

PETERHOUSE INVESTMENTS LIMITED

Administrative Office:

PO Box 287, 4th Floor, West Wing, Trafalgar Court, Admiral Park, St. Peter Port, Guernsey GY1 3RL
Telephone: 01481 727571 Fax: 01481 723162

Our Ref: AGB/KSA/009505

28 March 2012

M/s National Stock Exchange Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400051
Tel No. : (022) 26598353/8196/8436
Fax No. : 91 22- 26598194 & 26598237/38
Email : compliance@nse.co.in & cm1ist@nse.co.in

Dear Sirs

Folio No. IN300167/10046264

We are forwarding herewith Form C under SEBI [Prohibition of Insider Trading Regulations, 1992] for acquisition of GDR in Usha Martin Limited for your reference and record.

Kindly acknowledge receipt.

Yours faithfully

PETERHOUSE INVESTMENTS LIMITED

Per:



MRS C ROWE
Director

Registered Office: Trident Chambers, P O Box 146, Wickhams Cay, Road Town, Tortola, British Virgin Islands
Incorporation Number : 248779 Place of Incorporation: British Virgin Islands
Directors : Mr M W Le Tissier, Mrs C Rowe, Mr R D Dekker and Mr L E Mealing

#VPW:TGC.52438#

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(3) and (6)]

Regulation 13(3) – Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

1	2	3	4	5	6	7	8	9	10	11	12	13
Name, PAN No. & address of shareholders	Shareholding prior to acquisition/sale	No. & % of shares/voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase/public rights/Preferential offer etc.)	No. & % of shares/voting rights post-acquisition/sale	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity (GDR)	Buy value (\$)	Sell quantity	Sell value

28th March

Peterhouse Investments Ltd. 18,971,455 658,025 GDR Acquisition of 2012 Market purchase

PAN : AAECP3255H

West Wings

Trafalgar square, Admiral Park

27th March

St Peter Port, Guernsey GY1 2 JA

Channel Islands

into 3,290,125 underlying Eq. Shares at the option of the holder)

658,025 GDR

(Yet to be converted into 3,290,125 underlying Eq. Shares at the option of the holder)

into 3,290,125

underlying Eq. Shares at the option of the holder)

N.A.

Societe de

la Bourse

de Luxem-

bourg

2,040,377.50

CATHERINE ROWE
Director

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Dear Sirs

Folio No. IN300167/10046264

Enclosed please find **Format for disclosures Under Regulation 29(2) of SEBI (Substantial acquisition of Shares and Takeovers) Regulations, 2011.**

This is for your information please.

Kindly acknowledge receipt.

Yours faithfully

PETERHOUSE INVESTMENTS LIMITED

Per:



MRS C ROWE

Director

Registered Office: Trident Chambers, P O Box 146, Wickhams Cay, Road Town, Tortola, British Virgin Islands
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Directors : Mr M W Le Tissier, Mrs C Rowe, Mr R D Dekker and Mr L E Mealing

#VPW:TGC.52445#

**FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL
ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	USHA MARTIN LIMITED		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	PETERHOUSE INVESTMENTS LIMITED and other promoters as PAC		
3. Whether the acquirer belongs to Promoters/Promoters group	YES		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Mumbai Stock Exchange (BSE), The National Stock Exchange of India Ltd. (NSE), Societe de la Bourse de Luxembourg (GDR are listed at Luxembourg)		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	123,155,608	40.41%	40.41%
b) Voting rights (VR) otherwise than by equity shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
Total (a+b+c)	123,155,608	40.41%	40.41%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired	658,025 GDR		
b) VRs acquired otherwise than by equity shares	(Yet to be converted into		
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	3,290,125 underlying Equity Shares at the option of the		

acquired/sold	holder)		
Total (a+b+c)			
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	123,155,608	40.41%	40.41%
b) VRs otherwise than by equity shares	& 658,025 GDR		
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	(yet to be converted into 3,290,125 underlying Equity Shares at the option of the holder)		
Total (a+b+c)	123,155,608	40.41%	40.41%
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open Market		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	27 th March 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs.304,741,780		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs.304,741,780		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	Rs.304,741,780		

Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / Authorised Signatory

Place: PO Box 287, 4th Floor, West Wing,
Trafalgar Court, Admiral Park,
Date: 28/3/12 St Peter Port,
Guernsey

Catherine Rowe

CATHERINE ROWE
Director