

**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-2018**

**I. Composition of Board of Directors**

Title (Mr/Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	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
Mr.	Basant Kumar Jhawar	00086237	ACUPJ2827L	NED	19-May-1998			1	0	0
Mr.	Prashant Jhawar	00353020	ACXPJ9995N	NED	24-Jun-1992			4	0	0
Mr.	Brij Kishore Jhawar	00086200	AEAPJ9384G	NED	27-Oct-2004			1	1	0
Mr.	Salil Singhal	00006629	AHNPS4184K	ID	31-Jul-2014		44	2	2	0
Mr.	Ghyanendra Nath Bajpai	00946138	ABEPB2522M	ID,C & NED	31-Jul-2014		44	4	9	2
Mr.	Partha Sarathi Bhattacharyya	00329479	ACZPB3511C	ID	31-Jul-2014		44	5	2	0
Mr.	Jitender Balakrishnan	00028320	AEIPB9233Q	ID	31-Jul-2014		44	6	8	3
Mr.	Venkatachalam Ramakrishna Iyer	02194830	ABLPR5706Q	NED,ND	04-Nov-2015			2	1	1
Mr.	Rajeev Jhawar	00086164	ACOPJ2708A	ED	19-May-2013			3	3	1
Mr.	Pravin Kumar Jain	02583519	ADHPJ3088M	ED	01-Feb-2015			1	2	0
Mr.	Mukesh Rohatgi	00136067	AABPR5751J	ID	09-Dec-2016		16	1	0	0
Mrs.	Aarathi Ramakrishnan	07672826	AENPR4309A	ID	09-Dec-2016		16	1	0	0



## II. Composition of Committees

### Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Salil Singhal	ID	Member
2	Ghyanendra Nath Bajpai	ID,C & NED	Member
3	Jitender Balakrishnan	ID	Chairperson

### Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Brij Kishore Jhavar	NED	Member
2	Ghyanendra Nath Bajpai	ID,C & NED	Chairperson
3	Pravin Kumar Jain	ED	Member

### Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Partha Sarathi Bhattacharyya	ID	Chairperson
2	Pravin Kumar Jain	ED	Member
3	Mukesh Rohatgi	ID	Member
4	Rajeev Jhavar	ED	Member

### Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Jitender Balakrishnan	ID	Chairperson
2	Ghyanendra Nath Bajpai	ID,C & NED	Member
3	Salil Singhal	ID	Member

## III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10-Nov-2017	05-Feb-2018	86



#### IV. Meeting of Committees

Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	05-Feb-2018	67	10-Nov-2017	86
Stakeholders Relationship Committee	05-Feb-2018	67	10-Nov-2017	
Nomination & Remuneration Committee	05-Feb-2018	67		
Risk Management Committee	19-Feb-2018	75		

#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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

#### 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) - **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:

**Corporate Governance Report for Q3FY17-18 was placed at Board Meeting dated 05-02-2018.**

Name : Mrs. Shampa Ghosh Ray  
Designation : Company Secretary



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**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<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)	Yes
<i>Meeting of Board of directors</i>	17(2)	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 &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes



Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### 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**

Name : Mrs. Shampa Ghosh Ray  
Designation : Company Secretary



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