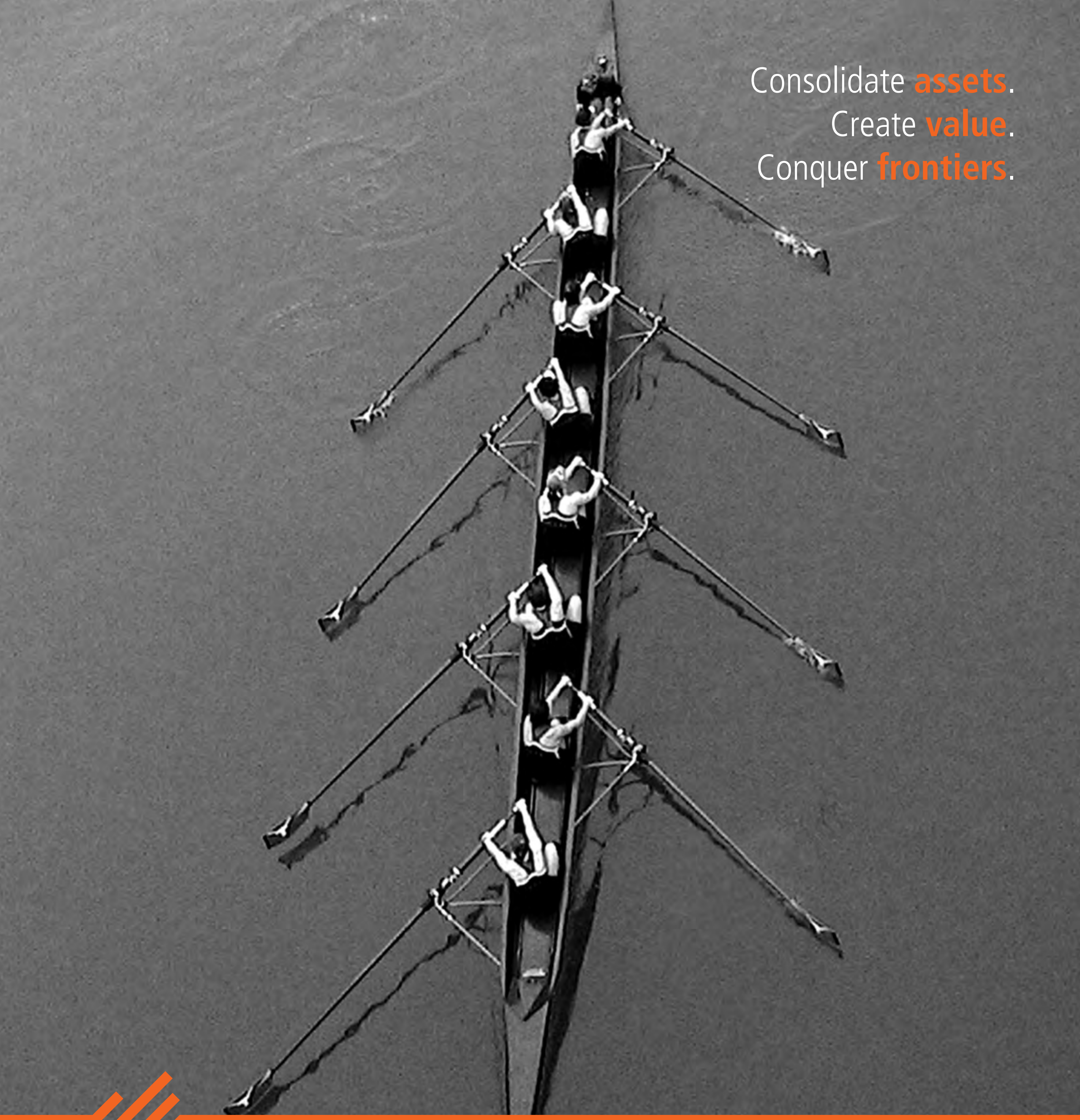
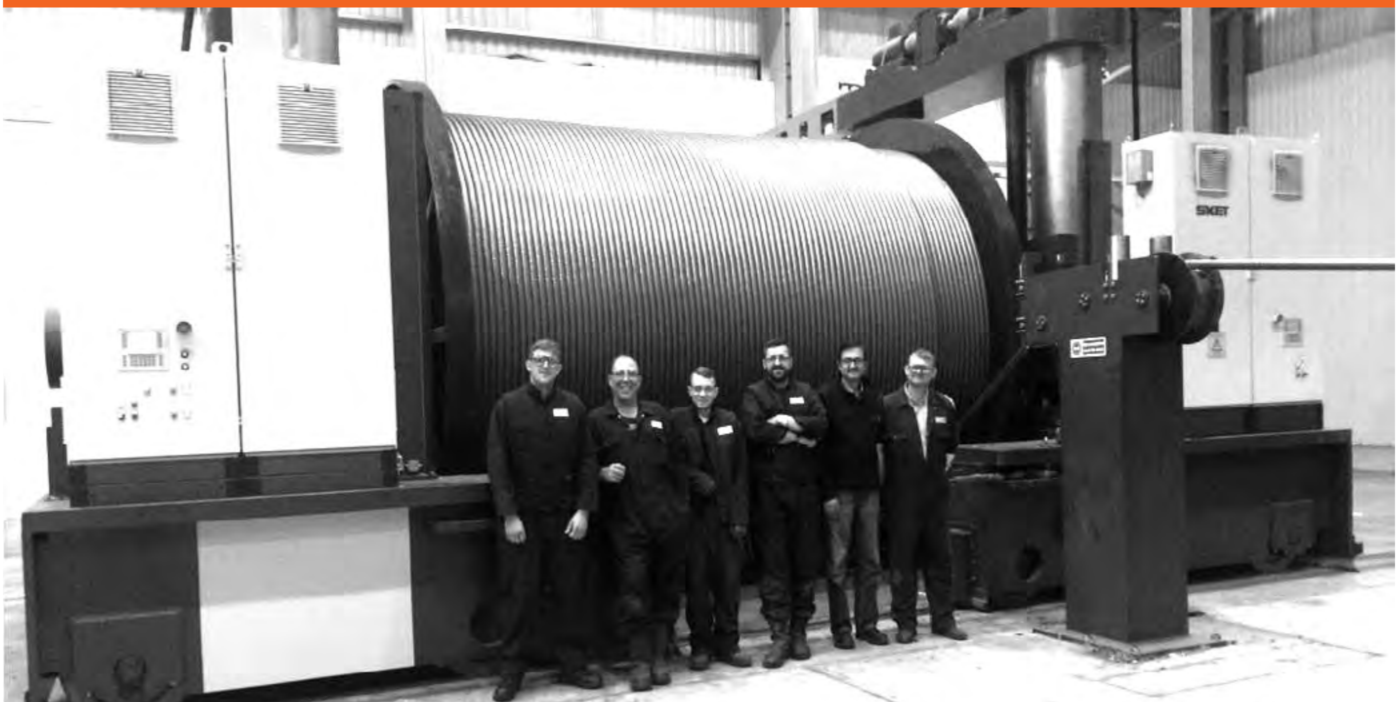


usha martin

Annual Report 2014-15

Brunton Wolf, Dubai team receiving Excellence Performance Award by DP World for 2014.



Brunton Shaw, UK team with newly manufactured wirerope 'Oceanmax', the next generation steel wire ropes for oil & gas application launched successfully in 2014-15.

Contents

CORPORATE INFORMATION

Board of Directors

Mr. B K Jhawar	- Chairman Emeritus
Mr. Prashant Jhawar	- Chairman
Mr. Brij K Jhawar	- Director
Mr. S Singhal	- Director
Mrs. Ramni Nirula	- Director
Mr. G N Bajpai	- Director
Mr. Jitender Balakrishnan	- Director
Mr. P.S. Bhattacharyya	- Director
Mr. Rajeev Jhawar	- Managing Director
Mr. P K Jain	- Jt. Managing Director [Wire & Wire Rope Business]

Senior Management

India

Mr. Amitava Sircar	- Chief Operating Officer [Steel Division]
Mr. A K Somani	- Chief Financial Officer & Company Secretary
Mr. Pavan Trivedi	- President [Commercial & Accounts]
Mr. D J Basu	- President [HR]
Mr. Debasish Mazumdar	- Associate President [Steel]
Mr. Ashutosh Dixit	- Associate President [Wire & Wire Rope Business]
Mr. Sanjay Nath	- Sr. Vice President [Sales & Marketing]
Mr. S K Jala	- Sr. Vice President [IT]
Mr. Malay Kumar De	- Sr. Vice President [Metallurgical Services]
Dr. I N K Rao	- Sr. Vice President [Environment]
Mr. Anoop Saxena	- Sr. Vice President [TPM]
Mr. M A Dhere	- Sr. Vice President [SMS]
Mr. Debasish Majumder	- Sr. Vice President [QA]
Mr. A. K. Samanta	- Sr. Vice President [Sales & Marketing]

Europe

Mr. S Jodhawat	- Chief Executive Officer – Usha Martin International Limited
Mr. Simon Hood	- Director - Finance - Usha Martin International Limited
Mr. Paul Scutt	- Divisional Managing Director – European Management & Marine Corporation Limited
Mr. Len Allen	- Director Operations – Brunton Shaw UK
Mr. Rajesh Sharma	- Director – Brunton Shaw UK
Mr. Franco Clerici	- Director - Group R & D and Technical Services- Usha Martin Italia SRL

South East Asia

Mr. Amogh Sharma	- Managing Director – Usha Siam Steel Industries Public Co. Ltd.
Mr. Tapas Ganguly	- Chief Executive Officer – Usha Martin Singapore Pte Ltd.

Middle East

Mr. S. Mazumder	- GM, Sales & Marketing – Brunton Wolf Wire Ropes, Fzco.

United States of America

Mr. Malay Vyas	- Chief Executive Officer – Usha Martin Americas Inc.

Registered & Corporate Office :

2A, Shakespeare Sarani
Kolkata – 700 071, India
CIN : L31400WB1986PLC091621
Phone : 033 – 39800300; Fax : 033 – 39800400
Email : investor_relation@ushamartin.co.in
Website : www.ushamartin.com

Works :

India

Adityapur, Jamshedpur
Tatilswai, Ranchi
Hoshiarpur, Punjab
Sri Perumbudur, Tamil Nadu
Silvassa, (U M Cables)

Overseas

Navanakoran Industrial Estate, Thailand (Usha Siam Steel Industries)
Jebel Ali Free Zone, Dubai, UAE (Brunton Wolf Wire Ropes)
Worksop, Nottinghamshire, UK (Usha Martin UK)

Mines :

Barajamda, Jharkhand
Daltonganj, Jharkhand (upto 31st March, 2015)

Bankers :

State Bank of India
Axis Bank Limited
ICICI Bank Limited
HDFC Bank Limited
IndusInd Bank Limited
Bank of Baroda
The Ratnakar Bank Limited

Auditors :

Price Waterhouse
Kolkata

Share Listings :

NSE – Scripcode – USHAMART
BSE – Scripcode – 517146
Societe de la Bourse de Luxembourg - GDRs
ISIN No.INE228A01035

Registrar & Transfer Agent :

MCS Limited
77/2A, Hazra Road, Kolkata – 700 029
Phone : 033 – 24541892-93 / 40724051-53
Fax : 033 – 24541961 / 24747674 / 40724050
Email : mcskol@rediffmail.com

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 Jhawar (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 Jhawar (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 142and 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
Membership No. F1705

Dated: 30th, June 2015

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 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.

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. 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 scrutinise 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

   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 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:

<table>
<tr><td>Name of the Director</td><td colspan="2">Basant Kumar Jhawar</td></tr>
<tr><td>Director Identification Number</td><td colspan="2">00086237</td></tr>
<tr><td>Date of Joining the Board</td><td colspan="2">19.05.1998</td></tr>
<tr><td>Profile of Director</td><td colspan="2">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.</td></tr>
<tr><td>No. of shares held in the Company (31.03.2015)</td><td colspan="2">82310</td></tr>
<tr><td rowspan="4">Directorship (Indian Private/Public Companies) and Committee membership (Audit/Investors Grievance) in other companies.</td><td>Directorship in other Companies</td><td>Committee Position Held</td></tr>
<tr><td>Orient Paper & Industries Limited</td><td>Audit Committee</td></tr>
<tr><td>KGVK Agro Limited</td><td>-</td></tr>
<tr><td>KGVK Social Enterprises Limited</td><td>-</td></tr>
</table>

<table>
<tr><td>Name of the Director</td><td colspan="2">Brij Kishore Jhawar</td></tr>
<tr><td>Director Identification Number</td><td colspan="2">00086200</td></tr>
<tr><td>Date of Joining the Board</td><td colspan="2">27.10.2004</td></tr>
<tr><td>Profile of Director</td><td colspan="2">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.</td></tr>
<tr><td>No. of shares held in the Company (31.03.2015)</td><td colspan="2">945,865</td></tr>
<tr><td rowspan="2">Directorship (Indian Private/ Public Companies) and Committee membership (Audit/Investors Grievance) in other companies</td><td>Directorship in other Companies</td><td>Committee Position Held</td></tr>
<tr><td>KGVK Agro Limited</td><td>-</td></tr>
</table>

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

CHAIRMAN'S MESSAGE

Dear Shareholders,

During the year 2014-15, your company has worked to deal with a continuous wave of challenges brought by industry headwinds and the regulatory environment.

The loss of our captive coal mine in Palamu in Jharkhand has been a setback since we were amongst those few companies that had worked to develop the mine and invested over many years in the welfare of the adjacent rural communities. The steel industry in the country has been under severe pricing pressure battling cheaper imports in the Indian market. The worldwide downturn in the oil sector has had an adverse impact on our wire rope business.

