



CIN-L31400WB1986PLC091621
WEBSITE : www.ushamartin.com

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

UML/SECT/

August 02, 2014

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, 5th 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, 5th Floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai- 400013

Dear Sir,

We would like to inform you that the 28th Annual General Meeting of the Company was held on 31st July, 2014 at Vidya Mandir, 1, Moira Street, Kolkata – 700 017 at 2.00 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

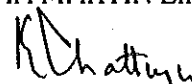
K Chatterjee
Dy. General Manager - Secretarial

Encl. : as above

Information in terms of Clause 35A of the Listing Agreement in relation to 28th Annual General Meeting of M/s Usha Martin Limited held on 31st July, 2014

1.	Date of AGM	31 st July, 2014
2.	Total Number of Shareholders on record date (18 th June, 2014)	48968
3.	No. of Shareholders present in the meeting either in person or through proxy- Promoters and Promoters Group/ Public	257
4.	No. of shareholders attended the meeting through Video Conferencing- Promoters and Promoters Group /Public (Agenda-wise)	Not Applicable
5.	Details of Agenda	As per Notice to the Members of Usha Martin Limited dated 25 th June, 2014. (Item no. 10 was withdrawn from the above notice)
6.	Resolutions required	Both Ordinary & Special Resolutions.
7.	Mode of Voting	E-voting / Voting through ballot forms/ Ballot at Meeting
8.	No. of Shares held by Promoters Group	12,84,13,320
9.	No. of votes Polled by Promoters Group	12,23,43,215
10.	Agenda- wise voting Status	Scrutinizer's Report attached

For USHA MARTIN LIMITED


(K. Chatterjee)

Dy. General Manager-Secretarial

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

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

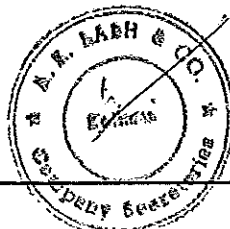
The Chairman
Usha Martin Limited
2A, Shakespeare Sarani,
Kolkata - 700 071

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 28th Annual General Meeting of the members of “*Usha Martin Limited*” (“Company”) held on Thursday, the 31st day of July 2014 at Vidya Mandir, 1 Moira Street, Kolkata – 700 017 at 2.00 P.M. for the purpose of scrutinizing the e-voting and ballot form processes in a fair and transparent manner and ascertaining the requisite majority on e-voting and ballot form processes 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.

I submit my report as under :

1. The report on e-voting and votes casted through ballot forms as sent to the shareholders alongwith the annual report has been separately submitted vide my report dated 30.07.2014.
2. The report on votes casted through ballot paper by the shareholders attended / present in the Annual General Meeting has been separately submitted vide my report dated 31.07.2014.
3. The result of the e-voting [EVEN : 100400] are as under :



A. K. LABH

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



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<A> ORDINARY BUSINESS ::

a) Resolution 1

Adoption of Accounts for the year ended 31.03.2014

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
38830143	38829643 (99.99%)	500 (0.01%)	Carried by majority

b) Resolution 2

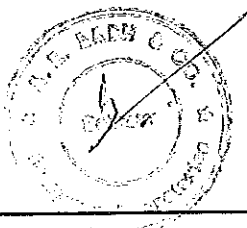
Re-appointment of Mr. P. Jhawar as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40479713	40478623 (99.99%)	1090 (0.01%)	Carried by majority

c) Resolution 3

Re-appointment of Mr. P. K. Jain as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40479713	40478573 (99.99%)	1140 (0.01%)	Carried by majority



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Website : www.aklabh.com**d) Resolution 4*****Appointment of Auditors***

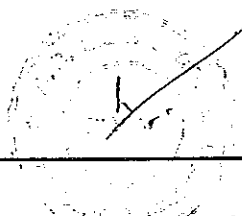
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40477248	38826217 (95.92%)	1651031 (4.08%)	Carried by majority

