

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L31400WB1986PLC091621"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAACU2339M"/>							
(ii) (a) Name of the company	<input type="text" value="USHA MARTIN LIMITED"/>							
(b) Registered office address	<input type="text" value="2A SHAKESPEARE SARANI&lt;br/&gt;P S SHAKESPEARE SARANI&lt;br/&gt;KOLKATA&lt;br/&gt;West Bengal&lt;br/&gt;700071"/>							
(c) *e-mail ID of the company	<input type="text" value="shampa_ghoshray@ushamarti"/>							
(d) *Telephone number with STD code	<input type="text" value="03371006300"/>							
(e) Website	<input type="text" value="www.ushamartin.com"/>							
(iii) Date of Incorporation	<input type="text" value="22/05/1986"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes <input type="radio"/> No							
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No							

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS  
1ST FLOOR

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

29/07/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	93.39

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

22

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	U M CABLES LIMITED	U26932WB1987PLC091221	Subsidiary	100
2	USHA MARTIN POWER & RESO	U74999WB2008PLC126847	Subsidiary	100

3	BHARAT MINEX PRIVATE LIMIT	U13203WB2007PTC168604	Subsidiary	100
4	GUSTAV WOLF SPECIALITY CO	U28999WB2003PLC095883	Subsidiary	100
5	PENGG USHA MARTIN WIRES P	U27106WB2006PTC109694	Joint Venture	40
6	CCL USHA MARTIN STRESSING	U74210WB2006PLC108112	Joint Venture	49.99
7	USHA MARTIN INTERNATIONAL		Subsidiary	100
8	BRUNTON WIRE ROPES FZCo.		Subsidiary	100
9	USHA MARTIN AMERICAS INC		Subsidiary	100
10	USHA SIAM STEEL INDUSTRIES		Subsidiary	97.98
11	USHA MARTIN SINGAPORE PTE		Subsidiary	100
12	USHA MARTIN AUSTRALIA PTY		Subsidiary	100
13	USHA MARTIN VIETNAM COMP		Subsidiary	100
14	USHA MARTIN CHINA COMPAN		Subsidiary	100
15	P T USHA MARTIN INDONESIA		Subsidiary	100
16	DE RUITER STAALKABEL BV SLI		Subsidiary	100
17	USHA MARTIN ITALIA SRL.		Subsidiary	100
18	USHA MARTIN EUROPE B.V		Subsidiary	100
19	USHA MARTIN UK LIMITED		Subsidiary	100
20	BRUNTON SHAW UK LIMITED		Subsidiary	100
21	EUROPEAN MANAGEMENT AN		Subsidiary	100
22	TESAC USHA WIREROPE COMP		Joint Venture	50

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	304,741,780	304,741,780	304,741,780
Total amount of equity shares (in Rupees)	500,000,000	304,741,780	304,741,780	304,741,780

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	500,000,000	304,741,780	304,741,780	304,741,780
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	304,741,780	304,741,780	304,741,780

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	0	0	0
Total amount of preference shares (in rupees)	500,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>CUMULATIVE REDEEMABLE PREFERENCE SHA</b>				
Number of preference shares	10,000,000	0	0	0
Nominal value per share (in rupees)	50	50	50	50
Total amount of preference shares (in rupees)	500,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	993,290	303,748,490	304,741,780	304,741,780	304,741,780	

<b>Increase during the year</b>	0	30,035	30035	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		30,035	30035			
DEMAT						
<b>Decrease during the year</b>	30,035	0	30035	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	30,035		30035			
DEMAT						
<b>At the end of the year</b>	963,255	303,778,525	304741780	304,741,780	304,741,780	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE228A01035

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

18,100,528,258

**(ii) Net worth of the Company**

9,275,152,644

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,673,272	2.52	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	120,535,327	39.55	0	
10.	Others GDRs & Person Acting in Concern	19,628,908	6.44	0	
	<b>Total</b>	147,837,507	48.51	0	0

**Total number of shareholders (promoters)**

19

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	80,166,394	26.31	0	
	(ii) Non-resident Indian (NRI)	2,125,595	0.7	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	156,851	0.05	0	
4.	Banks	2,290	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	26,067,985	8.55	0	
7.	Mutual funds	4,750	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	42,555,126	13.96	0	
10.	Others GDRs, IEPF and NBFC	5,825,282	1.91	0	
	<b>Total</b>	156,904,273	51.48	0	0

