | | |
| | | 3 | 0 | | | | | | | 9 | | | | | | | | |
| | | 3 | 8 | | | | | | | 5 | | | | | | | | |
| | | 0 | 5 | | | | | | | 2 | | | | | | | | |
| | | | B | | | | | | | | | | | | | | | |

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| 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 | Rajeev Jhawar | ED | Member | 25-May-2020 | |

| | |
|---|-----|
| Company Remarks | |
| 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 Jhawar | NED | Member | 14-Mar-2014 | 23-Sep-2020 |
| 3 | Rajeev Jhawar | ED | Member | 27-May-2019 | |
| 4 | Dhrub Jyoti Basu | ED | Member | 06-Jun-2020 | |

| | |
|---|-----|
| 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 is not applicable to the Company since the Company does not fall under top 500 listed entities on the basis of market capitalisation as on 31st March, 2020. |
| Whether Permanent chairperson appointed | |



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 | |

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|---|-----|
| Company Remarks | |
| 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 |
|---|---|-----------------------------------|-----------------------------|---|
| 06-Jun-2020 | 11-Aug-2020 | Yes | 6 | 3 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 65 |

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 | 06-Jun-2020 | 11-Aug-2020 | Yes | 3 | 2 |
| Stakeholders Relationship Committee | 06-Jun-2020 | 11-Aug-2020 | Yes | 3 | 1 |
| Nomination & Remuneration Committee | 06-Jun-2020 | | Yes | 3 | 2 |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 65 |

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 | |



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|---|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|---|--|

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 30th June,2020 was placed at the Board Meeting held on 11th August, 2020.

Corporate Social Responsibility Committee: Mr Brij Kishore Jhawar, Non-Executive Director informed the Company on 17th September, 2020 that he would retire on 23rd September,2020(AGM date) due to failing health and would not be available for reappointment at AGM. In view of his retirement, the Board of Directors shall appoint new suitable committee member at the earliest opportunity.

Name : Shampa Ghosh Ray
Designation : Company Secretary



ANNEXURE III

Affirmations

| Broad Heading | Regulation Number | Compliance Status | Company Remark |
|--|--------------------------------------|--------------------------|-----------------------|
| 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