The optimisation of our new capacities, infrastructure and processes has been slower than expected in the later half of 2014-15. Our results are therefore disappointing. On a positive note, we have gained a coal mine in the recently concluded auctions. Its impact on our cost structure will be felt as we develop the mining resources. Our capacities are progressing to higher utilisation. Several indicators point towards an ability to deal with adversity and emerge stronger and profitable in the years ahead.

It is in difficult times that the ethos, values and principles set by my Father and Uncle, our Founders, are imbibed by our leadership and management and brought to bear on their efforts.

Shareholders and other stakeholders continue to repose their faith in Usha Martin. We gratefully acknowledge their patience. The management team has a strong resolve to deliver the results promised by the investments made.

I immensely value and acknowledge the unstinting support of our stakeholders and partners in the industry.

Prashant Jhawar
Chairman

MANAGING DIRECTOR'S OVERVIEW

Dear Shareholders,

In last year the company faced challenges in Steel as well as Value Added Business due to various global conditions like excessive steel production by China, oil price crash and currency fluctuation etc

Globally China produces half of world steel production. With steel export from China touching 90 million tonne, which is more than India's total steel production, globally there has been a fall in steel prices. Over production in China is likely to remain so in near future.

To overcome such adverse market conditions, the company has taken actions to move towards more high-value products and expand its presence in passenger vehicles, two wheelers, railways etc. where currently it has a limited presence. With technical assistance from Aichi Steel, the company is in process of building a strong foundation for entering car and 2-wheeler segment in coming time.

In Steel division, after completion of major projects, the focus of company in last year had been on improving operational efficiencies, improving quality levels and reducing cost. No major capex is being planned. Post cancellation of coal block, the company won Brinda-Sasai coal block the mine is likely to be operational by FY 18. In the meantime, every cost element, whether fixed or variable is being revisited.

In value added business, better performance in domestic market helped the company to strengthen its market position. In India, the company successfully launched Combination Rope for fishing segment. In the year, the UK subsidiary Brunton Shaw commissioned manufacturing facilities for Oceanmax – a specialized large dia rope for offshore application and successfully started supply to customers. The Rotterdam based subsidiary – DeRuiter Stalkaabel, shifted to its own new bigger premises which will help it to increase volume and service the customer better and faster.

Brunton Wolf , the group company at Dubai won Excellence Performance Award for 2014 from DP World, Dubai. The wire rope plant won Certificate of Merit in assessment of Green Manufacturing Excellence Award by M/s Frost & Sullivan in 'Believers Category'.

Globally, markets for wire rope business remained challenging throughout the year. Sharp fall in oil prices in 2nd half of the year and depreciation in currencies in many overseas markets had an adverse effect on value added business of the company. To strengthen its presence in such dynamic global conditions, the company is focusing on further enriching its product mix and expanding in more geographies.

The company continues to maintain its support to KGVK, the organization for sustainable growth of the society. KGVK has been instrumental in introducing Total Village Management in rural areas.

In near term, global markets are likely to remain challenging but domestic market is showing positive signs. With presence in diverse sectors and geographies the company expects to overcome the challenges and exploit emerging opportunities in coming time.

Rajeev Jhawar
Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

Economic Overview

The overall global economic conditions continued to remain suboptimal since 2012 at level of 3.2% to 3.4%, down from earlier level of 4%. The global economic growth in calendar year 2013 was at same level of 3.4% even in calendar year 2014. While the advanced economies achieved a growth of 1.8% in 2014 compared to 1.4% in 2013, the emerging and developing economies slowed down to 4.6% during 2014 from 5.0% in 2013.

The World Economic Outlook (World Bank) has forecasted growth in world economy, advanced economies and emerging / developing Economies for 2015 at 3.5%, 2.4% and 4.3% and expects average global growth improving to 3.8% and that of Emerging and Developing countries to about 4.7% in 2016.

Global GDP Growth	2013 (A)	2014 (E)	2015 (E)	2016 (E)
World	3.4%	3.4%	3.5%	3.8%
Advanced Economies	1.4%	1.8%	2.4%	2.4%
- USA	2.2%	2.4%	3.1%	3.1%
- Europe	-0.5%	0.9%	1.5%	1.6
Emerging & Developing Economies	5.0%	4.6%	4.3%	4.7

The Indian economy registered a GDP growth of 7.4% in FY'15 against 6.9% in FY'14. The Agriculture growth of 1.1% in FY 15 against 3.7% in FY'14 has to some extent neutralised growth in Infrastructure and Service sectors which went up to 5.9% and 10.1% in FY'15 from 4.5% and 9.1% respectively. Manufacturing grew from 5.3% in FY'14 to 6.8% in FY'15 and Mining slipped from 5.4% in FY'14 to 2.3% in FY'15.

Domestic GDP Growth	FY-13	FY-14	FY-15
Agriculture	1.2%	3.7%	1.1%
Industry & Infrastructure	2.4%	4.5%	5.9%
Manufacturing	6.2%	5.3%	6.8%
Mining	-0.2%	5.4%	2.3%
Services	8.0%	9.1%	10.6%
Overall	5.1%	6.9%	7.4%
Source : CSO, MOF, PMEAC			

The Index of Industrial Production (IIP), which was significantly low at 1.1% in FY'13 and slipped to negative 0.1% in FY'14 recovered back to marginal level of 2.8% in FY'15.

The Manufacturing sector recovered to 2.2% in FY'15 from a negative of 0.8% in FY'14. Mining sector was at 1.4% in FY'15 after marginally recovering to 0.6% in FY'14.

After a prolonged period of concerns on inflation and trade gap fronts, the trends seem to have reversed on back of lower global oil prices FY'15.

During general elections held in May 2014, India has witnessed formation of Central Government with single party majority after 3 decades. This clear political mandate has ushered in new and significant hopes of India coming out of political uncertainties and taking long pending policy initiatives to accelerate economic recovery, improved business conditions, better fiscal, monetary and trade environment and corrections in overall economic fundamentals.

IIP Data (YoY Growth %)	FY' 13	FY' 14	FY' 15
Sectoral			
Mining	-2.3%	-0.6%	1.4%
Manufacturing	1.3%	-0.8%	2.2%
Electricity	4.0%	6.1%	8.4%
Use Based			
Basic Goods	2.4%	2.1%	6.9%
Capital Goods	-6.0%	-3.6%	6.2%
IIP Total	**1.1%**	**-0.1%**	**2.8%**
Source : CSO, GOI			

Other Key Economic Indicators (YoY Growth %)		FY' 13	FY' 14	FY'15 (RE)
Fiscal Deficit	% of GDP	4.9%	4.4%	4.1%
Trade Gap	US$ in Bn	190.3	135.8	137.0
Current A/c Deficit	% of GDP	4.8%	1.7%	1.3%
WPI - Average	%	7.4%	6.0%	2.1%
Source : CSO, MOF, PMEAC				

Company Overview

Business Configuration

Usha Martin is an integrated specialty steel and value added steel products Company, having business locations across various parts of the world including through its subsidiaries and/or joint ventures.

The Company has state-of-art integrated steel plant near Jamshedpur (Jharkhand) producing a wide range of specialty steel wire rods and bars, with captive iron ore mine in Jharkhand. The other/auxiliary products include iron ore pellet, coke, DRI, hot metal, pig iron, sinter, oxygen and power generation, primarily for captive consumption. Until 31st March, 2015 the Company had coal mining also at its' Kathautia block which got de-allocated by the decision of Hon'ble Supreme Court of India in September 2014. Under the new policy initiative of fresh e-auctions, the Company participated in bid and successfully won Brinda & Sasai Coal block in Jharkhand. The operations in this coal mine are likely to commence in FY'18.

With stabilization of projects like pellet, coke and additional DRI and power generation set up up to FY'14, the Company has strengthened cost model in its steel business to increase competitiveness.

The Company is one of the largest producers of specialty steel in India, catering to requirements of automotive, railways, defence and general engineering sectors.

The steel products manufactured at Jamshedpur facilities were sold in the market to the extent of 69% and balance 31% was for in-house production of value added products such as wire ropes, wires, strands and bright bars at Ranchi, Hoshiarpur, Chennai and Bangkok.

In steel wire rope manufacturing, the Company is the largest in India and one of the largest in the world. Its manufacturing plants are located at Ranchi and Hoshiarpur in India, and in Thailand, Dubai and the UK overseas. The wide range of wire ropes produced by the Company has applications in offshore oil exploration, mining, elevators, cranes, bridges, infrastructure, construction, fishing and variety of general purposes.

Besides wire ropes, other value added products include cords, strands, wires, bright bars and oil tempered wires. The Company has also a plant at Chennai to manufacture bright bars.

The global business of wire rope is supported by marketing, distribution and rigging facilities at various locations in the USA, Europe and Asia. The Company provides products and solutions for oil and gas sectors for anchoring, drilling and mooring applications from its facilities at Aberdeen in UK. Further, the Company has an R&D Centre in Italy.

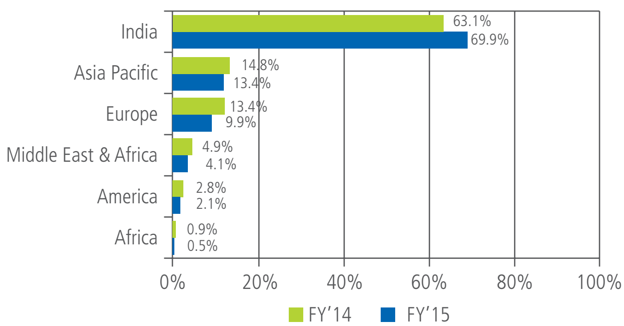
The Company has an in-house machinery manufacturing facility at Ranchi for captive engineering requirements as well as to cater to external demand in India and export markets.

Through one of its wholly owned subsidiary in India, the Company also manufactures a wide range of telecommunication cables meant for variety of applications and caters to requirements of domestic and export markets.

The strategy of integration places the Company distinctly in a unique

Revenue Distribution

By Geography (Integrated Business)



position by combining both ends of value chain, from iron ore mining to high value wire ropes and further providing end use solutions on its key product applications. In addition to providing benefits of quality, consistency and self-sufficiency for principal raw materials, it provides captive markets for a sizeable portion of the finished products, thereby de-risking both the businesses. Also it enables the Company to aspire to become truly competitive across the entire value chain of its chosen products.

Business Environment

The Index of Industrial Production for steel recorded a significant fall from 11.5% in FY'14 to mere 0.5% in FY'15. This is the lowest growth recorded in last 10 years. The last lowest growth recorded was 1.9% in 2008-09.The deep decline in overall Motor Vehicles segment remaining negative at 5.3% in FY'13 and 9.6% in FY'14 could just recover to small 2.4% in FY'15. The low growth in steel appears to be in line with growth in Manufacturing sector at 2.2% and in mining sector 1.4% in FY'15. These overall economic conditions continuing now for couple of years explain the adverse business environment, which the Company had to face during the year.

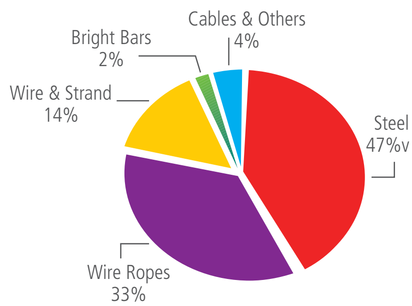
The domestic consumption of steel already subdued with growth of mere 0.6 % in FY'14 against 3.3% in FY'13 is estimated to be at 3.1% in FY'15. The consumption of Alloy Steel is estimated to have gone up to 8.0 MnT from 6.1 Mn T. However, within automobile, which accounts for major portion of consumption of alloy steel, the growth of M&HCV,LCV and Tractor segment is still hovering from negative to single digit in FY'15.

In addition to slow or no growth in steel consuming segments which kept steel prices lower than optimal levels, the pressure of cheaper imports of steel was significant on domestic prices of finished products. These circumstances had an adverse impact on selling prices of products of the Company, more particularly in 2nd half year of FY'15.

The year saw an unprecedented oil price crash and steep depreciation of currencies like Russian Ruble, Euro, Brazilian Real etc. This badly affected the oil & offshore segment of wire rope business of the Company. Not

Revenue Distribution

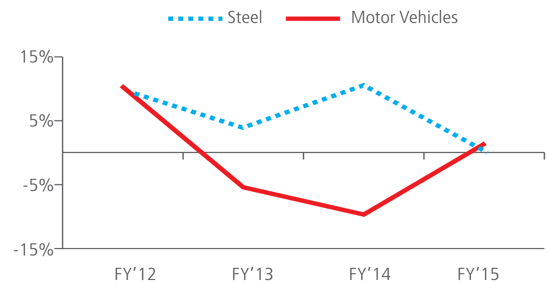
By Product



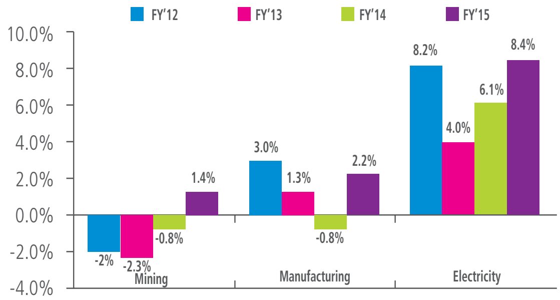
only is the demand for Oil & Offshore rope subdued, but global wire rope prices are under pressure due to intense competition and depreciation of Euro, Ruble etc.

Further, over production by China and continued export of steel from China contributed to a fall in global steel prices. Domestic automobile market remained subdued during the year.

