

# Usha Martin Limited

CIN: L31400WB1986PLC091621

Registered Office: 2A, Shakespeare Sarani, Kolkata – 700 071, India

Phone : 033- 39800300, Fax : 033-39800400

email- investor\_relation@ushamartin.co.in, Website: www.ushamartin.com

## NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the TWENTY NINTH ANNUAL GENERAL MEETING of the members and shareholders of USHA MARTIN LIMITED will be held at Shripati Singhania Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata – 700 020 on Thursday the 30th day of July, 2015 at 2.00 P.M to transact following businesses:

### As Ordinary Business:

1. To receive and adopt the financial statements of the Company (both standalone and consolidated basis) for the year ended 31st March, 2015 together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Mr. B. K Jhavar (holding DIN: 00086237) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Brij K Jhavar (holding DIN: 00086200) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and for the purpose to pass the following resolution as Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, , the appointment of M/s. Price Waterhouse, Chartered Accountants, (Firm Registration No. 301112E) for continuance as Auditors for financial year 2015 – 16 he and hereby ratified by the members of the Company at such remuneration as may be determined by the Board of Directors of the Company.”

### As Special Business:

To consider and if thought fit, to pass with or without modification(s), the following resolution:

#### 5. As Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,75,000/- (plus service tax as applicable and reimbursement of actual out of pocket expenses) for the financial year ending 31st March, 2016 as approved by the Board of Directors of the Company, to be paid to Messrs Guha, Ghosh, Kar & Associates, the Cost Auditors appointed to conduct the cost audit of the Company's units as may be required under the Companies Act, 2013 and rules made thereunder, be and is hereby ratified and confirmed.”

By Order of the Board

A K Somani

Company Secretary

Dated: 30th, June 2015

Membership No. F1705

## NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, at least 48 hours before

commencement of the meeting. A proxy form is sent herewith.

- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business at the meeting is annexed hereto.
- 3) The Registers of Members and the Share Transfer Books of the Company remain closed from 23rd July, 2015 to 30th July, 2015 (both days inclusive).
- 4) The shareholders of the Company are informed that the amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund [“the Fund”] constituted by the Central Government and the shareholder(s) would not be able to claim any amount of the dividend so transferred to the Fund. All unclaimed /unpaid dividends declared for and upto the financial year ended 31st March, 2007 has been transferred to the said Fund. The unclaimed/unpaid dividend declared for the financial year ended 31st March, 2008 shall be deposited in the Fund on or before 29th August, 2015.
- 5) The shareholders who have not encashed their earlier dividend warrants are requested to write to the Company immediately for claiming outstanding dividends declared by the Company.
- 6) Members holding shares in more than one folio are requested to write to the Company's R & T Agent, namely, MCS Limited, 77/2A, Hazra Road, Kolkata – 700 029 for consolidation of holding in one folio. The shareholders shall also send the relevant share certificates for this purpose.
- 7) As per RBI notification, with effect from 1st October, 2009, the remittance of the money through ECS was replaced by National -Electronic Clearing Service (NECS) and banks have been instructed to move to the NECS Platform. For the shareholders holding shares in electronic form, please furnish the new Bank Account Number as allotted to you by the bank after implementation of its Core Banking Solutions alongwith a photocopy of a cheque pertaining to the concerned account to your Depository Participant.
- 8) The Equity shares of the Company are tradable in dematerialized form with effect from 21st March, 2000. In view of the same and to avail of the in-built advantages of the ECS payment, nomination facility and other advantages, the shareholders are requested to get their shares in demat form. The ISIN No. of the Company is INE228A01035.
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R & T Agent, namely, MCS Limited, 77/2A, Hazra Road, Kolkata – 700 029.
- 10) Electronic copy of the Annual Report for 2014 – 15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 - 15 is being sent in the permitted mode.
- 11) Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

- 12) Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2014–15 will also be available on the Company’s website [www.ushamartin.com](http://www.ushamartin.com) for download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id: [investor\\_relation@ushamartin.co.in](mailto:investor_relation@ushamartin.co.in).
- 13) Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, Usha Martin Limited ( “UML” or “the Company”) is pleased to offer remote e- voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 29th Annual General Meeting to be held on Thursday, July 30, 2014, at 2.00 P.M.

The Company has engaged the services of Karvy Computershare Private Limited (“KCPL” or “Karvy”) as the authorised agency to provide the remote e-voting facilities.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9.00 A.M. (IST) on 27th July, 2015	Up to 5.00 P.M. (IST) on 29th July, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

Further, the members who have not casted their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form ( Form No. MGT-12) which shall be made available for use at the meeting.

The members who have already casted their votes through remote e – voting may attend the meeting but shall not be entitled to vote thereat.

**Instructions and other information relating to remote e-voting are as under:**

1. A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository participant(s)]:
  - (a) Launch internet browser by typing the URL : <https://evoting.karvy.com>
  - (b) Enter the login credentials (i.e. User ID and password mentioned in e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
  - (c) After entering these details appropriately, click on “LOGIN”.
  - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forgot it. It is strongly recommended that you do not share your password with any other person and that you take most care to keep your password confidential.

- (e) You need to login again with the new credentials.
  - (f) On successful login, the system will prompt you to select the E-Voting Event Number for Usha Martin Limited.
  - (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and particular in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
  - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (j) You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - (k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
  - (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID : [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_ EVENT NO”.
- B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- (a) User ID and initial password-As mentioned in communication form
  - (b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  3. The facility for voting through Ballot Form (Form No. MGT-12) shall be made available at the Annual General Meeting (the “Meeting”) and the members attending the Meeting who have not cast their vote by remote e-voting shall be vote at the Meeting through Ballot Form (Form No. MGT-12).
  4. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  5. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh , Practicing Company Secretary(FCS-4848/CP-3238) of M/s A K LABH & Co., Company Secretaries, Kolkata as Scrutinizer to scrutinize the Ballot Form (Form No. MGT-12) and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
  6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd July, 2015.
  7. A person, whose name is recorded in the register of members or in the

register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23rd July, 2015 only shall be entitled to avail the facility of remote e-voting /Ballot Form (Form No. MGT-12) at the Meeting.

8. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23rd July, 2015, may obtain the User Id and password in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. Or DP ID Client ID to 9212993399.  
Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXXX1234567890
  - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. Or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001.
  - d. Member may send an e-mail request to [evoting.uml@karvy.com](mailto:evoting.uml@karvy.com)  
If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 30th July, 2015.
10. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
11. The Scrutinizer, after scrutinising the votes cast at the Meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website Company [www.ushamartin.com](http://www.ushamartin.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
14. Pursuant to the requirements of the Clause 49 of the listing agreements with the stock exchanges, information about the directors proposed to be re-appointed is given below:

Name of the Director	Basant Kumar Jhawar
Director Identification Number	00086237
Date of Joining the Board	19.05.1998
Profile of Director	Basant Kumar Jhawar, aged about 80 years is a commerce graduate and founder of Usha Martin Group. He has founded several successful industrial enterprises in India and abroad. Till 10th May, 2010, he served as Chairman on Board of Directors. Mr. Jhawar is actively involved and spearheading activities in the fields of community development, economic and social upliftment and empowerment of people and various other CSR initiatives on behalf of Usha Martin Group including through Krishi Gram Vikash Kendra, an NGO in operation for over 37 years in the state of Jharkhand.
No. of shares held in the Company (31.03.2015)	82310

Directorship (Indian Private/Public Companies) and Committee membership (Audit/Investors Grievance) in other companies.	Directorship in other Companies	Committee Position Held
	Orient Paper & Industries Limited	Audit Committee
	KGVK Agro Limited	-
	KGVK Social Enterprises Limited	-

Name of the Director	Brij Kishore Jhawar	
Director Identification Number	00086200	
Date of Joining the Board	27.10.2004	
Profile of Director	Brij Kishore Jhawar, aged about 78 years, co-founder of Usha Martin Group is a mechanical engineer from Jadavpur University and was graduated Diploma of Fellowship by the Institute of Engineers ( India) in 1987 for his outstanding contribution to progress and advancement of mechanical engineering fraternity. He is a great believer in human values and human resource development. He is very conscious of industries' social obligations and is actively involved for over 35 years in discharging CSR obligations on behalf of Usha Martin group through Krishi Gram Vikash Kendra, an NGO operating in rural areas of Jharkhand.	
No. of shares held in the Company (31.03.2015)	945,865	
Directorship (Indian Private/ Public Companies) and Committee membership (Audit/Investors Grievance) in other companies	Directorship in other Companies	Committee Position Held
	KGVK Agro Limited	-

#### EXPLANATORY STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

##### Item No.5

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor Messrs Guha, Ghosh, Kar & Associates at a remuneration of Rs.1,75,000/- p.a (plus service tax as applicable and reimbursement of actual out of pocket expenses) to conduct the audit of the cost records of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the Ordinary Resolution as set out at item No. 5 for approval of members.

By Order of the Board

**A K Somani**

Company Secretary

Membership No. F1705

Dated : 30th, June, 2015

# Usha Martin Limited

2A, Shakespeare Sarani, Kolkata – 700 071, India, CIN : L31400WB1986PLC091621, Phone : 033 – 39800300  
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## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :	E-Mail ID :
Folio No./ Client ID :	DP ID :
Registered Address :	

I/ We, being the member(s) of \_\_\_\_\_ shares of Usha Martin Limited, hereby appoint :

1. Name : ..... Email : .....  
Address : ..... Signature : \_\_\_\_\_  
or failing him / her
2. Name : ..... Email : .....  
Address : ..... Signature : \_\_\_\_\_  
or failing him / her
3. Name : ..... Email : .....  
Address : ..... Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday, July 30, 2015, at 2:00 p.m. at Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata – 700 020, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions Proposed
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors (for both Standalone & Consolidated) for the year ended March 31, 2015.
2.	Appointment of director in place of Mr. B.K. Jhavar (DIN : 00086237), who retires by rotation and being eligible, seeks re-appointment.
3.	Appointment of director in place of Mr. Brij. K Jhavar (DIN : 00086200), who retires by rotation and being eligible, seeks re-appointment.
4.	Appointment of Auditors & fixing their remuneration.
5.	Approval of remuneration to the Cost Auditors for financial year ending March 31, 2016.

Signed this .....day of .....2015

Signature of Shareholder

Signature of Proxyholder

Affix Re 1  
Revenue  
Stamp

**Note :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# Usha Martin Limited

2A, Shakespeare Sarani, Kolkata – 700 071, India, CIN : L31400WB1986PLC091621, Phone : 033 – 39800300  
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## ATTENDANCE SLIP

DP ID No. -	Attending as - Shareholder/Proxy
Folio No./Client I.D. No. -	Representing No. of Shares -

I, hereby record my presence at the 29th ANNUAL GENERAL MEETING of the Company to be held at at Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata – 700 020 on Thursday, 30th day of July, 2015 at 2:00 p.m. and at any adjournment thereof.

Name of the Shareholder/Proxy .....

(IN BLOCK LETTERS)

Signature of the Shareholder/Proxy

### Notes:

Please fill the admission slip and hand it over at the entrance of the hall.  
Please strike out whichever is not applicable.