



**Usha Martin Limited**

2A, Shakespeare Sarani, Kolkata (formerly Calcutta) - 700 071, India  
Phone : (00 91 33) 71006300/599, Fax : (00 91 33) 2282 9029, 71006400/500  
CIN : L31400WB1986PLC091621  
Website : www.ushamartin.com

Date :

Mr/Mrs.. .....

.....

.....

Dear Sir / Madam,

Sub: Your appointment as an Independent Director of Usha Martin Limited

We are pleased to inform you that your appointment as an Independent Director of Usha Martin Limited ("the Company") has been approved by the shareholders at the Meeting held on .....

Your appointment on the Board of the Company shall be governed by the following:

I) Term of Appointment :

Your appointment as Non-Executive Independent Director of the Company is for a term of ..... years with effect from ..... as an Independent Director and you will not be liable to retire by rotation.

Your appointment and tenure as Independent Director shall be subject to the conditions mentioned under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

II) Committees of Board :

In addition to your presently being member of the Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Finance Committee, the Board of Directors may, subject to the applicable laws and regulations, further appoint you on one or more Board Committees.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

III) Role, Expectations, Functions, Duties and Liabilities :

As a member of the Board, your duties, functions, roles and liabilities shall be as generally required from a Non-Executive Independent Director under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable statutes, as amended from time to time.

IV) Directors and Officers Insurance:

The Company has a Directors and Officers Insurance Policy to safeguard and protect the interest of its Directors and Officers. Such insurance cover will be for the term of your appointment subject to the terms of the policy in force from time to time.

V) Code of Business Ethics:

During your tenure, you shall comply with various codes framed by the Company from time to time including the Code of Conduct for Independent Directors, Code of Conduct for Directors and Senior Management Personnel, Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons. The relevant Codes mentioned above are provided as **Annexure A**.

You are also requested to confirm compliance with the aforementioned Codes on an annual basis.

VI) Prohibited Actions:

While you are requested to maintain your independence in terms of provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) 2015 you are requested to avoid the following:

- a) activities which might disqualify you from continuing as a director of the Company;
- b) engaging into a related party transaction, without disclosing your interest;
- c) violation of the Company's Code of Conduct for Directors and Senior Management Personnel;
- d) violation of the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons;
- e) violation of the Company's Code of Conduct for Independent Directors;

VII) Remuneration:

As a director, you will be paid the following:

- a) Sitting fees of such amount as may be fixed by the Board from time to time for attending each Board Meeting and Meeting of Committee of Board in which you are a member; and
- b) Commission as may be determined by the Board of Directors from time to time in accordance with the provisions of Companies Act, 2013 and Rules made thereunder.

The Company will pay or reimburse to you such expenditure as may have been incurred by you while performing your role as an independent director of the Company.



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#### VIII) Evaluation

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors. Your appointment and re appointment on the Board shall be subject to the outcome of the evaluation process.

We welcome you on the Board of the Company and look forward to a fruitful and happy association.

Thanking you,

Yours faithfully,  
For Usha Martin Limited

Managing Director

Encl :

- 1) Copy of Code of Conduct for Directors and Senior Management Personnel ;
- 2) Copy of the Usha Martin Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ;

} Annexure-A

**CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND  
SENIOR MANAGEMENT PERSONNEL OF USHA MARTIN LIMITED**

A) TERM

This Code of Conduct (the “Code”) has been revised by the Board of Directors of the Company at their meeting held on 5<sup>th</sup> February, 2019.

B) APPLICABILITY

This Code shall be applicable to (i) each member of the Board of Directors of Usha Martin Limited (the “Company”), hereinafter referred to as ‘a Director’, and (ii) members of its core management team excluding Board of Directors which shall include Chief Financial Officer, Company Secretary, employees in the grade of President and such other employee(s) of the Company as may be designated as member of core management team for the purpose of this Code by the Managing Director of the Company from time to time, hereinafter referred to as ‘Senior Management’.

