

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: LR/LR/009505

26 November 2013

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
Tel No.: 91-22-26598353/8196/8436
Fax No.: 91-22 26598194 & 26598237/38
Email: cmlist@nse.co.in

Dear Sirs

Enclosed please find herewith Form C under SEBI (Prohibition of Insider Trading Regulations, 1992) for sale of GDR in Usha Martin Limited for your reference and record.

Kindly acknowledge receipt.

Yours faithfully

PETERHOUSE INVESTMENTS LIMITED

Per:



MR L E MEALING
Director

Enc.

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 Usha Martin Limited

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 (\$)
Peterhouse Investments Ltd. PAN : AAECP3255H P.O. Box 287, 4th Floor West Wing, Trafalgar Court Admiral Park, St. Peter Port Guernsey GY1 3RL Channel Islands	18,971,455 6.23% AND 2,133,044 GDR (Yet to be converted into underlying Equity Shares)	255,000 GDR (Yet to be converted into underlying Equity Shares)	Sale of GDR on 25-Nov-13	26-Nov-13	Off Market/Inter-se transfer amongst Promoters	18,971,455 6.23% AND 1,878,044 GDR (Yet to be converted into underlying Equity Shares)	NA	Societe de la Bourse de Luxembourg	NIL	NIL	255,000 GDR (Yet to be converted into 1,275,000 underlying Equity Shares)	510,000

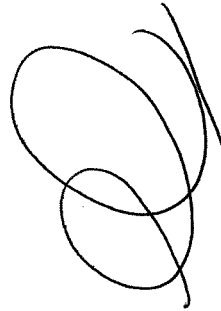
Place : GUERNSEY.

Date : 26-11-2013

FOR PETERHOUSE INVESTMENTS LIMITED



Ryan Dekker
Director



Lee Mealing
Director

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Dear Sirs

Enclosed please find the disclosures Under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for sale of GDR in Usha Martin Limited for your reference and record.

Kindly acknowledge receipt.

Yours faithfully

PETERHOUSE INVESTMENTS LIMITED

Per:



MR L E MEALING
Director

Enc.

**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	Names (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 Promoter/Promoter 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 as follows	Number	% w.r.t. total shares/voting capital wherever applicable (*)	% w.r.t. total diluted shares/voting capital of the TC (**)
	<u>Before the acquisition/disposal under consideration, holding of :</u>			
	a)	Shares carrying voting rights	128,066,320	42.02%
		and 3,841,069 GDR (yet to be converted into 19,205,345 underlying Equity Shares at the option of the holder)		
	b)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-
	c)	Voting rights (VR) otherwise than by equity shares	-	-
	d)	Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-
	e)	Total (a+b+c+d)	128,066,320	42.02%
		and 3,841,069 GDR (yet to be converted into 19,205,345 underlying Equity Shares at the option of the holder)		
	<u>Details of acquisition/sale</u>			
	a)	Shares carrying voting rights acquired/sold	-	-
		Sale of 255,000 GDRs (yet to be converted into 1,275,000 underlying Equity Shares at the option of		
	b)	VRs acquired / sold 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) acquired/sold		
	d)	Shares encumbered / invoked/ realeased by acquirer		
	e)	Total (a+b+c+/-d)	-	-

		255,000 GDRs (yet to be converted into 1,275,000 underlying Equity Shares at the option of the holder)		
After the acquisition/sale, holding of				
a)	Shares carrying voting rights	128,066,320	42.02%	42.02%
		and 3,586,069 GDR (yet to be converted into 17,930,345 underlying Equity Shares at the option of the holder)		
b)	Shares encumbered with the acquirer	-	-	-
c)	VRs otherwise than by equity shares	-	-	-
d)	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/sale	-	-	-
e)	Total (a+b+c+d)	128,066,320	42.02%	42.02%
		and 3,586,069 GDR (yet to be converted into 17,930,345 underlying Equity Shares at the option of the holder)		
6	Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Off-market / inter-se-transfer amongst Promoters		
7	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	25.11.2013		
8	Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 304,741,780.00		
9	Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 304,741,780.00		
10	Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 304,741,780.00		

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

Ryan Dekker
Director

Lee Mealing
Director

Signature of the ~~acquirer~~ / seller / Authorised Signatory
FOR PETERHOUSE INVESTMENTS LIMITED

Place: **GUERNSEY**

Date: **26.11.2013**