

	m R a m a k r i s h n a l y e r	0	0 6 Q			2 0 2 1	2 1			5 4													
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M r.	S e t h u r a t h n a m R a v i	0 0 6 0 9 7 9 0 0	A B E P R 9 5 2 6 M	ID		1 2 - N o v - 2 0 2 1	1 2- N o v - 2 0 2 1		1 6 . 1 9	1 2- J u l - 1 9 5 9	N o					A c t i v e	N A		4	3	8	4	A C, S C, R C, N R C
M r. s.	R a m n i N i r u l a	0 0 0 1 5 3 3 0 0	A A J P B 9 0 8 5 B	ID		2 6 - J u l - 2 0 1 9	2 6- J u l - 2 0 1 9		4 4 . 5	2 7- M a y - 1 9 5 2	N o					A c t i v e	N A		4	4	2	0	R M C, N R C

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

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ii. **Composition of Committees**

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Sethurathnam Ravi	ID	Chairperson	12-Nov-2021	
2	Venkatachalam Ramakrishna Iyer	ID	Member	12-Nov-2021	
3	Dhrub Jyoti Basu	ED	Member	06-Jun-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

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

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

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iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
08-Nov-2022	Yes	7	6	4
11-Feb-2023	Yes	7	7	4
17-Mar-2023	Yes	7	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	94

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	08-Nov-2022	Yes	3	3	2	0
Audit Committee	11-Feb-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	08-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	11-Feb-2023	Yes	3	3	2	0
Risk Management Committee	08-Nov-2022	Yes	6	5	4	0
Risk Management Committee	11-Feb-2023	Yes	6	6	4	0
Nomination & Remuneration Committee	11-Feb-2023	Yes	4	4	4	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94

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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 1000 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:

The Corporate Governance Report for the Quarter ended 31st December,2022 was placed at the Board Meeting held on 11th February 2023.

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



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
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://ushamartin.com/
Terms and conditions of appointment of independent directors	Yes		https://ushamartin.com/upload/investorrelations
Composition of various committees of board of directors	Yes		https://ushamartin.com/upload/investorrelations
Code of conduct of board of directors and senior management personnel	Yes		https://ushamartin.com/upload/investorrelations
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://ushamartin.com/upload/investorrelations
Criteria of making payments to non-executive directors	Yes		https://ushamartin.com/upload/investorrelations
Policy on dealing with related party transactions	Yes		https://ushamartin.com/upload/investorrelations
Policy for determining 'material' subsidiaries	Yes		https://ushamartin.com/
Details of familiarization programs imparted to independent directors	Yes		https://ushamartin.com/investor-
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://ushamartin.com/upload/investorrelations/Investor%20Contacts_2
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://ushamartin.com/investor-relations/contacts#Cont
Financial results	Yes		https://ushamartin.com/
Shareholding pattern	Yes		https://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 entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://ushamartin.com/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		https://ushamartin.com/investor-relations/credit-rating/#Credit-Rating
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://ushamartin.com/investor-relations/annual-reports#Annual-Report

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As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://ushamartin.com/investor-relations/financial-
Materiality Policy as per Regulation 30	Yes		https://ushamartin.com/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://ushamartin.com/upload/investorrelations
It is certified that these contents on the website of the listed entity are correct.	Yes		www.ushamartin.com

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	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	
<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>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	

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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) 25(1)	Yes Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent	25(10)	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)	Not Applicable	
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**

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:

Note: During the year ended 31st March 2023:

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