C) OBJECTIVE

The Board of Directors of the Company wish to document a Code of Conduct for all Directors as well as Senior Management Executives:-

- 1) To enhance the standards of ethical conduct, which are based on core Usha Martin group values.
- 2) To evolve as good corporate citizens by implementing highest degree of transparency, integrity, accountability and corporate social responsibility.
- 3) To further achieve good corporate governance by complying with all laws, rules and regulations applicable to the Company and fulfilling responsibilities towards stakeholders.

D) THE CODE

1) Regulatory Compliances

- a) To comply with all applicable laws, rules, regulations and regulatory orders.
- b) To acquire appropriate up to date knowledge of requirements of compliances under various applicable statutes.

2) Honest and Ethical Conduct

To act in utmost good faith and in accordance with highest standards of personal and professional integrity, honesty and ethical conduct in respect of all transactions.

3) Duties (applicable for Independent Directors)

The independent directors shall -

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;
- f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;
- g) keep themselves well informed about the company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- j) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
  - l) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
  - m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- 4) Conflict of Interest
- a) To avoid scrupulously conflicts of interest with the Company. A conflict of interest exists where the interest of a Director or member of the Senior Management conflicts with that of the Company.
  - b) A conflict situation can arise :
    - i) When a Director or member of the Senior Management acts in a manner or has interests that may make it difficult to perform his or her work objectively or effectively.
    - ii) The receipt of improper personal benefits by a Director or member of the Senior Management of his or her family as a result of one's position in the Company.
    - iii) Any outside business activity that detracts the ability of a Director or member of Senior Management, to devote appropriate time and attention to his or her responsibilities with the Company.
    - iv) Any significant ownership interest in consulting or employment relationship with any supplier, customer or competitor of the Company.
    - v) The receipt of non nominal gifts, excessive entertainment, personal benefits either by himself / herself or his / her family as a result of his / her position in the Company.
  - c) Shall make disclosure of all material, financial and commercial transactions that may have a potential conflict with the interest of the Company at large including dealing in company shares and

commercial dealings with the bodies in which they have shareholding or interest.

5) Corporate Opportunities

- a) Not to exploit for their own personal gain, opportunities that are discovered through the use of the Company's property (including intellectual property), information or position.
- b) Not to divert to his / her own advantage any business opportunity that the Company is pursuing.
- c) Not to compete directly with the business of the Company or with any business that the Company is considering.

6) Fair Dealing

To deal fairly with the stakeholders, including the shareholders, creditors, lenders, suppliers, customers, employees, etc. of the Company and shall hold themselves accountable to the appropriate authority/body.

7) Protecting Company's Confidential Information

- a) To maintain the confidentiality of sensitive information of the Company and its business or that of any stakeholder to which the Company has a duty of confidentiality to maintain, except when disclosure is authorized or legally mandated. The confidential information includes all information not in the public domain that might be of use to competitors or harmful to the Company or companies in the Usha Martin Group.
- b) Not to use confidential information for own advantage or profit even after such person ceases to hold office as Director or serve the organization.

8) Use and Protection of Company's Assets

- a) To protect Company's assets and properties, including intellectual property and ensure its efficient use.
- b) To ensure the use of Company's property for legitimate business purposes.
- c) Shall not illegally withhold any property or documents of the Company and should ensure protection of the same at all times.

9) Disclosure of Interest

To disclose the necessary information to the Company at regular intervals in respect of various declarations under the various acts, rules and regulations, including the Companies Act, 2013, and the details of related parties from time to time.

10) Compliance of “Insider Trading Code”

To comply with the provisions of the Code of Conduct for Prohibition of Insider Trading approved by the Board of Directors and as modified from time to time.

11) Contribution in Strategic Planning

- a) To have clear understanding of business, its plants, management structure, the capabilities and capacity of the Company.
- b) To have proper understanding and competence to deal with the current and emerging issues related to the business of the Company.
- c) To exercise independent judgment and if required, oppose, in case the vital interest of the Company is affected.
- d) To promote ethical and responsible decision making.
- e) To contribute in the most effective manner to achieve the Vision and Mission of the Company.