**Total number of shareholders (other than promoters)**

62,378

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

62,397

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

41

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CUSTODY BANK OF JAPAN	HSBC SECURITIES SERVICES 11TH FLOOR			53,283	0.01
EMERGING MARKETS (EMERGING)	DEUTSCHE BANK AG, DB HOUSEHOLD			57,030	0.01
ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAMBURG			59,976	0.01
SA EMERGING MARKETS (EMERGING)	DEUTSCHE BANK AG DB HOUSE, HAMBURG			14,837	0
AMERICAN CENTURY INVESTMENT	DEUTSCHE BANK AG, DB HOUSE, HAMBURG			46,158	0.01
AMERICAN CENTURY INVESTMENT	DEUTSCHE BANK AG, DB HOUSE, HAMBURG			12,880	0
AMERICAN CENTURY INVESTMENT	DEUTSCHE BANK AG, DB HOUSE, HAMBURG			167	0
AMERICAN CENTURY INVESTMENT	HSBC SECURITIES SERVICES 11TH FLOOR			8,471	0
SPDR PORTFOLIO EMERGING	HSBC SECURITIES SERVICES 11TH FLOOR			225,584	0.07
SPDR S&P EMERGING	HSBC SECURITIES SERVICES 11TH FLOOR			111,139	0.03
CITY OF NEW YORK GROUP	HSBC SECURITIES SERVICES 11TH FLOOR			151,114	0.04
LOS ANGELES CITY EMERGING	CITIBANK N.A. CUSTODY SERVICES			27,101	0
THE EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			135,682	0.04
EMERGING MARKETS (EMERGING)	CITIBANK N.A. CUSTODY SERVICES			566,712	0.18
EMERGING MARKETS (EMERGING)	CITIBANK N.A. CUSTODY SERVICES			37,888	0.01
UTAH STATE RETIREMENT	CITIBANK N.A. CUSTODY SERVICES			13,787	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			28,968	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			405,776	0.13
WORLD EX U.S. TARGE	CITIBANK N.A. CUSTODY SERVICES			33,163	0.01
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			48,729	0.01
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			10,702	0
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			30,875	0.01
DIMENSIONAL WORL	CITIBANK N.A. CUSTODY SERVICES			74,108	0.02
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			10,054	0
FOREIGN & COLONIA	THE HONGKONG & SANGHAIBANK			500	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	26	26
Members (other than promoters)	49,375	62,378
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0.86	0
<b>B. Non-Promoter</b>	2	3	2	4	0	0
(i) Non-Independent	2	0	2	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	1	0	0	0	0
(i) Banks & FIs	0	1	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	4	3	4	0.86	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIJAY SINGH BAPNA	02599024	Director	0	
RAMNI NIRULA	00015330	Director	0	
VENKATACHALAM RA	02194830	Director	0	
SETHURATHNAM RAV	00009790	Director	0	
RAJEEV JHAWAR	00086164	Managing Director	2,611,969	
DHRUB JYOTI BASU	02498037	Whole-time director	0	
DEVADIP BHOWMIK	08656505	Whole-time director	0	
ANIRBAN SANYAL	AQFPS2325B	CFO	0	
SHAMPA GHOSH RAY	AGLPR9574R	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MUKESH RAMBIHARI I	00136067	Director	08/12/2021	CESSATION
VENKATACHALAM RA	02194830	Nominee director	04/11/2021	CESSATION
VENKATACHALAM RA	02194830	Additional director	12/11/2021	APPOINTMENT
VENKATACHALAM RA	02194830	Director	23/12/2021	CHANGE IN DESIGNATION
SETHURATHNAM RAV	00009790	Additional director	12/11/2021	APPOINTMENT
SETHURATHNAM RAV	00009790	Director	23/12/2021	CHANGE IN DESIGNATION

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	11/08/2021	71,883	85	31.59
POSTAL BALLOT	23/12/2021	65,424	348	39.64
COURT CONVENED MEETING	29/01/2022	64,320	67	29.91

