



**Usha Martin Limited**

Regd. Office : 2A, Shakespeare Sarani, Kolkata - 700 071, India  
Phone : (00 91 33) 39800300, Fax : (00 91 33) 2282 9029, 39800400/500  
CIN : L31400WB1986PLC091621  
Website : www.ushamartin.com

UML/SECT/

March 18, 2015

The Secretary  
The Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001  
[Fax No. 022-22723719]

Societe de la Bourse de Luxembourg  
Societe Anonyme/R.C.B 6222  
B.P.165, L-2011, Luxembourg

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
[Fax No. 022-26598347]

The Vice President  
National Securities Depository Limited  
Trade World, 5<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai- 400013

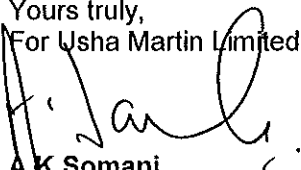
Dear Sir,

We would like to inform you that an Extra Ordinary General Meeting of the Company was held on 16<sup>th</sup> March, 2015 at Vidya Mandir, 1, Moira Street, Kolkata – 700 017 at 2.30 P.M and all the resolutions proposed therein were passed with requisite majority. Mr. A K Labh, Practicing Company Secretary was the scrutinizer to conduct the voting process and a copy of the Scrutinizer's report alongwith information required under Clause 35A of the listing agreement are enclosed for your reference and record. The proceedings of the meeting shall be sent to you in due course.

This is for your information and record.

Thanking you,

Yours truly,  
For Usha Martin Limited

  
A K Somani  
Company Secretary

Encl. : as above





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**Information in terms of Clause 35A of the Listing Agreement in relation to Extra Ordinary General Meeting of M/s Usha Martin Limited held on 16<sup>th</sup> March, 2015**

1. Date of EGM : 16<sup>th</sup> March, 2015
2. Total Number of Shareholders on record date (13<sup>th</sup> February, 2015) : 46965
3. No. of Shareholders present in the meeting either in person or through proxy :  
Promoters and Promoters Group / Public : 142
4. No. of shareholders attended the meeting through Video Conferencing  
Promoters and Promoters Group : Not Applicable  
Public : Not Applicable
5. Details of Agenda :

| Agenda Item No. | Details of the Agenda                                                                 | Resolution Required | Mode of Voting                                                            |
|-----------------|---------------------------------------------------------------------------------------|---------------------|---------------------------------------------------------------------------|
| 1               | Issue of Convertible Warrants on Preferential basis to Promoters and Promoters' Group | Special             | E-Voting/ Ballot Form sent along with Notice of EGM/ Ballot Paper at EGM  |
| 2               | Issue of Debt Instruments on Private Placement basis.                                 | Special             | E-Voting/ Ballot Form sent along with Notice of EGM / Ballot Paper at EGM |
| 3               | Re-appointment of Mr. P K Jain as Joint Managing Director [Wire & Wire Rope Business] | Special             | E-Voting/ Ballot Form sent along with Notice of EGM / Ballot Paper at EGM |

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6. The combined result of the E-Voting[ EVEN : ], voting through ballot forms as sent alongwith Notice of EGM and the votes casted through ballot paper by the shareholders attended / present in the Extra Ordinary general meeting held on 16th March, 2015, are as under :