12) Meetings

- a) To endeavour to attend and actively participate in all the meetings of the Board of Directors and its Committees, where he is a member, as well as general meetings of the members of the Company.
- b) Not to participate in any meeting, in any discussion or vote on any matter in which he is interested as a Director.
- c) To attend such meetings as are required of the person for the benefit, growth and development of the Company.



13) To Act as Trustee

- a) To exercise his / her powers at all times for the purpose they were conferred, for the benefit and prosperity of the Company.
- b) To discharge his fiduciary duty as a Trustee in a fair impartial manner.

14) Policies and Procedures

- a) To comply and abide by the policies and rules framed by the Company from time to time.
- b) To adhere to the systems and procedures of the Company.

15) General

All Directors and Senior Management Executives shall :

- a) take every reasonable step to ensure adherence to the laws of the land.
- b) in their decisions respect the necessity of protecting the environment around it, of the country, and the global environment as whole and shall promote the same values.
- c) practice a Code of giving highest respect for humans and human values and must promote the same.
- d) exercise their responsibilities with utmost consciousness within the organization and shall promote the same.
- e) conduct themselves in the private and personal life in the manner and that shall not demean the image and damage the interest of the Company.
- f) not give any statement to the press or any other form of media without due authorization from the appropriate authority / body.
- g) neither directly or indirectly give any official favours for personal purposes nor spend any money of the Company for personal purposes.

- h) not knowingly suppress a material fact, which can be detrimental to the interest of the Company, from the appropriate authority / body.
- i) not make any statement, verify any return or form, containing any particulars knowing them to be false.
- j) not fail to invite the attention of the appropriate authority / body in respect of matters affecting the Company or arising out of professions, any material departure from the generally accepted principles of propriety.
- k) co-operate in any enquiries and/or investigations.
- l) practice a conduct that promotes the equality of gender, class and caste and shall promote the same values and also exercise their duties in a manner that encourages healthy personal and career growth of the employees of the Company.
- m) exercise their responsibilities with utmost cost consciousness within the organization and shall promote the same.
- n) not conduct themselves in such manner as would be construed to be an incident of sexual harassment at the workplace.
- o) not engage in misinformation, disinformation or personal vilification or victimization of any employee or stakeholder.
- p) not use abusive or offensive language at the workplace or any such location connected to official business.
- q) not show disrespect to their senior officers or to the authority of the Board.
- r) at all times make every reasonable efforts to lead by example.

#### E) CERTIFICATION

Each of the Directors and Senior Management Executives of the Company to whom this Code is made applicable, shall file with the Company Secretary of the Company, a certificate addressed to the Managing Director of the Company, by the 31<sup>st</sup> March every year, confirming his/her compliance with the provisions of this Code.

# USHA MARTIN LIMITED

## Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons

- A) This Code of Conduct will be known as “Usha Martin Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons” hereinafter referred to as the “Code of Conduct”.
- B) This Code of Conduct has been made pursuant to Regulation 9 read with Schedule B of the SEBI (Prohibition of Insider Trading) Regulation, 2015 [SEBI (PIT) Regulations] as amended and may be modified by the Board of Directors of the Company from time to time.
- C) The Code has been last amended with the approval of the Board on 11<sup>th</sup> August, 2020. The amended Code shall be applicable on and from 11<sup>th</sup> August, 2020 and shall supersede the existing Code of Conduct.
- D) This Code shall apply to all Designated Persons of Usha Martin Limited and their immediate relatives.
- E) Definitions –

For the Purpose of this Code of Conduct –

- 1) “Act” means the Securities and Exchange Board of India Act, 1992 (including any amendment or re-enactment thereof);
- 2) “Board of Directors” means the Board of Directors of the Company – Usha Martin Limited;
- 3) “Company” or “the Company” means Usha Martin Limited;
- 4) “Committee” means the Audit Committee constituted by the Company which inter-alia shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively ;
- 5) “Compliance Officer” means the Company Secretary of the Company reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the SEBI (PIT) Regulations;
- 6) “Connected Person” means:

- a) Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officer or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be ‘connected persons’ unless the contrary is established :
  - a) An immediate relative of connected persons specified in Clause (i) or
  - b) A holding company or associate company or subsidiary company; or
  - c) An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - d) An investment company, trustee company, asset management company or an employee or director thereof; or
  - e) An official of a stock exchange or of clearing house or corporation; or
  - f) A member of board of trustee of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;
  - g) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h) An official or an employee of a self – regulatory organization recognized or authorized by the Board; or
  - i) A banker of the Company; or
  - j) A concern, firm, trust, Hindu undivided family, company or association of persons where a director of a company or immediate relative or banker of the company, has more than ten percent of the holding or interest.

7) “Designated Person” means the following:

- a) every Director and Key Managerial Personnel of the Company or its subsidiaries;
- b) all employees in the grade of Assistant Vice President & above of the Company and such other employees of the Company so designated by the Board of Directors in consultation with the Compliance Officer on the basis of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
- c) all employees of material subsidiaries of the Company, if any, designated by their Board of Directors, on the basis of their functional role or ability to have access to Unpublished Price Sensitive Information;
- d) all Promoters (including persons /entities of the Promoter Group) of the Company;

- e) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to Unpublished Price Sensitive Information;
  - f) all employees of the Secretarial, Legal, Accounts, Finance & Treasury Departments, IT and Private / Confidential Assistants in the offices of Managing Director(s), Joint Managing Director(s), Chief Financial Officer, Head of Accounts, Company Secretary, etc.
- 8) “Immediate Relative” means spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 9) “Insider” means any person who is:
- a) a connected person; or
  - b) in possession of or having access to unpublished price sensitive information;
- 10) “Legitimate Purpose” shall have the same meaning as given in the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 11) “Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification(s) or re- enactment thereof.
- 12) “Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification(s) thereof.
- 13) “SEBI (PIT) Regulations” means the Securities and Exchange Board Of India [Prohibition of Insider Trading] Regulations, 2015 as amended from time to time;
- 14) “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and ‘trade’ shall be construed accordingly;
- 15) “Trading Day” means a day on which the recognized stock exchanges are open for trading;
- 16) “Trading Window” means a trading period for trading in Company’s securities as specified by the Company from time to time;
- 17) “Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to

materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following :

- a) Financial results of the Company;
- b) Declaration of the dividends (both interim and final);
- c) Changes in capital structure;
- d) Mergers, de–mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e) Changes in key managerial personnel.

All other words and phrases which have not been defined above shall have the same meaning as defined under the SEBI (PIT) Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 and rules and regulations made thereunder and amended from time to time.

F) Monitoring and reporting Unpublished Price Sensitive Information:

The Company has appointed the Company Secretary as Compliance Officer. The Compliance Officer shall provide various reports, as may be required to the Chairperson of the Audit Committee, once a year or at such frequency as may be specified by the Board of Directors.

G) Information on a need-to-know basis:

All information shall be handled within the organisation on a need-to- know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No Designated Person shall communicate any Unpublished Price Sensitive Information to any other person except in the ordinary course of business or profession or employment or under any law

No Designated Person or their Immediate Relative(s) who while in possession of such unpublished price sensitive information shall trade in the securities of the Company.

H) Chinese Wall for preservation of "Unpublished Price Sensitive Information:

In order to prevent misuse of information the following norms for Chinese Wall procedures and processes for permitting any Designated Persons to cross the wall shall be followed:

- 1) The “Chinese Wall” separates those functions of the Company which have access to confidential information and are considered as "inside areas" from those functions or other departments which are providing support services and are

considered as "public areas".