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2021	7	7	100
2	28/07/2021	7	7	100
3	21/09/2021	7	7	100
4	12/11/2021	8	8	100
5	11/02/2022	7	7	100
6	22/03/2022	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	20/05/2021	3	3	100
2	AUDIT COMM	28/07/2021	3	3	100
3	AUDIT COMM	21/09/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	AUDIT COMM	12/11/2021	3	3	100
5	AUDIT COMM	11/02/2022	3	3	100
6	STAKEHOLDER	20/05/2021	3	3	100
7	STAKEHOLDER	28/07/2021	3	3	100
8	STAKEHOLDER	12/11/2021	3	3	100
9	STAKEHOLDER	11/02/2022	3	3	100
10	CORPORATE	11/02/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/07/2022
								(Y/N/NA)
1	VIJAY SINGH	6	6	100	10	10	100	Yes
2	RAMNI NIRUL	6	6	100	8	8	100	No
3	VENKATACHA	6	6	100	4	4	100	No
4	SETHURATHI	3	3	100	3	3	100	No
5	RAJEEV JHA	6	6	100	10	10	100	Yes
6	DHRUB JYOT	6	6	100	10	10	100	Yes
7	DEVADIP BH	6	6	100	3	3	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJEEV JHAWAR	MANAGING DIR	12,206,841	0	0	0	12,206,841
2	DHRUB JYOTI BASU	WHOLETIME D	6,581,898	0	0	0	6,581,898
3	DEVADIP BHOWMIK	WHOLETIME D	8,932,251	0	0	0	8,932,251
	Total		27,720,990	0	0	0	27,720,990

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANIRBAN SANYAL	CHIEF FINANCIAL	7,467,016	0	0	0	7,467,016
2	SHAMPA GHOSH	COMPANY SECRETARY	4,914,419	0	0	0	4,914,419
	Total		12,381,435	0	0	0	12,381,435

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJAY SINGH BAPIN	DIRECTOR	0	0	0	1,425,000	1,425,000
2	RAMNI NIRULA	DIRECTOR	0	0	0	1,275,000	1,275,000
3	VENKATACHALAM	DIRECTOR	0	0	0	900,000	900,000
4	SETHURATHNAM	DIRECTOR	0	0	0	525,000	525,000
5	MUKESH ROHATGI	DIRECTOR	0	0	0	1,225,000	1,225,000
	Total		0	0	0	5,350,000	5,350,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ASIT KUMAR LABH

Whether associate or fellow

Associate  Fellow

Certificate of practice number

14664

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 12A dated 20/05/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DHRUB  
JYOTI  
BASU  
Digitally signed by  
DHRUB JYOTI BASU  
Date: 2022.09.20  
11:22:38 +05'30'

DIN of the director

02498037

To be digitally signed by

SHAMPA  
GHOSH  
RAY  
Digitally signed by  
SHAMPA GHOSH  
RAY  
Date: 2022.09.20  
11:25:30 +05'30'

Company Secretary

Company secretary in practice

Membership number

16737

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Committee details.pdf  
Details of FII's.pdf  
Note to Annual Return.pdf  
MGT-8\_Usha Martin\_2021-2022.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



# usha martin®

**Usha Martin Limited**

2A, Shakespeare Sarani, Kolkata - 700 071, India

Phone : (00 91 33) 71006300, Fax : (00 91 33) 71006400

CIN:L31400WB1986PLC091621

Email:contact@ushamartin.co.in

Website:www.ushamartin.com

## IX. (C) Committee Meetings

Serial Number	Types of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Number of Members attended	% of attendance
11.	FINANCE COMMITTEE	28-07-2021	4	4	100
12.	FINANCE COMMITTEE	11-02-2022	4	4	100
13.	NOMINATION & REMUNERATION COMMITTEE MEETING	20-05-2021	3	3	100
14.	NOMINATION & REMUNERATION COMMITTEE MEETING	12-11-2021	3	3	100
15.	RISK MANAGEMENT COMMITTEE MEETING	28-07-2021	5	5	100
16.	RISK MANAGEMENT COMMITTEE MEETING	12-11-2021	4	4	100
17.	RISK MANAGEMENT COMMITTEE MEETING	11-02-2022	5	5	100