| Promoter/<br>Public                                                                                                 | No. of Shares<br>held (1) | No. of votes<br>polled (2) | % of Votes polled on<br>outstanding shares<br>(3) = [(2) / (1)]<br>*100 | No. of Votes -<br>In favour (4) | No. of Votes-<br>Against (5) | % of Votes In<br>favour on votes<br>polled (6) = [(4) /<br>(2)]*100 | % of Votes against on<br>votes polled<br>(7) = [(5) / (2)] *100 |
|---------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------|-------------------------------------------------------------------------|---------------------------------|------------------------------|---------------------------------------------------------------------|-----------------------------------------------------------------|
| <b>Resolution No. 1 : Issue of Convertible Warrants on Preferential basis to Promoters and Promoters' Group</b>     |                           |                            |                                                                         |                                 |                              |                                                                     |                                                                 |
| Promoter and<br>Promoter<br>Group                                                                                   | 152,031,900               | -                          | -                                                                       | -                               | -                            | -                                                                   | -                                                               |
| Public -<br>Institutional<br>holders                                                                                | 80,375,738                | 56,937,295                 | 70.84%                                                                  | 40,234,999                      | 16,702,296                   | 70.67%                                                              | 29.33%                                                          |
| Public - Others                                                                                                     | 72,334,142                | 28,131,943                 | 38.89%                                                                  | 28,119,939                      | 12,004                       | 99.96%                                                              | 0.04%                                                           |
| <b>Total</b>                                                                                                        | <b>304,741,780</b>        | <b>85,069,238</b>          | <b>27.92%</b>                                                           | <b>68,354,938</b>               | <b>16,714,300</b>            | <b>80.35%</b>                                                       | <b>19.65%</b>                                                   |
| <b>Resolution No. 2 : Issue of Debt Instruments on Private Placement basis.</b>                                     |                           |                            |                                                                         |                                 |                              |                                                                     |                                                                 |
| Promoter and<br>Promoter<br>Group                                                                                   | 152,031,900               | 128,074,820                | 84.24%                                                                  | 128,074,820                     | -                            | 100%                                                                | -                                                               |
| Public -<br>Institutional<br>holders                                                                                | 80,375,738                | 56,937,295                 | 70.84%                                                                  | 56,937,295                      | -                            | 100%                                                                | -                                                               |
| Public - Others                                                                                                     | 72,334,142                | 28,251,563                 | 39.06%                                                                  | 28,245,589                      | 5974                         | 99.98%                                                              | 0.02%                                                           |
| <b>Total</b>                                                                                                        | <b>304,741,780</b>        | <b>213,263,678</b>         | <b>69.98%</b>                                                           | <b>213,257,704</b>              | <b>5974</b>                  | <b>99.99%</b>                                                       | <b>0.01%</b>                                                    |
| <b>Resolution No. 3 : Re-appointment of Mr. P K Jain as Joint Managing Director [Wire &amp; Wire Rope Business]</b> |                           |                            |                                                                         |                                 |                              |                                                                     |                                                                 |
| Promoter and<br>Promoter<br>Group                                                                                   | 152,031,900               | 128,074,820                | 84.24%                                                                  | 128,074,820                     | -                            | 100%                                                                | -                                                               |
| Public -<br>Institutional<br>holders                                                                                | 80,375,738                | 56,937,295                 | 70.84%                                                                  | 47,312,298                      | 9,624,997                    | 83.10%                                                              | 16.90%                                                          |
| Public - Others                                                                                                     | 72,334,142                | 28,251,473                 | 39.06%                                                                  | 28,229,401                      | 22,072                       | 99.92%                                                              | 0.08%                                                           |
| <b>Total</b>                                                                                                        | <b>304,741,780</b>        | <b>213,263,588</b>         | <b>69.98%</b>                                                           | <b>203,616,519</b>              | <b>9,647,069</b>             | <b>95.48%</b>                                                       | <b>4.52%</b>                                                    |





## **FINAL COMBINED REPORT OF THE SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

**The Chairman**  
**Usha Martin Limited**  
**2A, Shakespeare Sarani,**  
**Kolkata-700 071**

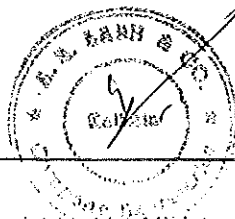
*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with Extra Ordinary General Meeting of the members of “*Usha Martin Limited*” (“*Company*”) held on Monday, 16<sup>th</sup> March 2015 at Vidya Mandir, 1 Moira Street, Kolkata – 700 017 at 2.30 P.M. for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (3) (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolution contained in the Notice of the Extra-ordinary General Meeting dated the 16<sup>th</sup> day of February, 2015. My responsibility as a scrutinizer for the voting process through electronic means and ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through ballots as provided by MCS Limited, the agencies engaged by the Company to provide e-voting / ballot facilities.

I submit my report as under :

1. The e-voting period remained open from 9.00 AM IST on Tuesday, the 10<sup>th</sup> day of March, 2015 up to 6.00 PM IST on Thursday, the 12<sup>th</sup> day of March, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. 13<sup>th</sup> day of February, 2015 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the notice dated 16<sup>th</sup> day of February, 2015 of the Extra Ordinary General Meeting of the Company.
3. The votes were unblocked on Friday, the 13<sup>th</sup> day of March, 2015 around 3.00 PM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>)
5. The result of the e-voting [EVEN : 101610] is as under:

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution****Issue of Convertible Warrants on Preferential Basis.**

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|------------------------------------------|----------------------------------------|
| 56981143                       | 40270650                                 | 16710493                               |