- 2) The Designated Persons of the inside area shall not communicate any Unpublished Price Sensitive Information ('UPSI') to anyone in public area.
- 3) The employees in public area shall not access official documents, noting, computer systems, hand held devices used by Designated Persons of the inside area. Further, Computer systems of Designated Persons of inside area containing confidential information relating to UPSI shall be maintained with adequate security of login and password etc.
- 4) In certain circumstances employees from the public areas who have been communicated or given access to UPSI for the performance of their duty should be brought "over the wall". It shall be the duty of the Designated Person to intimate the Compliance Officer the particulars of the person who has been brought over the wall.

I) Disclosure Requirements:

- 1) Every person on appointment as a Key Managerial Personnel or a Director or on becoming a Promoter or member of Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Key Managerial Personnel or a Director or Promoter or member of Promoter Group to the Company within seven days of such appointment or becoming a promoter in the format provided in Annexure I to this Code. The said Annexure I to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI (PIT) Regulations from time to time.
- 2) Every Designated Person, Promoter, Member of Promoter Group and Director of the Company shall disclose to the Company the number of securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakhs rupees in the format provided in Annexure II to this Code. The said Annexure II to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI (PIT) Regulations from time to time.
- 3) The Company shall, on receipt of disclosure under Clause I (2) above shall notify the particulars of such trades to the stock exchanges where its securities are listed within two trading days of receipt of disclosure or on becoming aware of such information in the manner and format in accordance with the provisions of the SEBI (PIT) Regulations.
- 4) All Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis as and when the information changes

in the Format provided in Annexure III to this Code. The said Annexure III to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI (PIT) Regulations from time to time.

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

*The term “material financial relationship” mentioned above shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.*

#### J) Reporting Requirements:

All Designated Persons will have to forward Annual Statement of holdings including that of their Immediate Relatives to the Compliance Officer within 15 days of the close of the Financial Year in the prescribed Form (the Form is provided herein under as Annexure III).

#### K) Closure of Trading Window:

- 1) Designated Persons shall not trade in securities of the Company during the period when the trading window of the Company has been closed.
- 2) The Trading Window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- 3) The Trading Window shall be mandatorily closed from the end of every quarter (i.e. applicable from the 1<sup>st</sup> Calendar day subsequent to the last day of the quarter) till 48 hours after the declaration of financial results.
- 4) Restrictions of trading during closure of Trading Window shall not be applicable where trades are carried out as per approved Trading Plan framed and disseminated to the public in accordance with the SEBI (PIT) Regulations and



such cases which have been specifically provided and subject to the fulfillment of the conditions (including pre-clearance, where applicable) under the SEBI (PIT) Regulations.

- 5) When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.
- 6) Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes:
  - a) Financial Results
  - b) Dividends
  - c) Change in Capital Structure
  - d) Mergers, De-Mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions
  - e) Changes in Key Managerial Personnel
- 7) Due notice shall be given to all the insiders who are having access to unpublished price sensitive information for legitimate purpose that such persons shall maintain confidentiality to such unpublished price sensitive information in compliance with the SEBI (PIT) Regulations. The Policy of Legitimate purpose has been framed by the Company and forms part of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”.

L) Pre-clearance of Trades:

- 1) All Designated Persons of the Company, intending to trade in the securities of the Company exceeding the threshold limit of value of Rs.1,000,000 (Rupees Ten Lakh) whether in a single or multiple transaction during a calendar quarter will have to make an application to the Compliance Officer along with an Undertaking (that such person as on the date of making the application for pre – clearance is not in possession of Unpublished Price Sensitive Information) in the in the format provided in Annexure IV to this Code for obtaining pre-clearance. The said Annexure IV to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI (PIT) Regulations from time to time. However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 2) Only after receiving the clearance, transaction should be carried out.
- 3) The execution of the order in respect of the security of the Company will have to be completed within seven (7) trading days of approval for pre – clearance failing which pre clearance shall again be required to be obtained.
- 4) Once such person has traded in the securities of the Company such person shall not enter into a contra trade to the trade already executed or entered in relation to

the securities of the Company during the next six months following the prior trade. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI (PIT) Regulations. Restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- 5) The six months cooling period may be relaxed by the Compliance Officer after recording his reasons in this regard provided such relaxation does not violate the provisions of the SEBI (PIT) Regulations.
- 6) Designated Persons shall not take positions in derivative transactions in the shares of the company at any time.
- 7) Where a contra trade has been executed due to inadvertence or otherwise, in violation of the above mentioned restriction of six months period, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- 8) Pre-clearance of trades shall not be required for trade(s) executed as per approved Trading Plan framed and disseminated to the public in accordance with the SEBI (PIT) Regulations.