** SPECIAL BUSINESS ::****e) Resolution 5****Type of Resolution : Ordinary Resolution*****Appointment of Mrs. R. Nirula as an Independent Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40479663	40478633 (99.99%)	1030 (0.01%)	Carried by majority

f) Resolution 6**Type of Resolution : Ordinary Resolution*****Appointment of Mr. Salil Singhal as an Independent Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40479713	40479383 (99.99%)	330 (0.01%)	Carried by majority



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Website : www.aklabh.com

g) Resolution 7

Type of Resolution : Ordinary Resolution

Appointment of Mr. G. N. Bajpal as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40477248	38826667 (95.92%)	1650581 (4.08%)	Carried by majority

h) Resolution 8

Type of Resolution : Ordinary Resolution

Appointment of Mr. Jitender Balakrishnan as an Independent Director

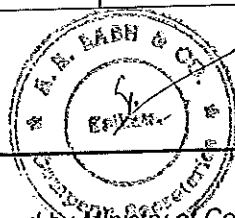
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40479713	38829132 (95.92%)	1650581 (4.08%)	Carried by majority

i) Resolution 9

Type of Resolution : Ordinary Resolution

Ratification of the remuneration of the Cost Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40478443	40477343 (99.99%)	1100 (0.01%)	Carried by majority



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Website : www.aklabh.com**j) Resolution 10****Type of Resolution : Special Resolution*****Appointment of Mr. R. S. Thakur as an advisor***

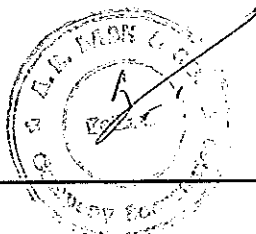
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40479673	40478093 (99.99%)	1580 (0.01%)	Carried by requisite majority

k) Resolution 11**Type of Resolution : Special Resolution*****Appointment of Mr. Apurv Jhawar as Deputy Manager***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40478658	40476388 (99.99%)	2270 (0.01%)	Carried by requisite majority

l) Resolution 12**Type of Resolution : Ordinary Resolution*****Appointment of Mr. Partha S Bhattacharya as an Independent Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
40479713	40478683 (99.99%)	1030 (0.01%)	Carried by majority



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4. The Company has also issued the ballot forms to enable the shareholders to vote physically instead of electronically. All the physical ballot forms received upto the closure of working hours on 27th day of July, 2014 were taken into record for the said purpose.
5. The result of the voting through ballot forms as sent alongwith annual report are as under:

<A> ORDINARY BUSINESS ::

a) Resolution 1

Adoption of Accounts for the year ended 31.03.2014

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986813	125986805 (99.99%)	8 (0.01%)	Carried by majority

b) Resolution 2

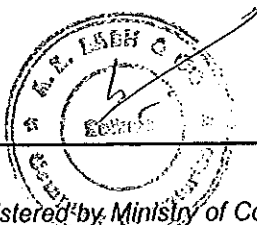
Re-appointment of Mr. P. Jhawar as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority

c) Resolution 3

Re-appointment of Mr. P. K. Jain as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority



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d) Resolution 4

Appointment of Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority

 SPECIAL BUSINESS ::

e) Resolution 5

Type of Resolution : Ordinary Resolution

Appointment of Mrs. R. Nirula as an Independent Director

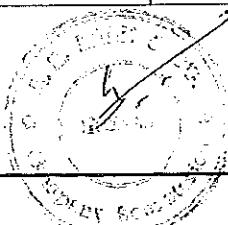
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority

f) Resolution 6

Type of Resolution : Ordinary Resolution

Appointment of Mr. Salil Singhal as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority



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g) Resolution 7

Type of Resolution : Ordinary Resolution

Appointment of Mr. G. N. Bajpai as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority

h) Resolution 8

Type of Resolution : Ordinary Resolution

Appointment of Mr. Jitender Balakrishnan as an Independent Director

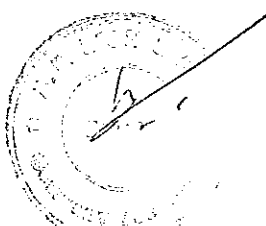
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority

i) Resolution 9

Type of Resolution : Ordinary Resolution

Ratification of the remuneration of the Cost Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority



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j) Resolution 10

Type of Resolution : Special Resolution

Appointment of Mr. R. S. Thakur as an advisor

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
4595	4587 (99.99%)	8 (0.01%)	Carried by requisite majority

k) Resolution 11

Type of Resolution : Special Resolution

Appointment of Mr. Apurv Jhavar as Deputy Manager

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125589518	125589510 (99.99%)	8 (0.01%)	Carried by requisite majority

l) Resolution 12

Type of Resolution : Ordinary Resolution

Appointment of Mr. Partha S Bhattacharya as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
125986763	125986755 (99.99%)	8 (0.01%)	Carried by majority



A. K. LABH

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6. The result of the votes casted through ballot paper by the shareholders attended / present in the Annual General Meeting are as under :

<A> ORDINARY BUSINESS ::

a) Resolution 1

Adoption of Accounts for the year ended 31.03.2014

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431229	7431119 (99.99%)	110 (0.01%)	Carried by majority

b) Resolution 2

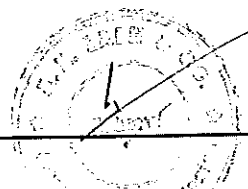
Re-appointment of Mr. P. Jhawar as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431409	7431189 (99.99%)	220 (0.01%)	Carried by majority

c) Resolution 3

Re-appointment of Mr. P. K. Jain as a Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431409	7431194 (99.99%)	215 (0.01%)	Carried by majority



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d) Resolution 4***Appointment of Auditors***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431409	7431294 (99.99%)	115 (0.01%)	Carried by majority

** SPECIAL BUSINESS ::****e) Resolution 5****Type of Resolution : Ordinary Resolution*****Appointment of Mrs. R. Nirula as an Independent Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431409	7430949 (99.99%)	460 (0.01%)	Carried by majority

f) Resolution 6**Type of Resolution : Ordinary Resolution*****Appointment of Mr. Salil Singhal as an Independent Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431409	7431199 (99.99%)	210 (0.01%)	Carried by majority

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Website : www.aklabh.com

g) Resolution 7

Type of Resolution : Ordinary Resolution

Appointment of Mr. G. N. Bajpai as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431229	7431129 (99.99%)	100 (0.01%)	Carried by majority

h) Resolution 8

Type of Resolution : Ordinary Resolution

Appointment of Mr. Jitender Balakrishnan as an Independent Director

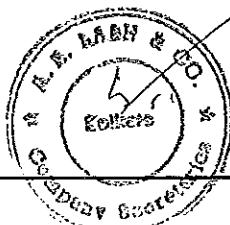
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431409	7431204 (99.99%)	205 (0.01%)	Carried by majority

i) Resolution 9

Type of Resolution : Ordinary Resolution

Ratification of the remuneration of the Cost Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7431409	7431289 (99.99%)	120 (0.01%)	Carried by majority



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Website : www.aklabh.com

j) Resolution 10

Type of Resolution : Special Resolution

Appointment of Mr. R. S. Thakur as an advisor

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7097741	7097491 (99.99%)	250 (0.01%)	Carried by requisite majority

k) Resolution 11

Type of Resolution : Special Resolution

Appointment of Mr. Apurv Jhawar as Deputy Manager

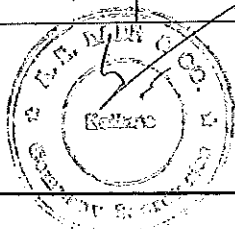
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7429119	7428999 (99.99%)	120 (0.01%)	Carried by requisite majority

l) Resolution 12

Type of Resolution : Ordinary Resolution

Appointment of Mr. Partha S Bhattacharya as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
7429119	7428759 (99.99%)	360 (0.01%)	Carried by majority