IIP Growth

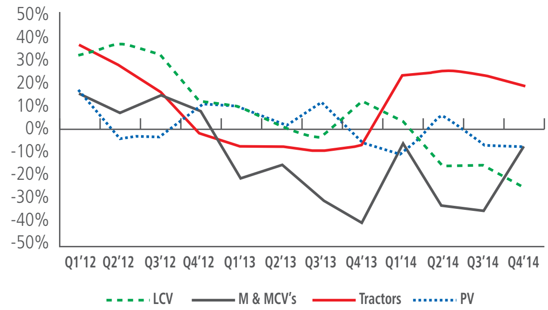


Industrial Production Trend



Source : CSO, GOI

Quarterly Growth (%) of Automobiles



Source : SIAM

Steel Business

Despite subdued steel market, the Company was able to achieve higher sale in rolled product volumes. In line with Company's strategy for strengthening its market position, the Company successfully penetrated crankshaft segment in Commercial Vehicles during the year. Developmental work for Car and 2 wheeler segments where the Company has limited presence is being carried out.

The Hon'ble Supreme Court of India by its' order in September 2014 de-allocated all the coal mines allotted by the Government of India since 1993. The Company's two coal mines namely Kathautia coal block, which was in operations since 2010, and another one namely Lohari Coal block which was yet to be developed, were de-allocated. As per this order Kathautia coal mine was being operated by the Company until 31st March 2015.

In addition, by the said order of Hon'ble Supreme Court of India, an additional levy of Rs. 295 per MT was imposed for the coal produced. Accordingly the Company had to incur Rs.83.73 Crs of such additional levy on production of entire quantity of coal at Kathautia mine from commencement of production in 2010 until 31st March, 2015.

Under the new policy initiative of Central Government to allocate mineral assets through e-auctions, the Company participated in bids to secure long term security and availability of coal and successfully won mining rights for Brinda & Sasai Coal block in Jharkhand at a price of Rs. 1804 per MT. The operations in this coal mine are likely to commence in FY'18. Until commencement of new coal mine the Company would source coal requirements from domestic market and/or imports.

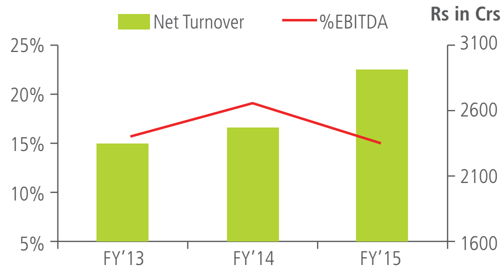
Steel Business Volume – MT		
	FY 14-15	FY 13-14
Iron Ore	1,274,628	1,644,200
Coal	789,912	761,940
Coke	338,811	229,190
Hot Metal	515,091	432,672
DRI	431,940	339,758
Pellet	669,136	135,597
Sinter	745,002	630,280
Billets	710,967	645,240
Rolled Products	554,859	497,628

Operational Highlights

The Steel business achieved a higher sales turnover of Rs.2996.68 Crs. in the current financial year against Rs.2528.36 Crs.in the previous year, up by 18.5%. The operating profit and margins however remained at Rs.467.95 Crs at 15.6% during the year against Rs.504.59 Crs. at 20.0% in the previous year. Further, there was an exceptional charge of Rs. 83.73 Crs on account of additional levy @ Rs .295 per MT on production of coal from Kathautia coal mine since commencement of operations of coal mine to 31st March, 2015, and write downs of Rs. 16.43 Crs on assets and investments made in de-allocated coal blocks.

Share of Steel business stood at 66.1% of the Company's gross level of activity and 59.1% of reported net turnover in the current financial year.

During FY'15 the export turnover of Steel business was Rs.251.69 Crs, which is 8.4% of its' turnover, against Rs. 297.79 Crs in the previous year.



Wire Ropes & Specialty Products Business

Despite subdued environment in domestic market, the Company was able to increase sales in wire rope segment in domestic market. Higher volume in domestic rope market enabled the Company to offset the decline in wire rope exports. Strong domestic performance, product mix enrichment and cost control measures enabled the Company to maintain margins despite pressure on topline.

Continuing the focus on product mix enrichment, Company's UK subsidiary manufactured first reel of OCEANMAX in September 2014 which is a new product in the Company's portfolio. This product is targeted to cater to a segment where Company's presence was missing in past.

Global markets provided an exceptional challenge in the year because of steep drop in oil prices, which affected the demand; and sharp devaluation of currency in many geographies, which affected the price. To mitigate the subdued demand in oil & offshore segment, the Company plans to increase focus in other industry segments and geographies less affected by currency devaluation.

At global level, the WWR business has achieved during FY'15 gross production of Wire Ropes and Conveyor Cords of 97,282 MT against 103,827 MT. The gross production of Strands, Wires and Bright Bars was 164,400 in FY' 15 against 161,363 MT in FY' 14. Production of total Value Added Products was down by 1.3% in FY'15 compared to that in the previous financial year.

Gross Production Volume - VA Products		Qty in MT
	14-15	13-14
Wire Ropes	94,802	102,137
Strands	58,400	49,987
Wires	91,234	97,852
Bright Bars	14,766	13,524
Conveyor Cords	2,480	1,690

On standalone basis, the Wire & Wire Ropes business maintained turnover of Rs.1515.14 Crs. in the current financial year against Rs.1519.29 Crs. in previous year. However, the operating profit and margin were higher, Rs.200.44 Crs. at 13.2% during the year against Rs.193.59 Crs. at 12.7% in previous year.

Share of Wire & Wire Rope business stood at 33.4% of the Company's gross level of activity and 40.5% of reported net turnover in the current financial year on standalone basis.

Focus Areas & New Initiatives

Main focus of the Company in current business environment would be in:

- Strengthening presence in domestic market
- Exploring growth opportunities in geographies where Company's presence is currently limited
- Continue the focus on cost control initiatives
- Product mix enrichment on a continual basis and providing better services to customers

International Business

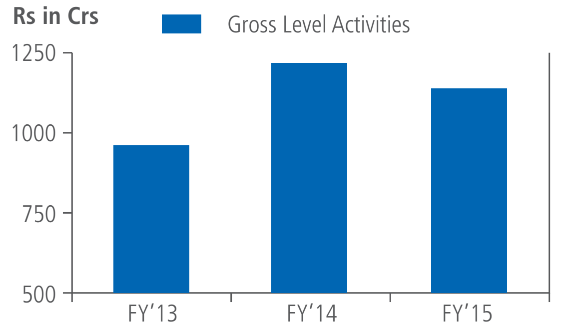
The Company enjoys a wide international presence through manufacturing and distribution subsidiaries located in different parts of the world. The Company's international business accounted for 19.6% of its consolidated gross activity level.

Decline in number of oil rigs in operation subsequent to steep fall in oil prices and depreciation of local currency in many geographies had an adverse impact of international operations of Wire & Wire Rope business of the Company. The gross level of activities of overseas subsidiaries was lower by 5.1% from Rs.1220.27 Crs in 2013-14 to Rs.1158.35 Crs in 2014-15.

Usha Martin International Limited [UMIL]

UMIL enjoys a presence in the UK and parts of Europe through its' wholly owned subsidiaries, namely:

International level of activities



a. Usha Martin UK Limited, which comprises manufacturing distribution and end use solutions for wire ropes to offshore oil and gas sectors, and

b. De Reuiter Staalkabel B.V. Netherlands, which has distribution facilities for wire ropes.

c. Usha Martin Italia S.R.L, which has set up R&D Centre for wire ropes.

The consolidated turnover of UMIL was GBP 45.6 Mn in 2014-15 as against GBP 47.9 Mn in 2013-14. UMIL reported a consolidated net profit of GBP 3.3 Mn as against GBP 3.4 Mn in the previous year.

During the year, the Company commenced production of large diameter crane ropes in Brunton Shaw UK to cater to high end applications

UMIL			GBP in Mn
	FY'13	FY'14	FY'15
Turnover	39.2	47.9	45.6
Net Profit	3.0	3.4	3.3

Usha Martin Americas Inc [UMAI]

During the year, UMAI reported a turnover and profit after tax of US$ 12.3 Mn and US$ 0.1 Mn respectively as against US$ 15.1 Mn and US$ 0.2 Mn respectively in the previous year.

UMAI			USD in Mn
	FY'13	FY'14	FY'15
Turnover	16.1	15.1	12.3
Net Profit	1.1	0.2	0.1

Brunton Wolf Wire Ropes FZCo [BWWR]

BWWR, a joint venture with Gustav Wolf of Germany, reported a turnover and profit after tax of US$ 24.0 Mn and US$ 0.8 Mn respectively in 2014-15 as against US$ 25.6 Mn and US$ 1.0 Mn respectively in the previous year.

BWWR			USD in Mn
	FY'13	FY'14	FY'15
Turnover	24.3	25.6	24.0
Net Profit	1.2	1.0	0.8

Usha Siam Steel Industries Public Company Limited [USSIL]

USSIL is a subsidiary of the Company in which the Company along with Usha Martin Singapore Pte Ltd. holds 97.98% of equity.

The operations of USSIL, achieved a turnover of Thai Baht 1,308Mn during the year under review as against Thai Baht 1,357 Mn in the previous year. It reported a loss of Thai Baht 46 Mn against profit of Thai Baht 50 Mn in the previous year.

USSIL			THB in Mn
	FY'13	FY'14	FY'15
Turnover	1,132	1,357	1,308
Net Profit	245*	50	(46)

*including insurance claim

Usha Martin Singapore Pte Limited [UMSPL]

UMSPL a wholly owned Singapore based subsidiary of the Company is in business of warehousing and distribution of wire ropes in Asia Pacific region by itself and through its following wholly owned subsidiaries –

- Usha Martin Australia Pty Limited
- Usha Martin Vietnam Company Ltd
- P.T Usha Martin Indonesia, and
- Usha Martin China Company Limited

UMSPL achieved a consolidated turnover of US$ 39.3 Mn and net loss of US$ 0.4 Mn during the year under review as against US$ 41.0 Mn and net profit of US$ 0.2 Mn respectively in the previous year.

UMSPL			USD in Mn
	FY'13	FY'14	FY'15
Turnover	37.3	41.0	39.3
Net Profit	0.9	0.2	(0.4)

Cable Business

UM Cables Ltd. (UMCL), a wholly owned Indian subsidiary of the Company, engaged in business of telecommunication cables achieved turnover of Rs.177.3 Crs against Rs.170.0 Crs in the previous year. The net profit for the year was Rs.12.1 Crs as against Rs.8.3 Crs in FY13-14.

UMCL			Rs. in Crs
	FY'13	FY'14	FY'15
Turnover	117.5	170.0	177.3
Net Profit	6.5	8.3	12.1

Financial Discussion

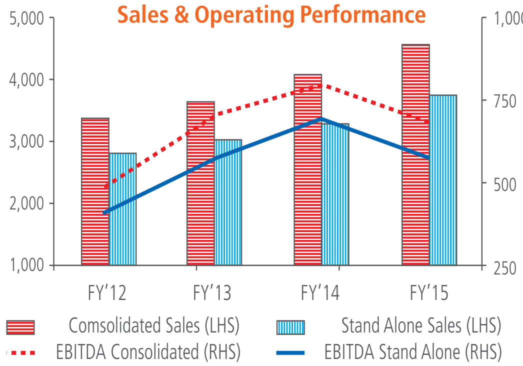
During the year, consolidated turnover of the Company stood at Rs.4,561.10 Crs, which is 12.0% higher than Rs.4,073.83 Crs in the previous year. On standalone basis, the Company's turnover increased to Rs.3,746.05 Crs in the current financial year against Rs.3,287.12 Crs in the previous year, up by 14.0%.

Before charge of exceptional item on account of additional levy on coal produced by the Company from its' Kathautia coal mine and other write downs in assets at said coal mine, the operating profit achieved by the Company on consolidated basis was Rs.753.48 Crs, being 16.5% of the reported turnover, and on standalone basis at Rs. 646.38 Crs, being 17.3%, against Rs.799.41 Crs. and Rs. 692.81 Crs. respectively in previous year.

The export sales dropped to Rs.690.62 Crs, with share being 18.4% of net turnover on standalone basis against 25.2% in previous year, while share of domestic sales in the current year was 81.6% against 74.8% in previous year.

Forex Management

From the weaker domestic economic and fiscal indicators up to the previous financial year which continued to have depreciating pressure



on INR, during the current financial year it depreciated by 4.3% on YoY basis on 31st March, 2015. On average basis the depreciation was 1.2% in FY 14-15 against 11.1% in previous year at Rs. 60.40 per US $. However, of late, the INR has been witnessing volatility against US$. The hedging costs have remained higher making overall covered cost costly at times.

USD/ INR Levels & Depreciation				
	FY '12	FY '13	FY '14	FY' 15
Year End Levels	50.87	54.28	59.91	62.50
Depreciation %	14.2%	6.7%	10.4%	4.3 %
Average Rate for the year	47.87	54.37	60.40	61.10
Depreciation %	5.2%	13.6%	11.1%	1.2 %

The Company has followed its practice of keeping trade exposures largely covered through forward contracts and option structures, after using natural hedge inherently available through its' export business.

The changes in value of long term capex loans have continued to be accounted for in fixed assets, as in the previous financial years in accordance with notification issued by Ministry of Corporate Affairs. By exercising this option the Company accounted for effect of rupee depreciation on FCY loans, amounting to Rs.32.31 Crs, in the fixed assets during the current financial year.

By way of premium on booking of forex trade exposures, losses on booking and cancellations of hedged positions and valuations of open exposures, the Company has incurred cost of Rs. 7.44 Crs as net exchange loss during the year, after adjusting Rs.6.14 Crs being gains on derivatives.