M) Protection against retaliation and victimization:

- 1) The Company shall provide suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or any discrimination against any employee who files a Voluntary Information Disclosure Form as mandated under SEBI (PIT) Regulations relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, irrespective of whether the information is considered or rejected by SEBI or any Committee / Board constituted by SEBI or he or she is eligible for a Reward under the SEBI (PIT) Regulations, by reason of the following:
  - i) filing a Voluntary Information Disclosure Form;
  - ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
  - iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

For the purpose of aforesaid, “employee” means any individual who during employment may become privy to information relating to violation of insider

trading laws and files a Voluntary Information Disclosure Form under the SEBI (PIT) Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

Nothing under SEBI (PIT) Regulations shall require the employee to establish that SEBI has taken up any enforcement action in furtherance of information provided by such person; or the information provided fulfils the criteria of being considered as an Original Information under the SEBI (PIT) Regulations.

N) Trading Plan:

- 1) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan subject to compliance of Code and SEBI (PIT) Regulations.
- 2) Such trading plan shall not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- 3) Such trading plan shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- 4) Such trading plan shall entail trading for a period of not less than twelve months
- 5) Such trading plan shall not entail overlap of any period for which another trading plan is already in existence
- 6) Such trading plan shall set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected
- 7) Such trading plan shall not entail trading in securities for market abuse
- 8) The Compliance Officer shall review the trading plan to assess whether such plan has any potential and is not in violation of the SEBI (PIT) Regulations and shall be entitled to seek such express undertakings as may be considered necessary including but not limited to the effect that the applicant is not in possession of UPSI
- 9) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- 10) Upon approval of the trading plan, the compliance officer shall notify the plan to the Stock Exchanges wherein the securities of the Company are listed.

- 11) The implementation of the trading plan shall be deferred if any UPSI in possession at the time of formulation of the plan has not become generally available at the time of commencement of implementation of such plan.

O) Dissemination of Price Sensitive Information:

- 1) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 2) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

The following guidelines shall be followed while dealing with analysts and institutional investors:

- a) Only public information to be provided.
- b) At least 2 (two) Company representatives be present at meetings with analysts, media persons and institutional investors.
- c) Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- d) Simultaneous release of information after every such meet.

Any person/entities getting associated with the Company and falling within the ambit of 'Insider' shall make sure that their employees/associates, in possession of UPSI, do not enter into any securities trading pertaining to the Company. Also, such Insider or their employees and associates shall disclose the holdings and trading in the securities of the Company in format prescribed as Annexure V to this Code within 15 days of request for such disclosure being sent to them by the Compliance Officer of the Company.

P) Internal Control:

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the SEBI (PIT) Regulations to prevent insider trading and the Audit Committee of the Company is entrusted with responsibility to verify that the systems for internal control are adequate and are operating effectively and it shall review compliance from time to time to verify that the systems of internal control are adequate and are operating effectively.

The system for internal control includes:

- 1) Identification of all employees having access to UPSI as designated employee.
- 2) Identification of UPSI and maintaining its confidentiality as per the SEBI (PIT) Regulations.
- 3) Placing adequate restrictions on communication or procurement of UPSI as required in the SEBI (PIT) Regulations.

- 4) Maintaining list of all employees and other persons with whom UPSI is shared and signing confidentiality agreements and serving notices to all such employees and persons.
- 5) Maintaining a structural digital database as prescribed under the SEBI (PIT) Regulations.
- 6) Requiring compliance of all requirements under the Regulation.
- 7) Periodic process review to evaluate effectiveness of internal controls.