**b) Resolution 2****Type of Resolution : Special Resolution****Issue of Debt Instrument on Private Placement Basis.**

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|------------------------------------------|----------------------------------------|
| 56982153                       | 56978859                                 | 3294                                   |

**c) Resolution 3****Type of Resolution : Special Resolution*****Re-appointment of Mr. P. K. Jain as Joint Managing Director***

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|------------------------------------------|----------------------------------------|
| 56982063                       | 47336244                                 | 9645819                                |

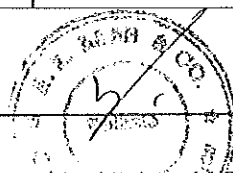
6. The Company has also issued the ballot forms to enable the shareholders to cast the votes physically instead of electronically. All the physical ballot forms received upto 6.00 PM IST on 12<sup>th</sup> day of March, 2015 were taken into record for the said purpose.
7. The result of the voting through ballot forms are as under:

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution*****Issue of Convertible Warrants on Preferential Basis.***

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|------------------------------------------|----------------------------------------|
| 28084123                       | 28080366                                 | 3757                                   |

**b) Resolution 2****Type of Resolution : Special Resolution*****Issue of Debt Instrument on Private Placement Basis.***

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|------------------------------------------|----------------------------------------|
| 92008068                       | 92005388                                 | 2680                                   |



**c) Resolution 3****Type of Resolution : Special Resolution****Re-appointment of Mr. P. K. Jain as Joint Managing Director**

| Total No. of votes cast | Total No. of votes cast<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 92008068                | 92006848                             | 1220                                  |

8. The Company also provided the opportunity to the shareholders attending the Extra-ordinary General Meeting to caste vote physically through ballot distributed at the venue of the Extra-ordinary General Meeting and all the shareholders not casted vote electronically or through ballot earlier were eligible to caste vote at the venue.
9. The result of the votes casted through ballot paper by the shareholders attended / present in the Extra-ordinary General Meeting are as under :

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution****Issue of Convertible Warrants on Preferential Basis.**

| Total No. of votes cast | Total No. of votes cast<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 3972                    | 3922                                 | 50                                    |

**b) Resolution 2****Type of Resolution : Special Resolution****Issue of Debt Instrument on Private Placement Basis.**

| Total No. of votes cast | Total No. of votes cast<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 64273457                | 64273457                             | 0                                     |

**c) Resolution 3****Type of Resolution : Special Resolution****Re-appointment of Mr. P. K. Jain as Joint Managing Director**

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|------------------------------------------|----------------------------------------|
| 64273457                       | 64273427                                 | 30                                     |

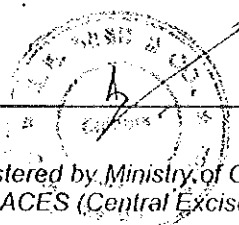
10. Thus, the combined result of the e-voting [EVEN : 101610], physical ballot form and the ballot papers distributed at the venue are as under:

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution****Issue of Convertible Warrants on Preferential Basis.**

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> | <i>Result</i>                 |
|--------------------------------|------------------------------------------|----------------------------------------|-------------------------------|
| 85069238                       | 68354938<br>(80.35%)                     | 16714300<br>(19.65%)                   | Carried by Requisite majority |

**b) Resolution 2****Type of Resolution : Special Resolution****Issue of Debt Instrument on Private Placement Basis.**

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> | <i>Result</i>                 |
|--------------------------------|------------------------------------------|----------------------------------------|-------------------------------|
| 213263678                      | 213257704<br>(99.99%)                    | 5974<br>(0.01%)                        | Carried by Requisite majority |



**A. K. LABH**

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRO, PGHDSM, DIRPM  
Practicing Company Secretary



**A. K. LABH & Co.**

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381  
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9  
e-mail aklabh@aklabh.com / aklabhcs@gmail.com  
Website : www.aklabh.com

**c) Resolution 3**

**Type of Resolution : Special Resolution**

**Re-appointment of Mr. P. K. Jain as Joint Managing Director.**

| Total No. of<br>votes cast | Total No. of<br>votes cast in<br>favour | Total No. of<br>votes cast<br>against | Result                           |
|----------------------------|-----------------------------------------|---------------------------------------|----------------------------------|
| 213263588                  | 203616519<br>(95.48%)                   | 9647069<br>(4.52%)                    | Carried by Requisite<br>majority |

11. The Registers, all other papers and relevant records relating to electronic voting and ballot forms are duly returned herewith.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries

(CS A. K. LABH)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 17.03.2015