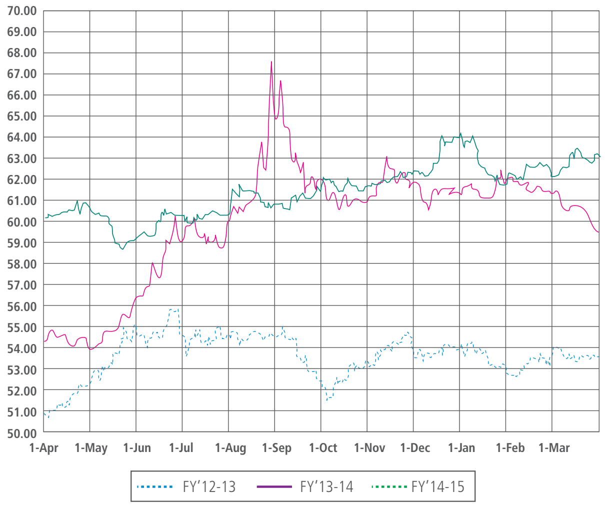
Finance Cost

The average cost of debt as on 31st March, 2015 was 10.52%, higher than 10.16% as on 31st March, 2014, for interest rates on domestic loans remaining higher during the year and change in proportion of FCY debt, which carries lower cost, from 23.7% to 20.1%. The net interest charge [excluding other borrowing costs] of the Company increased from Rs.393.24 Crs to Rs. 482.15 Crs during the financial year on account of a number of factors, such as increase in interest bearing liabilities and level, interest rates, etc.

Capital Expenditure

The Company, on standalone basis, has incurred Rs.106.42 Crs on projects and normal capital expenditure excluding effect of depreciation and valuation of FCY loans.

USD/INR Rate movement



Debt Mobilization, Payments & Management

During FY'15, the Company on standalone basis, has raised long term rupee debt of Rs.340 Crs, which was utilized for working capital margin and prepayment of part of capex L/Cs. Besides, the Company has arranged a long term finance of Rs.10.71 Crs for ERP software. The Company has repaid long term loans of Rs.219.84 Crs and prepaid Rs.200.07 Crs of long term capex L/Cs.

As on 31st March, 2015, Rs.39.33 Crs were maintained in fixed deposits and balance with banks on standalone basis.

Overall, there is increase in debt by Rs.38.98 Crs. on standalone basis and Rs.60.61 Crs on consolidated basis.

The Company had a net debt of Rs.3,784.73 Crs (including working capital loans, current maturities of long term debt,capex L/Cs and net of cash & bank balance of Rs.39.33 Crs) as on 31st March 2015, having about 20.1% in foreign currency. The Company's Net Debt Equity ratio was 3.08 as on 31st March 2015. On consolidated basis, the net debt level and Debt Equity Ratio were Rs. 4058.02 Crs. and 2.30 respectively at year end.

Ratings

The Company enjoys rating of CARE A1 for short term bank facilities and other short term funds by Care Analysis & Research Limited [CARE]. India Ratings & Research Private Limited (formerly known as Fitch Ratings India Private Limited) has given rating of Ind A with negative outlook for long term bank loans and facilities.

Relationships

The Company continued to enjoy excellent relationship with all its lenders. It has made all payments of loans and interest to banks and financial institutions within respective due dates and without any delays.

Investor Services

The Company has an investors' complaint redressal system in place and all complaints are being attended to by the Company either directly or through its' registrars and transfer agents.

The Company has appealed to all shareholders and depositors who could not encash warrants/cheques for dividends, interest and fixed deposits for making claims with the Company before the same become due for deposit with the Government.

During the year, the Company deposited Rs.9.86 lacs with the Investors Education & Protection Fund constituted by the Central Government, being matured dues remaining unpaid for a period of 7 years on account of dividend, debentures and fixed deposits including interest thereon.

The equity shares continue to remain listed at Bombay Stock Exchange Ltd., National Stock Exchange of India Ltd. and GDRs at Societe de la Bourse de Luxembourg.

Internal Control System And Risk Management

The Company has an in-house team in internal audit department and also availed services of external firms of consultants and chartered accountants to help the Company to strengthen the internal audit and risk management functions.

Human resources

The Company recognizes the Human Resources as its most important assets and is constantly engaged in enriching the value and developing competencies of Human Resources through various development strategies.

The Company is also in the process of identifying future leaders and groom them for key leadership roles in its Indian and international business.

The Human Resource function conducts program with external faculty in the area of Management Development (for executives and officers), soft-skills and attitudinal development (for officers, staff, workmen and trainees).

The Company's training institute (Usha Martin Training Institute, Jamshedpur) provides in-house training to freshers and functional personnel. On-the-job training, leadership training sessions, soft-skill grooming sessions and flexible job rotation enhances employee skills. Regular seminars and workshops are conducted on a Pan-India basis.

The HR activities covered Mining operations and many initiatives were taken in the areas of skill development of land-givers and livelihood of the villagers staying in the neighboring mines with the help of KGVK (our CSR Partner).

Appreciation

The Company has been getting all necessary support and cooperation from all sections of customers, suppliers, service providers, investors, authorities, lenders, etc. to whom the Company expresses its sense of appreciation.

Cautionary Statement

Statements in the management discussion and analysis report describing the Company's objectives, projections, estimates may be a "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas market in which the Company operates, changes in the government regulations, tax law and other statutes and incidental factors.'

REPORT OF THE BOARD OF DIRECTORS

Dear Shareholders,

The Board of Directors of Usha Martin Limited present the 29th Annual Report and audited accounts for the financial year ended 31st March, 2015.

FINANCIAL SUMMARY / HIGHLIGHTS **(Rs. in Crores)**

	Stand Alone		Consolidated	
	31st March, 2015	31 March, 2014	31st March, 2015	31 March, 2014
Net Sales	3,746.05	3,287.12	4,561.10	4,073.83
Other Income	38.68	77.83	36.99	92.49
Net Sales and Other Income	3,784.73	3,364.95	4,598.09	4,166.32
Profit Before Interest, Depreciation & Tax (Before Exceptional Items)	646.38	692.82	753.48	799.43
Depreciation	383.00	303.51	418.42	333.20
Finance Costs	507.39	426.17	521.94	439.56
Profit Before Tax (Before Exceptional Items)	(-)244.01	(-)36.86	(-)186.88	26.67
Exceptional Items	(-)100.16	-	(-)100.16	-
Tax expenses (Current Tax, Deferred Tax, Net of MAT Credit Entitlement and reversal)	(-)51.76	(-)11.18	(-)35.64	13.45
Profit After Tax	(-) 292.41	(-)25.68	(-)251.40	13.22
Minority Interest	-	-	(-)1.72	(-)2.52
Profit after Tax and Minority interest	-	-	(-)253.12	10.70
Profit Brought Forward from Previous Year	(-)3.31	22.37	335.17	332.70
Appropriations are made as under:				
-Transfer to Capital Redemption Reserve	-	-	8.00	8.00
-Proposed Dividend on Equity Shares and Tax thereon	-	-	0.21	0.23
- Adjustment arising on acquisition of controlling interest in a Joint Venture	-	-	0.10	-
-Balance Carried Forward to next year	(-)295.72	(-)3.31	73.74	335.17

Review of Operations

The turnover for the year increased to Rs. 4561.10 crores on consolidated basis and Rs. 3746.05 crores on standalone basis from Rs. 4,073.83 crores and Rs. 3,287.12 Crore respectively in the previous year. Despite there being suboptimal business conditions for steel and mining industry, the Company could achieve a growth of 12% and 14% respectively. However, operating profit reduced on consolidated basis from Rs.799.43 crores in previous year to Rs.753.48 crores in the current financial year and on standalone basis from Rs.692.81 crores to Rs.646.38 crores. Consequently operating margins lowered to 16.5% and 17.3% on consolidated and standalone basis respectively.

As per decision of Hon'ble Supreme Court of India which de-allocated coal mines, there was an additional levy of Rs.83 crores on the production of coal since beginning of coal mining operations to 31st March, 2015. This, along with other write downs on investment made in coal mines amounting to Rs.16.43 crores, has been shown as exceptional items. The net loss after tax was Rs.253.12 crores on consolidated basis and Rs.292.41 crores on standalone basis for the financial year 2014-15.

The detailed review of operations under steel and wire & wire rope businesses has been discussed in Management Discussion and Analysis which forms part of this report.

Dividend & Reserves

In view of there being no profits, the directors are unable to recommend dividend for the year under review, nor do they propose to carry any amount to reserves.

Outlook and business

During the year there has been a formation of central government with clear majority after a long period of time in the past. This has ushered in positive hopes of government taking bold initiatives for accelerating the process of recovery and growth in business conditions with enduring sustainability.

However, during the year the steel industry has witnessed lowest production growth in the recent past and touching as low as 0.5%. The major segment which consumes the Company's product, i.e automobile, has also seen mixed conditions. During the 2nd half of the year, the increased cheaper imports have also created new threats for the industry.

These difficult conditions in steel industry have also been felt in wire & wire rope business as well across the global and in domestic markets.

In September, 2014 the Hon'ble Supreme Court of India de-allocated the coal mines allotted since 1993 and imposed additional levy @ Rs.295 per MT on the coal produced since beginning to 31st March, 2015. As a result, the Company's two coal mines viz. Kathautia and Lohari coal mines were also de-allocated and the Company had to incur Rs.83 crores on its' coal production from beginning. Kathautia coal mine was already operational whereas Lohari coal mine was yet to be made operational.

As a part of subsequent new policy initiatives, the Central Government decided to allocate coal mines through e-auctions. The Company participated in these auctions and successfully won Brinda & Sasai coal block in Jharkhand at a price of Rs.1804 per MT. This coal block is expected to be commissioned for production in financial year 2017-18.

After completion of cost optimization projects during the previous financial year, beneficiation and pellet plants were under stabilization during the current financial year.

The manufacturing unit of the Company at Nawalgang, Agra has been closed down and appropriate steps are being taken to dispose off the surplus assets lying in the said location.

No material changes and commitments have taken place since close of the previous financial year and till the date of this report which may significantly affect the financial position of the Company adversely.

TPM & Quality

Steel Division and Wire Ropes & Speciality Products Division continue to have certification for its quality management systems being in accordance with ISO 9001 2000 from BVQI.

The TQM journey of Wire & Wire Rope Division for further strengthening competitiveness is progressing well to ensure long term benefits to the Company.

Subsidiaries & Joint Ventures

The international subsidiaries provide significant synergy and support to the Company's wire rope business and performance. Further, all the operating subsidiaries of the Company have continued to perform reasonably well in the economic and business circumstances which prevailed during the year under review.

The key joint ventures formed by the Company namely, Pengg Usha Martin Wires Private Limited and Dove Airlines Private Limited have reported satisfactory results in the year under review.

During the year, Gustav Wolf Specialty Cords Limited, a Joint Venture of the Company and Usha Martin Power & Resources Limited, a subsidiary of the Company were converted into wholly owned subsidiary of the Company.

During the year under review EMM Caspian Limited, a step down subsidiary of the Company, has been dissolved after strategic review by the Company.

A statement covering report on the performance and financial position of each of the subsidiaries, associates and joint venture is provided separately and forms part of this report.

Environment

Steel Division and Wire Ropes & Speciality Products Division operate under ISO 14001 Environment Management Systems (EMS) Standards from Det Norseke Veritas (DNV), of U.K. The effectiveness of these systems is evident from reduced oil and water consumption, reuse of waste oils and water, utilization of iron containing wastes.

Wire Rope & Specialty Products Division is driving improvements in effluent treatment plant to eliminate sludge carry over by incorporation of filter press, the output of which is being used for non-critical applications, and continues to target zero discharge condition. The Division is also focused on reducing air pollution by converting from oil to LPG and eliminating emission of un-burnt fuels in atmosphere.

Deposits

During the year the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. As on 31st March, 2015, there are no unclaimed deposits with the Company. Further the Company has not defaulted in repayment of deposits or payment of interest thereon.

Significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

During the year no material orders were passed by any regulatory authority or court which may affect the status of going concern of the Company.

However, during the year the Hon'ble Supreme Court of India passed order relating to de – allocation of two coal mines of the Company namely Kathautia and Lohari Coal blocks. The Kathautia coal block was in operation since 2010 and up to March 2015.

Details in respect of adequacy of internal financial controls with reference to the financial statements.

Adequate internal financial controls exist in the Company with reference to the financial statements. The processes and controls were subjected to assessment by an independent agency and no reportable material weakness was observed in the same. However, the Company is in process of further strengthening the controls and processes.

Corporate Governance

Your Company has complied with requirements of Clause 49 of Listing Agreement and followed practice of getting disclosures from directors and senior management personnel relating to any material financial and commercial transactions where they have any personal interest with a potential conflict of interest with the Company at large. A detailed report on Corporate Governance is annexed.

Directors

Mr. B K Jhawar and Mr. Brij K Jhawar are retiring by rotation and offer themselves for reappointment.

During the year Mr. P S Bhattacharyya was appointed as an Independent Director on 31st July, 2014 for a period of 5 years and the existing Independent Directors namely Mr. G N Bajpai, Mr. Jitender Balakrishnan, Mr. Salil Singhal and Mrs. Ramni Nirula were also appointed for a period of 5 years w.e.f 31st July, 2014 in accordance with provisions of the Companies Act, 2013 and the Listing Agreements.

Dr. Vijay Sharma ceased to be a Director with effect from 25th May, 2014, Mr. Nripendra Misra ceased to be a Director with effect from 26th May, 2014 and Mr. R S Thakur ceased to be a Director with effect from 10th July, 2014.

Details regarding the composition, terms and references, number of meetings and attendance of respective members of the various sub – committees of board are provided separately in the Corporate Governance Report.

Directors' Responsibility Statement

Pursuant to requirements under Section 134 (5) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed that:

(i) the applicable accounting standards have been followed in preparation of annual accounts for financial year ended 31st March, 2015 and proper explanations have been furnished relating to material departures;

(ii) the accounting policies have been selected and applied consistently and prudent judgments and estimates have been made so as to give a true and fair view of state of affairs of the Company at end of financial year and of profit/loss of the Company for year under review;

(iii) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities; and

(iv) the annual accounts for financial year ended 31st March, 2015 have been prepared on a going concern basis.

(v) proper internal financial controls were in place and that the financial controls were generally adequate and operating effectively except in few cases which were dealt suitably.

(vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

Criterions have been formulated for formal evaluation of the individual directors, Board as a whole and various sub–committees. The directors evaluated performance of other directors (excepting themselves), the Board as a whole and its' various sub – committees and provided their feedback to the Nomination & Remuneration Committee. The Nomination & Remuneration Committee after reviewing the feedback received from directors provided its' recommendation to the Board for final evaluation.

Company's policy on Directors appointment and remuneration including criteria for determining qualification, positive attributes, independence of directors.

In accordance with the provisions of Companies Act, 2013 and Clause 49 (as amended), the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee have adopted a criteria for determination of qualification, positive attributes and independence of directors and Policy for Remuneration of Directors, a Policy for Remuneration of Senior Management Personnel (including Key Management Personnel) and a Policy for Remuneration of Other Employees.

The above mentioned Criteria and Policies are available at www.ushamartin.com/investor.

Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Vigil Mechanism and Whistle Blower Policy to provide a framework to promote responsible and secure reporting of undesirable activities ("whistle blowing"). Through this Policy, the Company seeks to provide a mechanism to all the employees, or directors of the Company ("whistleblower") to disclose any misconduct, malpractice, unethical and improper practice taking place in the Company for appropriate action and reporting, without any fear of any kind of discrimination, harassment, victimization or any other unfair treatment or employment practice being adopted against the whistleblower. The same is available on the Company's website www.ushamartin.com.

Human Resource & Managerial Remuneration

The required disclosures in accordance with Section 197 read with Rule 5 of Companies (Appointment of Managerial Personnel) Rules 2014 are provided separately and forms part of this report.

CEO and CFO Certification

In accordance with the provisions of the Clause 49 of the Listing Agreement, the Managing Director and Chief Financial Officer of the Company have submitted a certificate for the year ended 31st March, 2015, to the Board of Directors.

Additional Disclosures

In line with requirements of Listing Agreements and Accounting

Standards issued by the Institute of Chartered Accountants of India, the Company made additional disclosures in respect of Consolidated Financial Statements, Related Party Transactions and Segmental Reporting.

Auditors

In accordance with the provisions of Section 139 of the Companies Act, 2013 and the transition period mentioned therein, M/s Price Waterhouse, Chartered Accountants were appointed as Statutory Auditors of the Company for a period of two years at the 28th Annual General Meeting of the Company held on 31st July, 2014 and they will continue in office upto the conclusion of the 30th Annual General Meeting.

However, in accordance with the provisions of Section 139 of the Companies Act, 2013, their continuance of office as Auditors shall be subject to ratification of members at the forthcoming Annual General Meeting.

Yours Directors invite your attention to note 51 to the accounts referred to by auditors in para 8 of their report. This note is self explanatory and along with explanations given therein provide required clarification on references made by the auditors.

Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 and Rules made there under, the Board has appointed M/s. Guha, Ghosh, Kar & Associates, Cost Accountants, to conduct cost audit of the Company for the year 2014-15 and had recommended their remuneration to the shareholders which was ratified at the Annual General Meeting held on 31st July, 2014.

The Board of Directors have appointed M/s Guha, Ghosh and Kar as the Cost Auditors for the financial year 2015-16 and their remuneration is sought to be ratified from the shareholders at the forthcoming Annual General Meeting.

Secretarial Auditor

During the year under review the Board of Directors had appointed M/s Anjan Kumar Roy & Co. firm of Practicing Company Secretaries for conducting secretarial audit in accordance with the provisions of Companies Act, 2013 and the rules framed thereunder. The Secretarial Audit Report is annexed and forms part of this report.

Corporate Social Responsibility

Usha Martin Limited has been constantly involved in sustainable development of communities around its plants & mines and have also expanded its CSR activities to the other districts of Jharkhand. Commitment of founders of Usha Martin towards sustainable development has led KGVK, an non - profit seeking organization was started as CSR arm of the Company to reach more than 190 villages of Jharkhand.

In accordance with the provisions of the Companies Act, 2013 the Company have constituted a Corporate Social Responsibility Committee which comprises of the following members:

Mr. B K Jhawar - Chairman (Non – executive director)

Mr. Brij K Jhawar - Member (Non – executive director)

Mrs. Ramni Nirula - Member (Independent Director)

The contents of the CSR Policy of the Company and the CSR activities undertaken by KGVK on behalf of the Company (including the Annual Report on CSR activities) has been annexed separately and forms part of this report.

Extract of Annual Return

The details forming part of the extract of the annual return is enclosed in Form MGT 9.

Number of Meetings of Board and its sub – committees

The details regarding meetings of the Board and its sub – committees have been provided in the corporate governance report.

Report on the performance and financial position of each of the subsidiaries, associates and joint ventures.

Analysis of the performance of key subsidiaries and joint ventures has been provided in the Management Discussion and Analysis section and the same forms part of this report.

Statement on declaration given by independent directors under Section 149 of the Companies Act, 2013

As required under provisions of Companies Act, 2013 and Listing Agreements, all Independent Directors' of the Company have confirmed that they meet the criteria of independence.

Particulars of loans, guarantees and investments

The particulars of loans, guarantees or investments are provided in the Financial Statement.

Particulars of contracts or arrangements with related parties

All related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel which may have potential conflict with the interest of the Company at large. Further, as required under Clause 49 (as amended) of the Listing Agreement, prior omnibus approval of the Audit Committee has been obtained for transactions with related parties (other than with wholly owned subsidiaries).

The related party transactions policy as approved by the Board has been uploaded on the Company's Website.

The details of the transactions with related parties are provided in Note 48 of the standalone financial statement. Further, the Form AOC – 2 is not attached with this Report as there were no such related party transactions for which disclosure under Rule 8 of the Companies

(Accounts) Rules, 2014 is required.

Conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A statement in accordance with the provisions of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached separately and forms part of this Report.

Risk Management

During the year under review, a Risk Management Committee as a sub – committee of the Board was formed with the following directors as members, to assist the Board in discharging its responsibilities towards management of material business risk (material business risks includes but not limited to operational, financial, sustainability, compliance, strategic, ethical, reputational, product quality, human resource, industry, legislative or regulatory and market related risks) including monitoring and reviewing of the risk management plan / policies in accordance with the provisions of clause 49 of the Listing Agreements.

Mr. P S Bhattacharyya	– Chairman (Independent Director)
Mr. Rajeev Jhawar	– Member (Managing Director)
Mr. P K Jain	– Member (Jt. Managing Director [Wire & Wire Rope Business]

Further, as on date there are no additional material risks (apart from the general market risks) which in the opinion of the Board may threaten the existence of the Company.

Appreciation

Your directors place on record their appreciation for the valuable co-operation and support of customers, suppliers, contractors, shareholders, investors, government authorities, financial institutions, banks, partners and collaborators.

On behalf of the Board of Directors
P Jhawar
Chairman

Place: Kolkata
Date: 25th May, 2015

Annexure to Directors Report

Information as per Section 197 (12) of the Companies Act, 2013 read with the Companies (Appointment and Remuenration of Managerial Personnel) Rules 2014, and forming part of the Directors' Report for the year ended 31st March, 2015

Name; Age (Years); Designation / Nature of Duties; Gross Remuneration (Rs.); Qualifications; Experience (Years); Date of Commencement of Employment; Previous Employment – Designation; % of Equity Shares held.

(A) Employed throughout the financial year and was in receipt of remuneration for the year which in the aggregate was not less than Rs.6,000,000.

(i) Rajeev Jhawar; 50; Managing Director; Rs.17,233,538; B. Com (Hons.); 30; 1-Oct-97; Usha Martin Industries Limited (Since merged with the Company) -Jt. Managing Director.; 0.51, (ii) Pravin Kumar Jain; 61; Jt. Managing Director (Wire and Wire Rope Business); Rs. 21,855,481; B.Tech, MBA; 38; 1-Sep-09; Brunton Wolf Wire Ropes, Fzco, Managing Director; 0.00, (iii) A K Somani ; 61; Chief Financial Officer & Company Secretary; Rs. 12,919,177; B. Com., C.A. C.S; 36; 3-Apr-90; Emami Paper Mills, Vice President – Commercial; 0.00., (iv) Debasish Mazumdar; 51; Associate President (Steel); Rs. 7,824,597; B.E.(Metallurgy);28; 1-Sep-11;Electrotherm India Limited -President-Works; nil, (v) Ashutosh Dixit; 45; Associate President (Wire & Wire Rope Business); Rs. 6,858,476; B.Tech.(Mech. Engg.), MBA (General Management), PG Certificate (Metallurgy);22; 25-July-13; Hindalco Industries Limited - Vice President Operations; nil, (vi) Dhrub Jyoti Basu; 56; President-Human Resource; 6,289,649; B.Sc.Hons., PGD Personnel Management & Industrial Relations; 35; 10-Apr-06; Larfarge India Ltd-Vice President -Human Resource; nil, (vii) Sanjay Nath; 61; Sr. Vice President Marketing (Steel); Rs. 6,045,500; B.E.(Metallurgy), D.I.M. (IGNOU);37; 4-Sep-10; Kalyani Steels Limited, Sr. Vice President -HOD Marketing & Sales; nil.

(B) Employed for a part of the financial year and was in receipt of remuneration for any part of the year at a rate which in the aggregate was not less than Rs.500,000 per month.

(i) Dr Vijay Sharma ; 60; Jt. Managing Director (Steel Business); Rs.7,252,800; B Tech, MS, MBA, PhD; 38; 6-Jan-10; JSW Steel Ltd -Jt. Managing Director and Chief Executive Officer; nil, (ii) Kannan K; 54; Vice President (Engineering & Projects); Rs. 713,518; B.E.(Electronics & Communication), ME (Software Engineering) ;30; 20-Sep-10; JSW Steel Limited, Asst. Vice President - Engineering & Projects.; nil., (iii) Amitava Sircar; 61; Chief Operating Officer-Steel Business; 3,692,909; B.E.(Metallurgy); 37; 3-Nov-14; Jindal Steel & Power Ltd Executive Vice President Operation; nil, (iv) Pavan Trivedi; 44; President-Commercial & Accounts; 9,254,388; ICWA, CA; 20; 26-May-14; Tata Motors Finance Ltd Chief Financial Officer; nil.

Notes: (1) The terms of appointment of Managing Director and Joint Managing Director are contractual. All other appointment are non-contractual and terminable by notice on either side. (2) Remuneration includes basic salary, allowances,taxable value of perquisites etc.The term remuneration has the meaning assigned to under Section 197 read with Schedule V of the Companies Act, 2013. (3) None of the employees named above is a relative of any Director of the Company except,Mr Rajeev Jhawar who is a relative of Mr Brij K Jhawar, a Director of the Company.

On behalf of the Board of Directors
P. Jhawar
Chairman

Kolkata
25th May, 2015

Part "A" : Subsidiaries

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules,2014
Statement containing sailent features of the financial statement of subsidiary/associate companies/joint ventures

(Rs. in Lakhs)

Sl No.	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
Name of the subsidiary	UM Cables Limited	Usha Martin Power & Resources Limited	Bharat Minex Private Limited	Gustav Wolf Speciality Cords Limited	Usha Siam Steel Industries Public Company Limited	Usha Martin Americas Inc	Brunton Wolf Wire Ropes FZCO	Usha Martin Singapore Pte. Limited	Usha Martin Australia Pty Limited	P T Usha Martin Indonesia	Usha Martin Vietnam Company Limited	Usha Martin China Company Ltd	Usha Martin International Limited	De Ruiter Staalkabel BV Sliedrecht	Usha Martin Italia S.R.L. #	Usha Martin Europe B.V.	Usha Martin UK Limited	Brunton Shaw UK Limited	European Management and Marine Corporation Limited
Reporting period for the subsidiary	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15	FY 2014-15
Reporting Currency	INR	INR	INR	INR	THB	USD	AED	USD	A $	USD	VND	CNY	GBP	EURO	EURO	EURO	GBP	GBP	GBP
Exchange Rate as on 31st March,2015 (used for conversation C/Y Vs INR)	-	-	-	-	1.9200	62.5000	17.0151	62.5000	47.5375	62.5000	0.0029	10.0823	92.4688	67.1875	67.1875	67.1875	92.4688	92.4688	92.4688
Share Capital	2,013	5	20	15	2,746	2,500	3,233	358	95	63	51	311	5,754	12	7	12	3,560	*	*
Reserves and Surplus	3,497	(2)	39	188	11,869	2,329	3,232	9,751	1,126	181	134	(1,060)	2,885	3,451	109	(126)	20,953	-	-
Total Assets	17,837	3	97	233	32,947	9,203	11,110	18,870	3,105	636	919	4,535	8,666	8,975	200	1,032	38,295	*	*
Total Liabilities	12,327	*	38	30	18,332	4,374	4,645	8,761	1,884	392	734	5,284	27	5,512	84	1,146	13,782	-	-
Investments	-	-	-	-	2,400	-	-	775	-	-	-	-	6,528	-	-	-	-	-	-
Turnover (Net)	17,732	-	-	-	25,173	7,678	14,975	15,258	5,643	1,220	2,268	4,330	-	7,135	602	1,641	34,474	-	-
Profit/(Loss) before Taxation	1,876	*	123	25	(723)	117	503	6	124	91	95	(564)	108	548	77	2	3,185	-	-
Provision for Taxation	663	-	25	5	(83)	47	-	6	37	21	22	(110)	41	126	35	*	664	-	-
Profit/(Loss) after Taxation	1,213	*	98	20	(640)	70	503	*	87	70	73	(454)	67	422	42	2	2,521	-	-
Proposed Dividend	89	-	-	-	-	-	415	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding	100%	100%	100%	100%	97.98%	100%	60%	100%	100%	100%	100%	100%	92%	100%	100%	100%	100%	100%	100%

* Amount is below rounding off norm adopted by the Company
# Financial information is based on Unaudited Results.
(1) Name of subsidiary which are yet to commence operations - None
(2) Name of subsidiaries which have been liquidated / sold during the year - EMM Caspian Limited has been liquidated during the year.
(3) The annual accounts of the above subsidiary companies will be made available to the shareholders for inspection at the Annual General Meeting and also kept for inspection at the Registered Office of the Company.