Q) Contravention:

Designated Persons who trade in securities or communicate any information for trading in securities in contravention of this Code of Conduct will be penalised and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to show cause. They shall also be subject to disciplinary action including wage freeze, suspension, recovery, in – eligibility for future participation in ESOP, etc. Any amount collected under this clause shall be utilized in the manner as provided in SEBI (PIT) Regulations.

In case it is observed that there is a violation of SEBI (PIT) Regulations, the Company shall inform the stock exchange(s), in the format provided in Annexure VI to this Code. The said Annexure VI to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI (PIT) Regulations from time to time.

In addition to the action which may be taken by the Company, the persons violating the SEBI (PIT) Regulations will also be subject to action by SEBI. In case of any violation, the Company shall inform SEBI accordingly.

## FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2)-Disclosure on becoming a KMP/Director/Promoter/Member of the Promoter Group]**

Name of the company:	<b>Usha Martin Limited</b>
ISIN of the company:	<b>INE228A01035</b>

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter Group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (KMP/Director or Promoter or Member of the Promoter Group/immediate relatives to/others etc.)	Date of appointment of KMP/Director /or Date of becoming Promoter/Member of the Promoter Group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or Member of the Promoter Group		% of Shareholding
			Type of securities (For eg. — Shares, Warrants, Convertible Debentures. Right Entitlements etc.)	No.	
1	2	3	4	5	6

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/Member of the Promoter Group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/Member of the Promoter Group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature :  
 Designation :

Place :

Date:

**FORM C****SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the Company :	<b>Usha Martin Limited</b>
ISIN of the Company :	<b>INE228A01035</b>

**Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/ DIN & address with contact nos.	Category of Person (Promoter/Member of the Promoter Group/Designated Person/Directors / Immediate relative to / others etc. )	Securities held prior to acquisition / disposal		Securities acquired / Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No. and % of share-holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No	Value	Transaction Type (Purchase/ Sale/ Pledge / Revokation/ Invokation/ others – Please specify	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No. and % of share-holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ii) Value of transaction excludes taxes / brokerage /any other charges

**Details of trading in derivatives on the securities of the company by Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such Persons and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature :

Date :

Designation :

Place :



**Form for disclosure of information (including annual statement of holdings)**

To  
 The Compliance Officer  
 Usha Martin Limited  
 2A, Shakespeare Sarani  
 Kolkata 700 071

## 1. Disclosure of information (including details of shareholding) of Designated Persons

Name	Permanent Account Number	Phone Numbers / Mobile or Cell Numbers used	Designation	Department	Folio No. / DP ID / Client ID	No of Shares acquired / disposed during the year	Value of the shares acquired / disposed during the year (Rs.)	Details of pre-clearance for such transaction (purchase / sale) was obtained.	No of Shares held (balance at the end of the year)

## 2. Disclosure of information (including details of shareholding) of Immediate Relatives of Designated Persons

Name	Permanent Account Number	Phone Numbers / Mobile or Cell Numbers used	Occupation	Relationship with the Designated Persons	Folio No. / DP ID / Client ID	No of Shares acquired / disposed during the year	Value of the shares acquired / disposed during the year (Rs.)	Details of pre-clearance for such transaction (purchase / sale) was obtained.	No of Shares held (balance at the end of the year)

## 3. Disclosure of information with whom Designated Persons shares a Material Financial Relationship

Name	Relationship	Permanent Account Number	Phone Numbers / Mobile or Cell Numbers used

4. Other Disclosure (*To be disclosed on one time basis*)

a. Names of Educational Institutions from where graduated (please provide if not provided earlier)

b. Name of Past Employers (*latest one first*)( *please provide if not provided earlier*)

I/ We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Date:

Signature:

Place:

Designation:

***Note:** The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.*



**Details of Shares held by Immediate Family Members**

Name of Relative	Relationship	No of Shares held (Folio No. /DP ID/Client ID)	Nature of Transaction for which approval is sought (Purchase / Sale)	No of Shares to be traded in	Balance Holding

Date:           Signature:

Place:          Designation:

Date:

Mr. ....  
.....  
.....

