

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-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	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl udi ng this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl udi ng this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi tee held in liste d entiti es incl udi ng this liste d entit y	Me mbe rshi p in Co mmi tee s of the Co mpa ny	Remarks
Mr	BASANT KUMAR JHAWAR	0 0 8 6 2 3 7	AC UP J28 27 L	NED		19- May- 1998			1	0	0		
Mr	PRASHANT JHAWAR	0 0 3 5 3 0 2 0	AC XP J99 95 N	NED		24- Jun- 1992			3	0	0		



Mr	BRIJ KISHORE JHAWAR	0 0 0 8 6 2 0 0	AE AP J93 84 G	NED		27- Oct- 2004		1	1	0	SC	
Mr	SALIL SINGHAL	0 0 0 0 6 6 2 9	AH NP S41 84 K	ID		31- Jul- 2014		5 6	2	2	0	AC,N RC
Mr	GHYANENDR A NATH BAJPAI	0 0 9 4 6 1 3 8	AB EP B2 522 M	ID,C & NED		31- Jul- 2014		5 6	2	8	2	AC,SC ,NRC
Mr	PARTHA SARATHI BHATTACHA RYYA	0 0 3 2 9 4 7 9	AC ZP B3 511 C	ID		31- Jul- 2014		5 6	4	4	0	RMC
Mr	JITENDER BALAKRISHN AN	0 0 0 2 8 3 2 0	AE IPB 923 3Q	ID		31- Jul- 2014		5 6	6	8	3	AC,N RC
Mr	VENKATACH ALAM RAMAKRISHN AN IYER	0 2 1 9 4 8 3 0	AB LP R5 706 Q	NED, ND		04- Nov- 2015			2	1	1	
Mr	RAJEEV JHAWAR	0 0	AC OP	ED	M D	19- May-			3	3	1	RMC



		0 8 6 1 6 4	J27 08 A			2018							
Mr	PRAVIN KUMAR JAIN	0 2 5 8 3 5 1 9	AD HP J30 88 M	ED	M D	05- Feb- 2019			1	2	0	SC,RC	
Mr	MUKESH ROHATGI	0 0 1 3 6 0 6 7	AA BP R5 751 J	ID		09- Dec- 2016		2 8	1	0	0	RMC	
Mr s.	AARTHI RAMAKRISHN AN	0 7 6 7 2 8 2 6	AE NP R4 309 A	ID		09- Dec- 2016	09- Jan - 201 9	2 5	1	0	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SALIL SINGHAL	ID	Member	29-Jul-2009	
2	GHYANENDRA NATH BAJPAI	ID,C & NED	Member	07-Nov-2014	
3	JITENDER BALAKRISHNAN	ID	Chairperson	27-Jul-2010	

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	PRAVIN KUMAR JAIN	ED	Member	14-May-2014	
2	BRIJ KISHORE JHAWAR	NED	Member	14-Mar-2014	
3	GHYANENDRA NATH BAJPAI	ID,C & NED	Chairperson	25-May-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MUKESH ROHATGI	ID	Member	30-May-2017	
2	PRAVIN KUMAR JAIN	ED	Member	07-Nov-2014	
3	RAJEEV JHAWAR	ED	Member	07-Nov-2014	
4	PARTHA SARATHI BHATTACHARYYA	ID	Chairperson	07-Nov-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SALIL SINGHAL	ID	Member	30-May-2017	
2	GHYANENDRA NATH BAJPAI	ID,C & NED	Member	14-May-2014	
3	JITENDER BALAKRISHNAN	ID	Chairperson	07-Nov-2014	

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
12-Nov-2018	05-Feb-2019
17-Dec-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	49



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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	12-Nov-2018		100	Yes
Audit Committee	10-Dec-2018		100	Yes
Audit Committee	17-Dec-2018	05-Feb-2019	67	Yes
Stakeholders Relationship Committee	10-Dec-2018	05-Feb-2019		Yes
Nomination & Remuneration Committee		05-Feb-2019	67	Yes
Risk Management Committee		30-Mar-2019	75	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	49

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	
--	--



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 Q3FY18-19 was placed at Board Meeting dated 05-02-2019. Mr. Pravin Kumar Jain (DIN:02583519) retired on 15th January, 2019 as per his earlier term and he has been reappointed with effect from 05-02-2019.

Name : 
Designation : **SHAMPA GHOSH RAY**
Company Secretary



④

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
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
Contact information of the designated officials of the listed	Yes		www.ushamartin.com
email address for grievance redressal and	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	Not Applicable		
New name and the old name of the listed	Not		
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)	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 & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	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>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	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	

Other Information	Corporate Governance Report for Q3FY18-19 was placed at Board Meeting dated 05-02-2019.
-------------------	---

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	
-------------------	--

Name :  SHAMPA GHOSH RAY
Designation : Company Secretary



e