Part "B" : Associates and Joint Ventures

Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Rs. in Lakhs)

Sl. No	1	2	3	4
Name of the Associates / Joint Ventures	Pengg Usha Martin Wires Private Limited (PUMWPL)	CCL Usha Martin Stressing Systems Limited (CUMSSL)	Dove Airlines Limited (DAPL)	Tesac Usha Wirerope Company Limited (TUWCL)
Latest audited Balance Sheet Date	31-Mar-15	31-Mar-15	31-Mar-15	31-Mar-15
Shares of Associate/Joint Ventures held by the Company on the year end				
Number	Equity Shares 10,800,000* Preference Shares - 440,000*	Equity Shares 473,195*	Equity Shares 1,038,000*	Ordinary Shares 1,250,000* #
Amount of Investment in Associates/Joint Venture	1,520	5	104	2,400
Extent of Holding %	40.00%	49.99%	50.00%	50.00%
Description of how there is significant influence	PUMWPL is a joint venture company, wherein the Company is holding 40% of the equity in PUMWPL under a Shareholders Agreement.	CUMSSL is a joint venture company wherein the Company is holding 49.99% of the equity in CUMSSL under a Shareholders Agreement.	DAPL is a joint venture company wherein the Company is holding 50% of the equity in DAPL under a Shareholders Agreement.	TUMCL is a joint venture of Usha Siam Steel Industries Public Company Limited, a subsidiary of the Company.
Reason why the associate/ joint venture is not consolidated	The financial statement of PUMWPL is taken into consideration for consolidation of financial statements of the extent Company's interest therein.	The financial statement of CUMSSL is taken into consideration for consolidation of financial statements of the extent Company's interest therein.	The financial statement of DAPL is taken into consideration for consolidation of financial statements of the extent Company's interest therein.	The financial statement of TUWCL is taken into consideration for consolidation of financial statements of to the extent of the Company's interest therein.
Net worth attributable to Shareholding as per latest audited Balance Sheet	1,963	35	393	2,092
Profit / Loss for the year	1,311	4	(64)	(490)
Considered in Consolidation	524	2	(32)	(245)
Not Considered in Consolidation	787	2	(32)	(245)

* Denotes actual number of shares.

# Denotes shares held by subsidiaries of the Company.

Notes :

(1) Name of associates or joint ventures which are yet to commence operation - None

(2) Name of associates or joint ventures which have been liquidated or sold during the year - None

(3) The annual accounts of the above associates/joint ventures companies will be made available to the shareholders for inspection at the Annual General Meeting and also kept for inspection at the Registered Office of the Company.

On behalf of the Board of Directors

Place : Kolkata
Date : 25th May 2015

P Jhawar
Chairman

Annexure to Directors Report

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

   The Company has been voluntarily doing CSR activities from many years through its' CSR arm - Krishi Gram Vikash Kendra, to reach out to more than 190 villages in the state of Jharkhand. After the enactment of the Companies Act, 2013 the Company has now formally constituted a CSR Committee and have adopted a Corporate Social Responsibility Policy which sets out the guidelines for the Company to discharge its responsibility towards making the Company a responsible corporate citizen. The Company proposes to undertake the projects and programs amongst the items mentioned in schedule VII of the Companies Act, 2013 through Krishi Gram Vikash Kendra which is an eligible partner under The Companies (Corporate Social Responsibility Policy) Rules, 2014.

2. The Composition of the CSR Committee: Mr. B K Jhawar- Chairman
   Mr. Brij K Jhawar- Member
   Mrs. Ramni Nirula- Member (Independent Director)

3. Net profit of the Company for last three financial years (as per section 198 of the Companies Act, 2013) (Rs .in Lakhs)

2011-12	2012-13	2013-14
(3,943.40)	(2,941.92)	(5,058.86)

Average of last 3 years: Rs. (3,981.39) Lakhs (Loss)

Prescribed CSR Expenditure (two per cent of the amount of average of last 3 years) – NIL, but the Company as a good corporate citizen have voluntarily contributed Rs. 621 lakhs to KGVK, its' CSR arm for undertaking various projects for upliftment of the society.

Details of CSR spent during the financial year

(a) Total amount to be spent for the financial year- Rs. 621 Lakhs **(Voluntary spending)**

(b) Amount unspent, if any- NIL

(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
SL No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken.	Amount outlay (budget) project or programs wise.	Amount spent on the project or programs Subheads: (1) (Direct expenditure on projects or programs. (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency.
1	Total Village Management (TVM)	Natural Resource Management (NRM), Resource Mobilisation & Infrastructure Development, Health, Nutrition & Sanitation, Education, Women's Empowerment, Energy inclusion, Capacity Building & Market Linkage, Livelihood & Financial Inclusion	Saranda, West Singhbhum, Jharkhand Palamu, Jharkhand, Selected villages of Namkum, Kanke & Angra Block, all in the State of Jharkhand Selected villages of Patrau, Bundu, Burmu, Namkum, Ranchi, Sariekela, all in the State of Jharkhand	621	621	621	Implementing through KGVK [a society Registered under Societies Registration Act, 1860]

4. In case the Company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report - N.A.

5. The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

R Jhawar
Managing Director
Date : 25th May, 2015

B K Jhawar
Chairman of CSR Committee

Annexure to Directors Report

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134 (3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014.

(A) Conservation of energy:

i. Steps taken or impact on conservation of energy.

a. Reuse of flu gas generated from heat treatment Patenting furnaces Lefour and DSW - Pre-heating of steel wire is being done through exhaust flue gases and thereby reduce the temp of flu gas by around 300°C at beginning of exhaust chimney.

b. Reduction of LDO consumption by increasing boiler bed coil life by applying phoscast refractory, resulting reduction in breakdown due to bed coil in Unit 1 - 30 MW CPP.

c. Reduction of clinker formation in Unit 1 - 30 MW CPP boiler by modifying of air header pipe inside the boiler for proper fluidization.

d. Reduction of coal consumption by utilization of waste heat gas and char at CPP.

e. Maximum demand controlled through Distributed Control System (DCS) automation at CPP.

f. Achieved Power net import "ZERO" during last quarter of 14 – 15 by increasing the gas based generation.

g. Saving of power & Electrode at SMS by running EAF # 2 on oxygen blowing.

h. Reduction in Flux consumption by improving the lime quality and using dolomite / dolomite chips.

i. Reduction in EAF refractory consumption by introducing dolomite in furnace.

j. Reduction in specific consumption of coal at DRI through process up gradation.

k. Maximization of steam from 18T/Hr/Kiln to 30T/Hr/Kiln through process up gradation.

l. Reduction in specific consumption of ore at DRI through proper maintenance of product circuit and stream lining the product separation system and also minimizing the losses.

m. Continuing Furnace oil consumption at ZERO by using coal based producer gas at Straight Bar Mill

n. By modification of vibrating screen size, lower size of coal used in PG Plant at Straight Bar Mill resulted in to reduction of coal consumption.

o. Input size of PC & shutter wire size has been changed in Wire Mill, resulting hole drafting reduced during wire drawing resulted in to reduction of Energy consumption .

p. Reduction of Furnace Oil consumption with utilisation of coal tar in pre-heating furnace at WRM.

q. Fuel rate reduction by increasing the O2 % , Wind volume, Sinter Fe % and decreasing moisture% in coke at Blast Furnace # 1 & 2

r. Medium Voltage drive installation in Blast Furnace # 1 blower's motor resulting in reduction of power rating & energy saving.

ii. Steps taken by the company for utilising alternate sources of energy.

None

iii. The capital investment on energy conservation equipment.

a. ABC Fan commission, new nozzles installation for Steam Maximization in DRI.

b. Commissioning of ETP for recycling of effluent water.

(B) Technology absorption:

i. Efforts, made towards technology absorption.

The Company is constantly applying Global benchmark in terms of Quality, Cost & Performance and remains committed to TPM & TQM Process – QMS on Plant System Improvement & Development. Above System is being also initiated at recently commissioned newer plants Like Pellet & beneficiation, Coke Oven, along with existing facilities.

ERP –SAP setup & implementation process is also being initiated to integrate all key business modules for better productivity & co-ordination among Divisions & Department, functions. Company is also going for implementation of OHSAS 18001- 2007 system with an effort on to go for accreditation / Certification

a) Continues usage of higher utilization of steel plant waste like Mill scale, BF Flue Dust, ESP dust, SMS Slag, DRI Fines in sinter.

b) Use of EAF Slag in Sinter & Blast furnace to reduce specific consumption.

c) Increase in Beneficiation of Iron ore fines to upgrade Fe content in iron ore.

d) To use Excess Preheated combustion of Walking beam furnace in Pre-heating furnace for reduction of Fuel Consumption at WRM.

e) Energy saving at CPP by modification of cooling water of centrifugal HT compressor.

f) Utility – Improvement in Water treatment System - ETP installation to recycle and later re-use water at DRI, Pellet, BF, Coke Oven, Slag spraying in SMS as a make-up water.

g) Use of 400°C pre-heated combustion air of walking beam furnace in pre-heating furnace to improve thermal efficiency of pre-heating furnace by utilizing waste heat of walking beam furnace.

h) Total plant lighting automation of different areas at Coke oven for reducing Power Consumption.

i) A 3-roller compacting unit from M/s DEM, Italy had been imported and successful try out has been done. Further tryout has been planned streamline the adoption of this equipment in our regular manufacturing.

j) A new kind of rope for fishing market had been developed by use of Poly yarn during stranding. This is a new kind of rope in our product basket.

ii. Benefits derived like product improvement, cost reduction, product development, import substitution, etc.

a) The benefit of this 3-roller compacting unit is to make compacted strand with better roundness.

b) No reduction in speed from optimum speed (Optimum speed -speed without compaction).

c) Suitable for longer strands lengths.

d) New development of combination fishing rope will help us to cater new customer base and this has a good amount of requirement in western India.

e) Approvals received from various OEM's and ancillaries such as HONDA, AMTEK, BLUE STAMPINGS, MAHINDRA CIE, and RKFL for supply of bars of different grades such as 39Cr5, 38MnSiVS5, S48C, 30MnB4, SAE43B17 etc. for the forging & machining industry.

f) Sustenance of previous Approvals received from various OEM's for supply of bars (including bright bars) for the forging & machining industry.

g) Development & supply of critical steel for medium & heavy Commercial vehicles & auto ancillary producers.

h) Metallurgical Preparedness for the future business of alloy & specialty steel

i) Introduction of new & improved products to stay ahead of competition & technology driven obsolescence.

j) Increase in Market share of high end product.

k) Efficient & Productive utilization of iron ore & fines through conventional DRI, BF Plants.

iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)

Details of technology imported	Year of import	Whether the technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof
3-Roller Compacting technology from M/s DEM, Italy for compacting strands.	2014 – 15	One successful trial run has been made. Further has been planned to induct this in regular manufacturing.	Being absorbed in stages.
Technical Assistance Agreement with AICHI STEEL CORPORATION, Japan for improving steel quality and process control in Steel Melting Shops, Rolling Mills and Finishing and inspection.	2013 – 14	Technical assistance is being implemented in stages.	Being absorbed in stages.

iv. Expenditure incurred on Research and Development: Rs.301 Lakhs

(C) Foreign exchange earnings and Outgo:

(Rs. in Lakhs)

i.	Foreign Exchange earned in terms of actual inflows during the year:	67,726
ii.	Foreign Exchange outgo during the year in terms of actual outflows:	97,559

REPORT ON CORPORATE GOVERNANCE

A. COMPLIANCE OF MANDATORY REQUIREMENTS

I. Company's Philosophy on Corporate Governance

The philosophy of the Company on corporate governance envisages attainment of high level of transparency, accountability and equity in all areas of its operations and interactions with customers, shareholders, investors, employees, government authorities and lenders.

II. Board of Directors

The Board of Directors of the Company as on 31st March, 2015 comprised one Non Executive Chairman Emeritus, one Non Executive Chairman, five Independent Non Executive Directors, one Non Executive Director and two Executive Directors.

Composition of Board of Directors and other details as on 31st March, 2015 are as under:

Name of Directors	Promoter/ Executive/ Non Executive/ Independent	No. of Other* Directorships held	Other committee positions held **		No. of Equity Shares held
			As Chairman	As Member including Chairman-ship	
Mr. Basant Kumar Jhawar	Non Executive Chairman Emeritus, Promoter	3	None	1	82,310
Mr. Prashant Jhawar	Non Executive, Chairman, Promoter	7	None	None	19,90,788
Mr. Brij Kishore Jhawar	Non Executive, Promoter	1	None	None	9,45,865
Mr. Rajeev Jhawar	Managing Director, Promoter	6	1	3	15,61,741
Mr. Salil Singhal	Independent, Non Executive	5	None	2	-
Mr. Ghyanendra Nath Bajpai	Independent, Non Executive	11	5	5	20,000
Mrs. Ramni Nirula	Independent, Non Executive	9	3	9	-
Mr. Jitender Balakrishnan	Independent, Non Executive	10	None	5	-
Mr. Nripendra Misra#	Independent, Non Executive	2	None	None	200
Mr. Rameshwar Singh Thakur##	Non – Executive Director	2	None	2	95,000
Mr. Partha Sarathi Bhattacharyya@	Independent, Non Executive	3	2	3	-
Dr. Vijay Sharma ###	Jt. Managing Director [Steel Business], Executive Director	2	None	One	5,00,000
Mr. Pravin Kumar Jain	Jt. Managing Director [Wire & Wire Rope Business], Executive	3	1	1	10,000

Mr. Nripendra Misra ceased to be a director with effect from 26th May, 2014.

Mr. Rameshwar Singh Thakur ceased to a director with effect from 10th July, 2014.