For Usha Martin Limited

  
Shampa Ghosh Ray   
Company Secretary  
ACS 16737 



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Details of Foreign institutional investors' (FIIs) holding shares of the Company					
Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of Shares held	% of Shares held
CUSTODY BANK OF JAPAN, LTD. RE: SMTB AXA IM EMERGING SMALL CAP EQUITY MOTHER FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063			53283	0.0175
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O. BOX NO. 1142, FORT MUMBAI 400001			57030	0.0187
ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			59976	0.0197
SA EMERGING MARKETS VALUE FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			14837	0.0049
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O. BOX NO. 1142, FORT MUMBAI 400001			46158	0.0151
AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O. BOX NO. 1142, FORT MUMBAI 400001			12880	0.0042
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O. BOX NO. 1142, FORT MUMBAI 400001			167	0.0001
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS VALUE ETF	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063			8471	0.0028
SPDR PORTFOLIO EMERGING MARKETS ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			225584	0.0740
SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			111139	0.0365
CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			151114	0.0496
LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			27101	0.0089
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			135682	0.0445
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			566712	0.1860
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			37888	0.0124
UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			13787	0.0045
CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			28968	0.0095
DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			405776	0.1332
WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			33163	0.0109
WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			48729	0.0160
JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			10702	0.0035
EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			30875	0.0101



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Name of the Fil	Address	Date of Incorporation	Country of Incorporation	Number of Shares held	% of Shares held
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI400098			74108	0.0243
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI400098			10054	0.0033
FOREIGN & COLONIAL EMERGING MKT LTDA/C	THE HONGKONG & SANGHAIBANKING CORPN LTD. C/O INV DEPTS2/60 M G RD POST BOX NO 128 BOMBAY400001			500	0.0002
JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI400098			9317	0.0031
QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A.,INDIA SUB CUSTODY, 6th FLOOR,PARADIGM B, MINDSPACE, MALAD W,MUMBAI400064			530592	0.1741
ELARA INDIA OPPORTUNITIES FUND LIMITED	C/O. ICICI BANK LTD., SMS1ST FLOOR, EMPIRE COMPLEX414, SENAPATI BAPAT MARGLOWER PAREL, MUMBAI400013			4574500	1.5011
UNIVERSAL GOLDEN FUND	ICICI BANK LTDSMS DEPT 1ST FLOOR EMPIRE COMPLEX414 S B MARG LOWER PARELMUMBAI MAHARASHTRA400013			1430396	0.4694
ANTARA INDIA EVERGREEN FUND LTD	ICICI BANK LTDSMS DEPT 1ST FLOOR EMPIRE COMPLEX414 S B MARG LOWER PARELMUMBAI MAHARASHTRA400013			14000	0.0046
ALTIUS CAPITAL FUND	C/O AAA GLOBAL SERVICES LTD1ST FLOOR, THE EXCHANGE18 CYBERCITY, EBENEMAURITIUS111111			225277	0.0739
DOVETAIL INDIA FUND CLASS 11 SHARES	DBS BANK INDIA LTDFIRST FLOOREXPRESS TOWERSNARIMAN POINT400021			1673000	0.5490
THE INDIAMAN FUND (MAURITIUS) LIMITED	HSBC SECURITIES SERVICES 11TH FLOORBLDG 3 NESCO IT PARK NESCO COMPLEXW E HIGHWAY GOREGAON EASTMUMBAI400063			6859500	2.2509
WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI400098			213980	0.0702
AQUARIUS INDIA OPPORTUNITIES FUND	DEUTSCHE BANK AG, DB HOUSEHAZARIMAL SOMANI MARG,P.O.BOX NO. 1142, FORT MUMBAI400001			7925500	2.6007
DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI400098			15079	0.0049
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI400001			17572	0.0058
EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSEHAZARIMAL SOMANI MARG,P.O.BOX NO. 1142, FORT MUMBAI400001			33631	0.0110
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSEHAZARIMAL SOMANI MARG,P.O.BOX NO. 1142, FORT MUMBAI400001			77425	0.0254
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSEHAZARIMAL SOMANI MARG,P.O.BOX NO. 1142, FORT MUMBAI400001			30502	0.0100
AXA ROSENBERG EQUITY ALPHA TRUST - AXA ROSENBERG ALL COUNTRY ASIA PACIFIC EX-JAPAN SMALL CAP ALPHA FUND	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI400098			273030	0.0896

For Usha Martin Limited

  
Shampa Ghosh Ray  
Company Secretary  
ACS 16737





**FORM - MGT-8**

*(Pursuant to Section 92(2) of the Companies Act 2013 and Rule 11(2) of the Companies  
(Management and Administration) Rules, 2014)*