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7. Thus, the combined result of the e-voting [EVEN : 100400], voting through ballot forms as sent alongwith annual report and the votes casted through ballot paper by the shareholders attended / present in the annual general meeting, are as under :

<A> **ORDINARY BUSINESS ::****a) Resolution 1*****Adoption of Accounts for the year ended 31.03.2014***

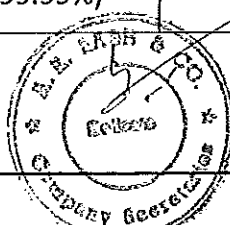
<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
172248185	172247567 (99.99%)	618 (0.01%)	Carried by majority

b) Resolution 2***Re-appointment of Mr. P. Jhawar as a Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
173897885	173896567 (99.99%)	1318 (0.01%)	Carried by majority

c) Resolution 3***Re-appointment of Mr. P. K. Jain as a Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
173897885	173896522 (99.99%)	1363 (0.01%)	Carried by majority



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising 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

d) Resolution 4

Appointment of Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173895420	172244266 (99.00%)	1651154 (1.00%)	Carried by majority

 SPECIAL BUSINESS ::

e) Resolution 5

Type of Resolution : Ordinary Resolution

Appointment of Mrs. R. Nirula as an Independent Director

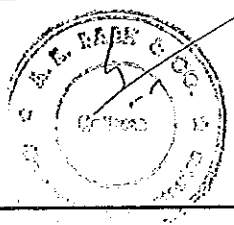
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173897837	173896337 (99.99%)	1498 (0.01%)	Carried by majority

f) Resolution 6

Type of Resolution : Ordinary Resolution

Appointment of Mr. Salil Singhal as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173897885	173897337 (99.99%)	548 (0.01%)	Carried by majority



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g) Resolution 7

Type of Resolution : Ordinary Resolution

Appointment of Mr. G. N. Bajpai as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173895240	172244551 (99.00%)	1650689 (1.00%)	Carried by majority

h) Resolution 8

Type of Resolution : Ordinary Resolution

Appointment of Mr. Jitender Balakrishnan as an Independent Director

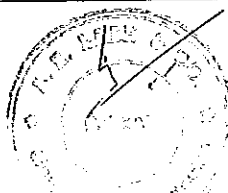
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173897885	172247091 (99.00%)	1650794 (1.00%)	Carried by majority

i) Resolution 9

Type of Resolution : Ordinary Resolution

Ratification of the remuneration of the Cost Auditors

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173896615	173895387 (99.99%)	1228 (0.01%)	Carried by majority



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j) Resolution 10

Type of Resolution : Special Resolution

Appointment of Mr. R. S. Thakur as an advisor

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
47582009	47580171 (99.99%)	1838 (0.01%)	Carried by requisite majority

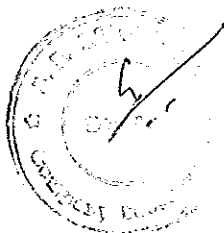
Note : In terms of the Company's letter dated 17.07.2014 it is informed to us that consequent to the resignation of Mr. R. S. Thakur as a director of the Company on 10.07.2014 and termination of the advisory agreement with Mr. Thakur, the Company has withdrawn the resolution proposed vide Item No. 10 of the notice dated 25.06.2014 convening the 28th Annual General Meeting.

k) Resolution 11

Type of Resolution : Special Resolution

Appointment of Mr. Apurv Jhawar as Deputy Manager

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173497295	173494897 (99.99%)	2398 (0.01%)	Carried by requisite majority



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I) Resolution 12

Type of Resolution : Ordinary Resolution

Appointment of Mr. Partha S Bhattacharya as an Independent Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
173895595	173894197 (99.99%)	1398 (0.01%)	Carried by majority

8. 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 : 31.07.2014