Dr. Vijay Sharma ceased to be a director with effect from 25th May, 2014.

@ Mr. Partha Sarathi Bhattacharyya was appointed as an Independent Director with effect from 31st July, 2014.

* Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013, have not been considered for this purpose.

** Committees viz, Audit and Stakeholders' Relationship Committees have been considered for this purpose.

All independent directors have confirmed their 'independence' to the Board of the Company.

Annual declarations have been received from directors informing directorship and committee positions they occupy in other companies.

Directors Attendance at Board Meetings and Annual General Meeting

Six Board Meetings were held during the year on 27th May, 2014, 3rd July, 2014, 31st July, 2014, 16th September, 2014, 7th November, 2014 and 30th January, 2015. Annual General Meeting [AGM] was held on 31st July, 2014.

Name of Directors	Board Meetings during the year/ tenure		Attendance at last AGM
	Held	Attended	
Mr. Basant Kumar Jhawar	6	3	No
Mr. Prashant Jhawar	6	6	Yes
Mr. Brij Kishore Jhawar	6	3	No
Mr. Rajeev Jhawar	6	6	Yes
Mr. Salil Singhal	6	5	No
Mr. Ghyanendra Nath Bajpai	6	5	Yes
Mrs. Ramni Nirula	6	6	Yes
Mr. Jitender Balakrishnan	6	6	Yes
Mr. Nripendra Misra#	-	-	Not Applicable
Mr. Rameshwar Singh Thakur##	2	2	Not Applicable
Mr. Partha Sarathi Bhattacharyya*	3	2	No
Dr. Vijay Sharma ###	-	-	Not Applicable
Mr. Pravin Kumar Jain	6	5	Yes

Mr. Nripendra Misra ceased to be a director with effect from 26th May, 2014.

Mr. Rameshwar Singh Thakur ceased to be a director with effect from 10th July, 2014.

Dr. Vijay Sharma ceased to be a director with effect from 25th May, 2014.

*Mr. Partha Sarathi Bhattacharyya was appointed as an Independent Director with effect from 31st July, 2014.

Code of Conduct

In pursuance of the amended Clause 49 of the Listing Agreement, the Board has suitably modified the 'Code of Conduct for Board of Directors and Senior Management' and same has been circulated and posted on the Company's website. The directors and senior management personnel have given their declarations confirming compliance of provisions of above Code of Conduct.

III. Audit Committee

The terms of reference of the Audit Committee include the powers and roles as set out in Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. Among others the Audit Committee reviews related party transactions; internal control systems; financial statements and investments made by unlisted subsidiaries; use and application of funds raised through issue of shares; business plans; and Management discussion and Analysis of financial condition and results of operations.

In pursuance of the Securities and Exchange Board of India (Prohibition of Insider Training) Regulations, 1992 (as amended), the Board has approved 'Code of Conduct for Prevention of Insider Trading' (Code) and authorized the Audit Committee implement and monitor various requirements as set out in the code.

Six meetings of the Audit Committee were held during the year on 27th May, 2014, 3rd July, 2014, 31st July, 2014, 7th November, 2014, 20th November, 2014 and 30th January, 2015.

Composition of the Audit Committee and attendance during the year were as under:

Particulars			No. of Meetings	
			Held	Attended
Mr. Jitender Balakrishnan	Chairman	Independent Non-Executive	6	6
Mr. Salil Singhal	Member	Independent Non-Executive	6	6
Mr. Nripendra Misra #	Member	Independent Non-Executive	-	-
Mr. Ghyanendra Nath Bajpai*	Member	Independent Non-Executive	2	2

Mr. Nripendra Misra ceased to be member consequent upon his resignation as a director with effect from 26th May, 2014.

* Mr. Ghyanendra Nath Bajpai was appointed as the member of the Audit Committee with effect from 7th November, 2014.

All the members of the Audit Committee are financially literate with knowledge in finance and accounts.

The Managing Director, the Joint Managing Director, Business Heads, Head of Finance, Head of Internal Audit and Internal Auditors attend meetings of the Audit Committee as invitees, as and when required.

The statutory auditors remain present during discussion and review of quarterly results and annual accounts, as invitees in meetings of the Audit Committee.

The Cost Auditors are invited in meetings as and when required.

The Company Secretary acts as the Secretary to the Audit Committee.

Mr. Jitender Balakrishnan, Chairman of the Audit Committee was present at last Annual General Meeting to answer shareholders' queries.

IV Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee includes the role set out in clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013. Among others the Committee shall formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees, formulate criteria for evaluation of Independent directors and the Board, devising a policy on Board diversity and identifying persons who are qualified to become directors and who may be appointed in senior management.

Three meetings of the Nomination and Remuneration Committee were held during the year on 26th May, 2014, 7th November, 2014 and 30th January, 2015.

Composition of the Nomination and Remuneration Committee and attendance during the year were as under:

Particulars			No. of Meetings	
			Held	Attended
Mr. Ghyanendra Nath Bajpai	Chairman	Independent, Non-Executive	3	3
Mrs. Ramni Nirula	Member	Independent, Non-Executive	3	3
Mr. Brij K Jhawar	Member	Non Executive, Promoter	3	1
Mr. J Balakrishnan@	Member	Independent, Non-Executive	1	1
Mr. Nripendra Misra*	Member	Independent, Non-Executive	1	-

* Mr. Nripendra Misra ceased to be member consequent upon his resignation as a director with effect from 26th May, 2014.

@ Mr. J Balakrishnan was appointed as the member of the Committee with effect from 7th November, 2014.

Remuneration Policies

The Company is having separate remuneration policies for directors, senior management personnel and other employees.

The aforementioned remuneration policies inter – alia covers the salary, perquisites and retiral benefits payable to executive directors, senior management personnel and other employees of the Company.

The policies are available on www.ushamartin.com.

The break-up of remuneration to Managing Director and Joint Managing Directors for the year 2014-15 is given below:

Names	Mr. Rajeev Jhawar	Mr. Pravin Kumar Jain		Dr. Vijay Sharma
Position	Managing Director	Jt. Managing Director [Wire & Wire Rope Business]		Jt. Managing Director [Steel Business]
Period	FY 2014 – 15	For period commencing from 1st April, 2014 till 31st January, 2015	For period commencing from 1st February, 2015 till 31st March, 2015*	For period commencing 1st April, 2014 till 25th May, 2014@
Salary	72.00	57.50	13.22	24.05
Commission	-	-	-	-
Allowances	42.00	103.25	23.75	42.25
Contribution to Provident Fund, Gratuity and Superannuation Funds	31.75	8.46	1.90	2.89
Incentive	-	-	-	-
Perquisites	26.58	8.50	1.97	3.34
Total	172.33	177.71	40.84	72.53
Service Contract	For a period from 19th May, 2013 to 18th May, 2018	For a period from 1st February, 2010 to 31st January, 2015	For a period from 1st February, 2015 to 15th January, 2019	For a period from 1st February, 2010 to 31st January, 2015
Notice Period	6 months from either side	3 months from either side		1 month from either side
Severance Fees	6 months' salary in lieu of notice.	3 months' salary in lieu of notice.		1 month's salary in lieu of notice
Stock Options	None	None		None

@ Dr. Vijay Sharma ceased to be a director with effect from 25th May, 2014 and for the year 2014-15, he was paid remuneration as per previous approval of the shareholders in Annual General Meeting held on 27th July, 2010

*Mr. Pravin Kumar Jain was paid remuneration till 31st January, 2015 as per approval of the shareholders in Annual General Meeting held on 27th July, 2010. The Nomination and Remuneration Committee and Board at their meetings held on 30th January, 2015 have recommended / approved the reappointment of Mr. Pravin Kumar Jain as the Jt. Managing Director [Wire & Wire Rope Business] from 1st February, 2015 to 15th January, 2019 with revised remuneration which was subsequently approved by the shareholders in the Extra Ordinary General Meeting held on 16th March, 2015. Application has been made to the Central Government for approval of the remuneration to be paid to Mr. Pravin Kumar Jain.

Pursuant to approval of shareholders and Central Government, Mr. Rajeev Jhawar was paid minimum remuneration for the year 2014-15.

No stock options have been given to any of the directors.

The break-up of remuneration to Non Executive Directors for the year 2014-15 is given below:

Sitting Fees	Rs. 43.00 lacs

The Board of Directors of the Company at their meeting held on 27th May, 2014 approved payment of sitting fee of Rs. 50,000 to every Non Executive Director for attending each meeting of the Board and its Committees.

At the Annual General Meeting held on 27th July, 2010, the approval of shareholders by special resolutions were taken to pay commission at the rate of 1.5% and 1% of net profits for the year to Mr. Prashant Jhawar, Chairman and to other non – executive directors respectively, for a period of five financial years commencing from 1st April, 2010. The commission payable to other non – executive directors will be distributed in such manner as may be decided by the Board. Further, the approval of Central Government has been received for payment of commission to Mr. Prashant Jhawar, Chairman. However, no such commission was proposed for financial year 2014-15.

Other than the above and as shareholders, Non Executive Directors have no other pecuniary relationships or transactions with the Company.

V. Stakeholders' Relationship Committee

During the year under review, the Stakeholders' Relationship Committee was reconstituted and the committee comprises of 3 members namely Mrs. Ramni Nirula (Chairperson - Independent Non Executive Director). The other members are Mr. Brij Kishore Jhawar (Non Executive Director) and Mr. Pravin Kumar Jain, Jt. Managing Director [Wire & Wire Rope Business]. The role of the above committee inter - alia include considering and resolving of grievances of stakeholders and speedy disposal of requests received from security holders. During the year, the Committee met 4 times to review status and redressal of shareholders' / investors' complaints.

Status of complaints of shareholders/investors is as under:

Complaints pending as on 1st April, 2014	NIL
Number of complaints received during year ended 31st March, 2015	39
Number of complaints attended to/resolved during the year	39
Complaints pending as on 31st March, 2015	NIL

Share Transfer

The Board of Directors of the Company have authorized Mr. Rajeev Jhawar, Managing Director, Mr. Pravin Kumar Jain, Jt. Managing Director (Wire & Wire Rope Business) and Mr. Ashok Kumar Somani, Company Secretary (Authorized Persons) individually to decide on matters relating to share transfer issues including approval of transfer and transmission of securities. The share transfers are processed on behalf of the Company by the Registrar and Transfer Agents viz. MCS Limited and are placed for approval by the Authorized Persons which are noted and ratified in subsequent board meeting.

Number of share transfers pending for approval as on 31st March, 2015	NIL

Compliance Officer: Mr. Ashok Kumar Somani, Company Secretary
2A, Shakespeare Sarani
Kolkata 700 071.
Phone : 033 39800300; Fax : 033 39800400
Email : cosec@ushamartin.co.in

VI. Corporate Social Responsibility Committee

During the year under review, the Corporate Social Responsibility Committee was reconstituted and the Committee comprises of 3 members namely Mr. Basant Kumar Jhawar (Chairman - Non Executive Director). The other members are Mr. Brij Kishore Jhawar (Non Executive Director) and Mrs. Ramni Nirula (Independent Non Executive Director). The Committee framed the Corporate Social Responsibility Policy (CSR) policy which was approved by the Board and currently monitoring the implementation of the said policy. The Committee assist the Board in discharging the responsibilities towards making the Company a responsible corporate citizen in accordance with the provisions of the Companies Act, 2013 and rules made there under.

VII. Risk Management Committee

During the year under review, a sub – committee of the Board of Directors named as Risk Management Committee was formed with Mr. Partha Sarthi Bhattacharyya as the Chairman, Mr. Rajeev Jhawar and Mr. Pravin Kumar Jain as other members to assist the Board in discharging its responsibilities towards management of material business risk (material business risks includes but not limited to operational, financial, sustainability, compliance, strategic, ethical, reputational, product quality, human resource, industry, legislative or regulatory and market related risks) including monitoring and reviewing of the risk management plan / policies in accordance with the provisions of clause 49 of the Listing Agreement(s).

VIII. Finance Committee

The Finance Committee of the Board of Directors comprises of Mr. Prashant Jhawar as the Chairman and Mrs. Ramni Nirula and Mr. Rajeev Jhawar as other members to inter-alia assist the Board in discharging its' financial decision making responsibilities.

IX. Investment & Strategy Committee

The Investment & Strategy Committee comprises of Mr. Prashant Jhawar as the Chairman and Mr. Rajeev Jhawar and Mr. Jitender Balakrishnan as other members to inter–alia assist the Board in the decision making process for investments and divestments by the Company and to formulate strategies for achieving the medium to long term objectives of the Company and monitoring implementation thereof.

X. General Meetings

Date	Type	Venue	Time	No. of Special Resolutions
16th March, 2015	EGM	Vidya Mandir, Kolkata	2.30 p.m.	3
31st July, 2014	AGM	Vidya Mandir, Kolkata	2.00 p.m.	1
30th July, 2013	AGM	Vidya Mandir, Kolkata	2.00 p.m.	3
31st July, 2012	AGM	Vidya Mandir, Kolkata	2.00 p.m.	7

Resolution under Section 180(1) (a) and 180(1) (c) of the Companies Act, 2013 was put through postal ballot on 9th September, 2014.

Details of voting pattern

Promoter/ Public	No. of Shares held (including GDRs)	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	(3) = [(2)/ (1)] * 100	4	5	(6) = [(4) / (2)] * 100	(7) = [(5)/ (2)*100]
Promoter and Promoter Group	152031900	128288320	84.38%	128288320	-	100.00%	0.00%
Public – Institutional holders	73277397	45012125	61.43%	39872604	5139521	85.58%	11.42%
Public - Others	79432483	16903792	21.28%	16885095	18697	99.89%	0.11%
Total	**304741780**	**190204237**	**62.41%**	**185046019**	**5158218**	**97.29%**	**2.71%**

Mr. Atul Kumar Labh of M/s A.K.Labh & Co., Practising Company Secretaries (Membership No. F 4848) was appointed as the Scrutinizer to scrutinize and conduct the postal ballot voting process in a fair and transparent manner.

