

Date: 7<sup>th</sup> August 2025

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001  
[Scrip Code: 517146]

The Manager  
National Stock Exchange of India  
Ltd  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra  
Mumbai – 400 051  
[Symbol: USHAMART]

Societe de la Bourse de  
Luxembourg  
35A Boulevard Joseph II  
L-1840, Luxembourg  
[Scrip Code: US9173002042]

Dear Sir(s) / Madam,

Sub: Proceedings of the 39<sup>th</sup> Annual General Meeting

Pursuant to the provision of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 39<sup>th</sup> Annual General Meeting ('AGM') of the Company held through Video Conferencing / Other Audio-Visual Means (VC / OAVM') on Thursday, 7<sup>th</sup> August 2025 at 11:30 A.M. ('IST') is enclosed herewith for your record.

The voting results, in the prescribed format in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted subsequently within the prescribed time.

This intimation is also being made available on the website of the Company i.e. [www.ushamartin.com](http://www.ushamartin.com)

Kindly take this on record.

Thanking you,

Yours faithfully,  
For Usha Martin Limited

Manish Agarwal  
Company Secretary & Compliance Officer

Enclosed: As above

### **Summary of the Proceedings of the 39<sup>th</sup> Annual General Meeting**

The 39<sup>th</sup> Annual General Meeting ('AGM') of Usha Martin Limited was convened on **Thursday, 7<sup>th</sup> August 2025** through Video Conferencing / Other Audio-Visual Means ('VC/OAVM'), in accordance with various circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') and in compliance with the relevant provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The meeting commenced at 11:30 A.M. (IST) and concluded at 01:17 P.M. (IST) (including the time allowed for e-voting at AGM).

At the outset, Members were welcomed to the 39<sup>th</sup> AGM and briefed on the general protocols to be observed during the meeting. It was informed that the facility for remote e-voting was made available to the Members from 9:00 A.M. (IST) on 4<sup>th</sup> August 2025 to 5:00 P.M. (IST) on 6<sup>th</sup> August 2025, and that the option to vote electronically was also available during the AGM.

Members were further apprised that the Statutory Registers and other relevant documents, as required under the Act, along with the certificate from the Secretarial Auditor in accordance with Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, were accessible in electronic mode throughout the meeting.

Mr. Vijay Singh Bapna, Chairman of the Company, presided over the Meeting in accordance with the provisions of the Articles of Association of the Company and extended a warm welcome to all Members. Upon confirming the presence of the requisite quorum, the Meeting was declared duly convened.

A total of six Directors attended the meeting from their respective locations. The Chairman acknowledged their presence and introduced the Directors and Key Managerial Personnels (KMPs) to the Members.

The Chairman also informed the Members that representatives of the Statutory Auditors and Secretarial Auditors were in attendance via VC. It was further informed that the Board had appointed A K Labh & Co., Practising Company Secretaries, as the Scrutinizer to oversee the remote e-voting and e-voting process in a fair and transparent manner.

Thereafter, the Chairman delivered his address, sharing insights into the vision of "One Usha Martin," key operational highlights, the financial performance of the Company for the year under review, and the strategic outlook for the future.

With the consent of the Members, the Notice convening the AGM, the Auditor's Report, and the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2025 were taken as read.

Thereafter, the Members proceeded to consider the following formal items of business, as set out in the Notice dated 12<sup>th</sup> May 2025, convening the 39<sup>th</sup> AGM of the Company.

#### **Ordinary Business**

Ordinary Resolutions: -

1. Adoption of the Financial Statements of the Company (both standalone and consolidated) for the year ended 31<sup>st</sup> March 2025 together with the Directors' and

Auditors' Report thereon.

2. Declaration of Dividend of Rs. 3/- (Rupees Three only) per Equity Share of Re. 1 each for the Financial Year ended 31<sup>st</sup> March 2025.
3. Appointment of Mr. Sharng Bhrit Prasanna Bhanu Pratap Narayan Sharma [DIN:08167106], who retires by rotation and being eligible, offers himself for re-appointment.

### **Special Business**

Ordinary Resolutions: -

4. Ratification of payment of remuneration to M/s Mani & Co., Cost Auditors for the Financial Year ending 31<sup>st</sup> March 2026.
5. Appointment of M/s MKB & Associates, as Secretarial Auditor of the Company for a term of five consecutive years from FY 2025-26 to FY 2029-30.
6. Payment of Remuneration to the Independent Directors of the Company.

Special Resolution: -

7. Appointment of Mr. Chirantan Chatterjee [DIN: 10506056] as Whole-time Director of the Company.

Following the tabling of the aforementioned items of business, the registered speaker shareholders were invited to raise queries or offer suggestions pertaining to any of the resolutions outlined in the Notice. These queries and suggestions were duly answered by the Managing Director.

The Members were thanked for their continued support, active engagement, and for attending and participating in the Meeting.

Members who had not exercised their vote through remote e-voting were requested to cast their votes using the e-voting facility made available during the AGM. To facilitate this, the e-voting window remained open for an additional 30 minutes after the conclusion of discussions, enabling Members to record their votes.

Upon completion of the e-voting process, the 39<sup>th</sup> Annual General Meeting was formally concluded.

Notes:

- i. *The Company will separately intimate the results of e-voting and Scrutinizer's Report to the Stock Exchanges, and the same will also be made available on the website of NSDL and on the website of the Company.*
- ii. *The video recording of the proceedings of the AGM along with transcript of the Meeting shall also be made available on the Company's website.*