

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-2022**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat ego ry (Ch airp ers on /Exe cutiv e/No n- Exec utive/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D a t e o f A p p o i n t m e n t	Dat e o f App oint m e n t	Dat e o f ces sati on	T e n u r e	D a t e o f B i r t h	Wh eth er spe cial res olut ion pas sed ?	D a t e o f p a ss in g spe cial res olut ion	N o. o f Di rec tor s hi p in lis ted ent itie s in clu ding this lis ted ent ity	No o f Inde pend ent Dire ctor ship in lis ted entit ies in clud ing this lis ted entit y	No o f me mb ers hi ps in Au dit/ Sta keh old er Com mit tee (s) in clud ing this lis ted entit y	No o f pos t o f Ch air per son in Au dit/ St ak eh old er Com mit tee hel d in lis ted ent itie s in clud ing this lis ted ent ity	Me mbe rshi p in Com mit tee s of the Com pa ny	Rem arks
M r.	Raj eev Jha war	0 0 8 6	A C O P J 2	ED	M D	19- Ma y- 19 98	19- May- 2018			1 1- N o v-	NA		2	1	3	0	AC	

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		17 60 48 A						19 64								
M r.	Dh rub Jyo ti Bas u	0A 2A 4M 9P 8B 03 31 70 6E	ED		06- Jun - 20 20	06- Jun- 2020		28- A u g- 19 58	NA		10	10	10	SC,RC		
M r.	De vad ip Bh ow mi k	0A 8B 6R 5P 6B 50 09 57 5B	ED		15- Ma r- 20 21	15- Mar- 2021		18- D ec - 19 64	NA		10	00	00	RMC		
M r.	Ve nka tac hal am Ra ma kri shn a Iye r	0A 2B 1L 9P 4R 85 37 00 6Q	ID		12- No v- 20 21	12- Nov- 2021	5	29- A p r- 19 54	NA		22	22	21	SC,RC, NRC		
M r.	Vij ay Sin gh Ba pn a	0A 2D 5H 9P 9B 04 27 44 7P	ID,C & NED		27- Ma y- 20 19	27- May- 2019	34	28- A u g- 19 48	NA		44	53	33	AC,RC, NRC		
M r.	Set hur ath	0A 0B 0E	ID		12- No v- 2021	12- Nov- 2021	5	12- Ju	NA		11	74	44	AC,SC, RC,NR C		

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	na m Ra vi	0 9 7 9 5 2 6 M	P R 9 5 2 6 M			20 21				l- 1 9 5 9							
M rs	Ra mn i Nir ula	0 0 0 1 5 3 3 0	A Aj P B 9 0 8 5 B	ID		26- Jul- 20 19	26- Jul- 2019		3 2	2 7- M a y- 1 9 5 2	NA		5 5	3 0		RMC,N RC	

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,C & NED	Chairperson	26-Jul-2019	
2	Rajeev Jhawar	ED	Member	25-May-2020	
3	Sethurathnam Ravi	ID	Member	12-Nov-2021	

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	Sethurathnam Ravi	ID	Chairperson	09-Dec-2021	
2	Venkatachalam Ramakrishna Iyer	ID	Member	12-Nov-2021	
3	Dhrub Jyoti Basu	ED	Member	06-Jun-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vijay Singh Bapna	ID,C & NED	Chairperson	20-May-2021	
2	Ramni Nirula	ID	Member	20-May-2021	
3	Dhrub Jyoti Basu	ED	Member	20-May-2021	
4	Devadip Bhowmik	ED	Member	20-May-2021	
5	Venkatachalam Ramakrishna Iyer	ID	Member	12-Nov-2021	
6	Sethurathnam Ravi	ID	Member	11-Feb-2022	

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	Ramni Nirula	ID	Chairperson	26-Jul-2019	
2	Vijay Singh Bapna	ID,C & NED	Member	25-Oct-2021	
3	Venkatachalam Ramakrishna Iyer	ID	Member	12-Nov-2021	
4	Sethurathnam Ravi	ID	Member	12-Nov-2021	

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
12-Nov-2021	11-Feb-2022	Yes	7	4
	22-Mar-2022	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

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	12-Nov-2021		Yes	3	2
Audit Committee		11-Feb-2022	Yes	3	2



Stakeholders Relationship Committee	12-Nov-2021		Yes	3	1
Stakeholders Relationship Committee		11-Feb-2022	Yes	3	2
Risk Management Committee	12-Nov-2021		Yes	4	2
Risk Management Committee		11-Feb-2022	Yes	5	3
Nomination & Remuneration Committee	12-Nov-2021		Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

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	
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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. - **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**

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b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Corporate Governance Report for the Quarter ended 31st December 2021 was placed at the Board Meeting held on 11th February 2022.

Name : Shampa Ghosh Ray
Designation : Company Secretary & Compliance Officer



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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)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
As per regulation 46(2) of the LODR:			
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
Email address for grievance redressal and other relevant details entity who are	Yes		www.ushamartin.com
Contact information of the designated	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 their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.ushamartin.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.ushamartin.com
Credit rating or revision in credit rating	Yes		www.ushamartin.com
Separate audited financial statements of	Yes		www.ushamartin.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ushamartin.com
Materiality Policy as per Regulation 30	Yes		www.ushamartin.com
Dividend Distribution policy as per	Yes		www.ushamartin.com
It is certified that these contents on the	Yes		www.ushamartin.com
II Annual Affirmations			
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i>	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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	

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Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report	24(2),(3),(4),(5) & (6)	Yes	
Alternate Director to Independent Director	24(A)	Yes	
Maximum Tenure	25(1)	Not Applicable	
Meeting of independent directors	25(2)	Yes	
Familiarization of independent directors	25(3) & (4)	Yes	
Declaration from Independent Director	25(7)	Yes	
D & O Insurance for Independent	25(8) & (9)	Yes	
Memberships in Committees	25(10)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(3)	Yes	
	26(4)	Yes	

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<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	
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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	
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Name : **Shampa Ghosh Ray**
Designation : **Company Secretary & Compliance Officer**



ANNEXURE IV

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

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Name:
Designation:
Place:
Date:

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Note: During the Financial Year ended 31st March 2022:

- a) No loan or any other form of debt has been advanced by the Company to the specified categories of entities in respect of whom disclosure is required;
- b) No guarantee/ comfort letter (by whatever name called) has been provided by the Company in connection with any loan(s) or any other form of debt availed by the specified categories of entities in respect of whom disclosure is required;
- c) No security has been provided by the Company in connection with any loan(s) or any other form of debt availed by the specified categories of entities in respect of whom disclosure is required.

Hence, applicability of the disclosure has been mentioned as 'Not Applicable'.