I have examined the registers, records and books and papers of **M/s. Usha Martin Limited** (the Company) having its Registered Office at 2A, Shakespeare Sarani, Kolkata - 700071 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **31.03.2022**. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the company has complied with provisions of the Act & Rules made there under, *to the extent and as were applicable to it*, in respect of:
  1. Its status under the Act : Listed Public Limited Company;
  2. Maintenance of registers / records & making entries therein, as applicable, within the time prescribed therefore: The Company is in compliance with maintaining Registers and records as per the applicable provisions;
  3. Filing of forms and returns as stated in the annual return with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable, within the prescribed time: The Company is in compliance with the applicable provisions in this regard;
  4. Calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Books / registers maintained for the purpose and the same have been signed: The Company is in compliance with the applicable provisions in this regard;





5. Closure of Register of Members / Security holders, as the case may be: The Company has closed the Register of Members / Security holders during the financial year and the applicable provisions in this regard were compiled;
6. Advances / loans to its directors and / or persons or firms or companies referred in Section 185 of the Act: The Company is in compliance with the applicable provisions in this regard;
7. Contracts / arrangements with related parties as specified in Section 188 of the Act: All the related party transactions during the year were made on arm's length basis and in the ordinary course of business;
8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances: The Company is in compliance with the applicable provisions in this regard;

*Note: The total issued & paid-up equity share capital of the Company as on 31st March 2022 stands inflated by 230 equity shares due to erroneous transfer of the said shares by Central Depository Services (India) Limited to Investor Education and Protection Fund through corporate action on 29.09.2020. The rectification of the same is still under process.*

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act: No such case was reported during the year under report;
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act : The Company is in compliance with the applicable provisions in this regard;





11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3),(4) and (5) thereof: The Company is in compliance with the applicable provisions in this regard;
12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them: The Company is in compliance with the applicable provisions in this regard;
13. Appointment / reappointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act: The Company is in compliance of the requirements of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act :

*The Board of Directors of the Company at their meeting held on 20th May, 2021 approved the Scheme of Arrangement between the Company and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 which provided for reduction and reorganisation of capital of the Company with effect from the Appointed Date as defined in the Scheme. The said Scheme was approved by the equity shareholders of the Company at a meeting held on 29th January, 2022 duly convened pursuant to an order issued by the National Company Law Tribunal, Kolkata Bench ("NCLT"). Subsequently, NCLT had approved the said Scheme vide its order dated 31st March, 2022 to be read with Corrigendum Order pronounced on 5th April, 2022.*

15. Acceptance / renewal / repayment of deposits : The Company has not accepted / renewed / repaid any kind of deposit during the period;
16. Borrowings from directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable: The Company is in compliance with the applicable provisions in this regard;





17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act : The Company is in compliance with the applicable provisions in this regard;
18. Alteration of the provisions of the Memorandum and Articles of Association of the Company: The Company has not altered any provisions of the Memorandum and / or Articles of Association of the Company during the year under report.



Place : Kolkata  
Dated : 20.09.2022

*Asit Kumar Labh*

(Asit Kumar Labh)  
Practising Company Secretary  
ACS – 32891 / CP No.- 14664

UDIN: A032891D001000990





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**CLARIFICATION ON TOTAL NUMBER OF EQUITY SHARES SHOWN  
UNDER SERIAL NOS. VI (a) & VI (b) OF THE ANNUAL RETURN FOR THE  
FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022**

The total number of paid – up equity shares of the Company as on 31st March 2022 as per stock exchanges records stood inflated by 230 equity shares. This was caused due to an erroneous additional electronic transfer of 230 equity shares (notional) to Investor Education & Protection Fund (IEPF) under the Ministry of Corporate Affairs (MCA) by way of corporate action executed on 29<sup>th</sup> September 2020 by Central Depository Services India Ltd (CDSL) and Registrar & Transfer Agent (RTA) of the Company. The Company has been continuously engaging with IEPF Authority under MCA, CDSL and RTA for necessary rectification of error/ reversal of entry. Necessary documents in this matter have been submitted to IEPF Authorities but due to COVID-19 pandemic there is a delay in corresponding rectification / reversal entry by IEPF Authorities. RTA and CDSL are directly following up with IEPF Authority in New Delhi for rectification/ reversal of entry.

Since this inflation was caused due to an error and the same is expected to be reversed in due course of time, the aggregate of equity shares shown under Serial Nos. VI (a) and VI (b) is the correct total number of paid–up equity shares of the Company i.e., 304,741,780 Equity Shares which does not include the additional 230 Equity Shares which were erroneously transferred to IEPF.

For Usha Martin Limited

  
Shampa Ghosh Ray  
Company Secretary  
ACS 16737 