Dear Sir,

**Sub : Approval / Rejection of application for Pre – clearance**

This is to inform you that your request for execution of purchase / sale for ..... equity shares of the Company as mentioned in your application dated ..... is approved / rejected. Please note that the said transaction must be completed on or before seven trading days from the date of this letter.

Thanking you,

Yours faithfully,  
For Usha Martin Limited

*Compliance Officer*

**REPORTING OF TRADE EXECUTED / DECISION NOT TO TRADE**

To  
Compliance Officer  
Usha Martin Limited  
2A, Shakespeare Sarani  
Kolkata 700 071

**Ref : Pre - clearance approval letter dated .....**

Further, to your pre – clearance approval dated ..... for trade in ..... equity shares, I hereby inform that the trade was completed on ..... by purchase / sale of equity shares of the Company within seven days from the date of pre-clearance obtained.

OR

Further, to your pre–clearance approval dated ..... for trade in ..... equity shares, I hereby inform that the trade was not executed within seven days from the date of pre-clearance obtained.

Date :

Signature:

Place :

Designation:

**FORM D (Indicative Format)****SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (3) – Transactions by other connected persons as identified by the Company]**

Name of the Company :	<b>Usha Martin Limited</b>
ISIN of the Company :	<b>INE228A01035</b>

**Details of change in holding of Securities by other connected persons as identified by the Company**

Name, PAN, CIN/ DIN & address with contact nos. of other connected persons identified by the Company.	Connection with the Company	Securities held prior to acquisition / disposal		Securities acquired / Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No. and % of share-holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No	Value	Transaction Type (Purchase/ Sale/ Pledge / Revokation/ Invokation/ others – Please specify	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements etc.)	No. and % of share-holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ii) Value of transaction excludes taxes / brokerage /any other charges

**Details of trading in derivatives on the securities of the company by other connected persons as identified by the Company**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature :

Place :



**Report by Usha Martin Limited for violations related to Code of Conduct under  
SEBI (Prohibition of Insider Trading) Regulations, 2015.**

[Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No.	Particulars	Details		
1	Name of the listed company			
2	<i>Please tick appropriate checkbox</i> Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary			
3	<b>A. Details of Designated Person (DP)</b>			
	i. Name of the DP			
	ii. PAN of the DP			
	iii. Designation of DP			
	iv. Functional Role of DP			
	v. Whether DP is Promoter or belongs to Promoter Group			
	<b>B. If Reporting is for immediate relative of DP</b>			
	i. Name of the immediate relative of DP			
	ii. PAN of the immediate relative of DP			
	<b>C. Details of transaction(s)</b>			
	i. Name of the scrip			
	ii. No of shares traded and value (Rs.) (Date- wise)			
	<b>D. In case value of trade(s) is more than Rs.10 lacs in a calendar Quarter</b>			
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015			
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015			
4	Details of violations observed under Code of Conduct			
5	Action taken by Listed company			
6	Reasons recorded in writing for taking action stated above			
7	Details of the previous instances of violations, if any, since last financial year			
8	If any amount collected for Code of Conduct violation(s)			
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)			
	ii. Details of transfer / payment			
	In case of Online:			
	<table border="1" style="width: 100%;"> <tr> <th align="center">Particulars</th> <th align="center">Details</th> </tr> </table>	Particulars	Details	
Particulars	Details			

	Name of the transferor			
	Bank Name, branch and Account number			
	UTR/Transaction reference Number			
	Transaction date			
	Transaction Amount (in Rs.)			
In case of Demand Draft (DD):				
	<b>Particulars</b>	<b>Details</b>		
	Bank Name and branch			
	DD Number			
	DD date			
	DD amount (in Rs.)			
9.	Any other relevant information			

Yours faithfully,

**Name and Signature of Compliance Officer**

**PAN:**

**Email ID:**

**Date :**

**Place :**