Postal ballot process was carried out as per clause 35B of Listing Agreement and Section 110 of the Companies Act 2013 and rules made thereunder.

XI. Disclosures

- There were no materially significant related party transactions (i.e. transactions of the Company of material nature), in potential conflict with interests of the Company at large. Transactions with related parties are disclosed in Note 48 to the Accounts in Annual Report.
- There were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter relating to Capital Market during last three years.
- During the year under review, the Vigil Mechanism and Whistle Blower Policy was adopted by the board of directors to provide a framework to promote responsible and secure reporting of undesirable activities. During the year there was no reporting of any undesirable activity by any person.
- All mandatory requirements have been appropriately complied with and non-mandatory requirements are dealt with at the end of the Report.
- Management Discussion and Analysis is annexed to the Directors' Report to shareholders and forms part of Annual Report.
- As per disclosures received from senior management personnel, they have not entered into any financial or commercial transactions which may have a potential conflict with interests of the Company at large.

XII. Means of communication

a) Incompliance with Clause 41 of Listing Agreement, the Company regularly intimates un-audited quarterly and audited annual financial results to Stock Exchanges immediately after they are taken on record by Board.

   The financial results were published in National English and vernacular daily newspapers viz. Business Standard / Financial Express and Dainik Statesman (local vernacular).

b) The financial results and official press releases are posted on the Company's website www.ushamartin.com.

c) Presentations made to media, analysts, institutional investors and fund managers from time to time are posted on the Company's website as aforesaid.

d) Apart from statutory announcements the Company shares information relating to financial performance with public and investors through business newspapers and magazines on periodical basis.

XIII. General Shareholders' Information

(a) Date, time and venue of Annual General Meeting

The Twenty Eighth Annual General Meeting of the Company was held on 31st July, 2014 at 2.00 p.m. at Vidya Mandir, 1 Moira Street, Kolkata 700017.	The date, time and venue of Twenty Ninth Annual General Meeting of the Company will be intimated in due course.

(b) Financial Calendar

Financial Year ended 31st March, 2015	Meetings held on	Next Financial year ending 31st March, 2016	Meetings to be held on or before
First Quarter Results – June, 2014	31st July, 2014	First Quarter Results – June, 2015	14th August, 2015
Second Quarter Results – September, 2014	7th November, 2014	Second Quarter Results – September, 2015	14th November, 2015
Third Quarter Results – December, 2014	30th January, 2015	Third Quarter Results – December, 2015	14th February, 2016
Audited Results for the year ended 31st March, 2015	25th May, 2015	Audited Results for the year ended 31st March, 2016	30th May, 2016

(c) Book Closure Dates

The Share Transfer Books and Register of Members were closed from 19th June, 2014 to 25th June, 2014 (both days inclusive). The Book Closure dates (for ensuing AGM) will be intimated in due course.

(d) Dividend Payment Date

The Board of Directors has not recommended any dividend during the year.

(e) Stock Exchanges where the Company's shares are listed at and scrip code :

1)	Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	517146
2)	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051	USHAMART
3)	Societe de la Bourse de Luxembourg Societe Anonyme/R.C.B 6222 B.P. 165, L-2011 Luxembourg	- (For GDRs)

The listing fees for all above stock exchanges have been duly paid for financial year 2014-15.

GDRs are listed at Luxembourg Stock Exchange.

(f) Market Data of Share Prices – Highs / Lows and Volumes

Stock Price	BSE (Rs)		NSE(Rs)		VOLUME		TOTAL
	HIGH	LOW	HIGH	LOW	BSE	NSE	Volume
2014							
April	41.95	34.85	41.90	34.95	26,10,656	81,90,698	**10,801,354**
May	47.40	35.00	47.30	35.10	74,32,136	3,00,95,734	**37,527,870**
June	45.00	37.40	45.00	37.40	79,47,843	1,57,44,419	**23,692,262**
July	43.55	35.80	43.80	35.55	47,95,810	1,77,18,204	**22,514,014**
August	47.30	37.80	47.40	37.80	44,41,494	1,71,17,386	**21,558,880**
September	41.55	21.65	41.60	21.60	27,61,752	1,32,63,285	**16,025,037**
October	29.40	21.25	29.40	21.00	20,69,669	81,13,197	**10,182,866**
November	34.45	26.10	34.70	26.10	17,85,609	63,66,120	**8,151,729**
December	31.05	25.00	30.95	25.55	8,39,699	29,80,884	**3,820,583**
2015							
January	31.00	26.00	31.00	26.25	8,97,138	43,45,003	**5,242,141**
February	31.35	27.05	31.45	27.20	10,79,582	94,56,754	**10,536,336**
March	34.35	22.40	34.00	22.50	57,10,714	1,93,22,238	**25,032,952**

(g) Performance of Company's Share Prices- Monthly Closing Share Prices vis-à-vis Monthly Closing of BSE Sensex & Monthly Closing of Nifty

Months	Prices at BSE	Sensex	Prices at NSE	Nifty
2014				
April	36.75	22,417.80	37.00	6,696.40
May	38.55	24,217.34	38.70	7,229.95
June	38.25	25,413.78	38.25	7,611.35
July	42.10	25,894.97	42.20	7,721.30
August	40.15	26,638.11	40.30	7,954.35
September	23.35	26,630.51	23.30	7,964.80
October	26.45	27,865.83	26.35	8,322.20
November	27.55	28,693.99	27.50	8,588.25
December	26.55	27,499.42	26.55	8,282.70
2015				
January	29.60	29,182.95	29.80	8,808.90
February	28.90	29,361.50	28.90	8,901.85
March	22.90	27,957.49	23.00	8,491.00

(h) Registrar and Transfer Agent (both for demat and physical form of shares) The contact details of the Registrar are as under:

M/s. MCS Limited

77/2A, Hazra Road

Kolkata 700029

Phone : +91 33 24541892-93 / 40724051 -53

Fax : +91 33 24541961/24747674 / 40724050

Email : mcskol@rediffmail.com

Contact Person : Mr Alok Mukherjee, General Manager

(i) Share Transfer System

The application for transfers, transmission, sub-division and consolidation of shares are received by the Registrars and Share Transfer Agents of the Company. The share transfers in physical form are processed and share certificates are returned within a period of 15 days from date of receipt, provided the documents are in order.

As the Company's shares are currently traded in de-materialised form, the transfers are processed and approved in the electronic form by NSDL / CDSL with whom the Company has entered into separate agreements.

(j) Distribution of Shareholding (as on 31st March, 2015)

Range (No. of shares)	No. of Shares	%	Number of Holders	%
1-100	1244730	0.41	21657	44.11
101-500	5186869	1.70	19423	39.55
501-1000	3389337	1.11	4175	8.50
1001-5000	6814879	2.24	2972	6.05
5001-10000	3024234	0.99	391	0.80
10001 & above	285081731	93.55	484	0.99
Total	**304741780**	**100.00**	**49102**	**100.00**
Holding in Physical Form (Included in above)	2430063	0.80	13554	27.60

(k) Pattern of Shareholding (as on 31st March, 2015)

	Category	No. of Shares	% of Total Share-Holding
A	**Promoter Holding**	**128,348,320**	**42.12**
B	**Public Holding**		
	- Mutual Fund	36,591,943	12.01
	- Financial Institution / Banks	56,800	0.02
	- Insurance Companies	9,897,981	3.25
	- Foreign Institutional Investors	31,895,246	10.47
	- Bodies Corporate	18,786,573	6.16
	- Individual	43,331,367	14.22
	Total {B}	**140,559,910**	**46.12**
C	**GDRs**	**35,833,550**	**11.76**
	GRAND TOTAL [A+B+C]	**304,741,780**	**100.00**

(l) Dematerialisation of Shares and Liquidity

As at 31st March, 2015,99.21% of total equity shares were held in electronic form with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

The Company's equity shares are being traded compulsorily in dematerialised form with effect from 21st March, 2000.

The ISIN No. of the Company's equity share is INE228A01035.

(m) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

As on 31st March, 2015, there were 7166710 Global Depository Receipts outstanding representing 35833550 equity shares.

(n) Electronic Clearing Service (ECS)

The Company has extended the ECS facility to shareholders to enable them to receive dividend through electronic mode in their bank account. The Company encourages members to avail this facility as ECS provides adequate protection against fraudulent interception and encashment of dividend warrants in transit and correspondence with the Company on revalidation /issuance of duplicate dividend warrants.

(o) Bank Details for Electronic Shareholding

Members are requested to notify their Depository Participant (DP) about the changes in the bank details. Members are requested to furnish complete details of their bank accounts including the MICR codes of their banks to their DPs.

(p) Furnish Copies of Permanent Account Number (PAN)

The members are requested to furnish their PAN which will help us to strengthen compliance with KYC norms and the provisions of Prevention of Money Laundering Act, 2002.

For transfer of shares in physical form, SEBI has made it mandatory to the transferee to submit a copy of PAN card to the Company.

(q) Plants/Mines Locations in India

Steel Business

UAS Division, Adityapur, Jamshedpur-831 001

Iron Ore Mines, Barajamda, Jharkhand-833 221

Wire Rope Business

Wire Ropes & Speciality Products Division

Tatisilwai, Ranchi – 835 103

Wire & Wire Rope Division-North

Hoshiarpur, Punjab – 146 024

Speciality Product Division – South

Sri Perumbudur, Tamil Nadu – 602 105

(r) Address for Correspondence

(i) Usha Martin Limited

2A, Shakespeare Sarani

Kolkata 700 071

Phone : +91 33 39800300, Fax : +91 33 39800400

(ii) Person to be contacted for shareholder's queries / complaints

Mr. Kalyan Chatterjee

Deputy General Manager (Secretarial)

2A, Shakespeare Sarani, Kolkata 700 071

Phone : +91 33 39800494, Fax : +91 33 39800400

Email : investor_relation@ushamartin.co.in

: cosec@ushamartin.co.in

B. STATUS OF ADOPTION OF THE NON MANDATORY REQUIREMENTS

Board of Directors

The Board has decided for the Company maintaining Chairman's office and paying/reimbursing all expenses (including rent) incurred for performance of his duties from time to time.

Other Items

The items mentioned under Non Mandatory Requirements of the Listing Agreement are being revised and will be implemented by the Company as and when required and/or deemed necessary by the Board.

Declaration

As provided under Clause 49 of the Listing Agreements with the stock exchanges, it is hereby declared that all board members and senior management personnel of the Company have affirmed the compliance of the Code of Conduct for the year ended 31st March, 2015.

Kolkata
25th May, 2015

R. Jhawar
Managing Director

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has put in place a Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in accordance with the requirement of the 'Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013'. Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment. All employees of the Company are covered under the aforementioned Policy.

The summary of complaints received and disposed off upto 31st December, 2014 were as under:

Number of complaints received: Nil

Number of complaints disposed off: Not Applicable

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

M/s. Usha Martin Limited

2A, Shakespeare Sarani,

Kolkata – 700 071

A. We have conducted an audit of compliance of corporate governance norms and procedures by the company being M/s. Usha Martin Limited, having it's registered office at 2A, Shakespeare Sarani, Kolkata – 700 071 (hereinafter called 'the company') during the Financial Year ended 31st March, 2015, as per the provisions of clause 49 of the Standard Listing Agreement of Stock Exchanges read with the relevant provisions of the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and read with other applicable provisions of law.

B. That our audit is an independent audit of compliance of corporate governance norms and procedures as mentioned above by M/s. Usha Martin Limited. That compliance of corporate governance norms and procedures is the responsibility of the Company. That our audit is neither an opinion on financial statements of the Company nor on future viability of the Company or on effective management of the Company.

C. In our opinion and to the best of our understanding, based on the records, documents, books and other information furnished to us during the aforesaid audit by the Company, its officers and agents, we confirm that the Company has complied with the corporate governance norms and procedures, as applicable to the Company, during the aforesaid period under scrutiny.

For, ANJAN KUMAR ROY & CO.
Company Secretaries

ANJAN KUMAR ROY
Proprietor
FCS No. 5684
CP. No. 4557

Kolkata
18th May, 2015

Annexure to Directors Report

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance Note on Secretarial Audit (Release – 1.2) of the Institute of Company Secretaries of India]

To,

The Members,

M/s. Usha Martin Limited

2A, Shakespeare Sarani,

Kolkata – 700 071

1. We have conducted the Secretarial Audit of M/s. Usha Martin Limited, having it's Registered office at 2A, Shakespeare Sarani, Kolkata – 700 071 and having CIN L31400WB1986PLC091621 (hereinafter called 'the Company'), for the financial year ended on 31st March, 2015 ("the period under review" here in after). The aforesaid Secretarial Audit has been conducted, pursuant to the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance Note on Secretarial Audit (Release – 1.2) of The Institute of Company Secretaries of India, in a manner that provided us a reasonable basis for evaluating the corporate conducts and the process of statutory compliances under various statutes, rules, regulations, guidelines, as indicated here in below in the instant report and as such expressing our opinion thereon.

2. On the basis of verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, as shown to us, during the said audit and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of the aforesaid secretarial audit, we hereby report that in our opinion and to the best of our understanding, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions, listed hereunder, and in our view the Company has adequate board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Usha Martin Limited for the financial year ended on 31st March, 2015 and as shown to us during our audit, according to the provisions of the following laws:

   (i) The Companies Act, 2013 (the Act) and the rules made there under;

   (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under

   (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

   (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

   (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-

      a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

      c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (vi) and other laws generally applicable to the company.

   (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), were not applicable to the Company during the period under review:-

      a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

To the best of our knowledge and understanding, we are of the view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., as referred above.

4. We have checked the standard listing agreement entered by the Company with the following Stock Exchanges in India and to the best of our understanding, we are of the view that the Company has adequately complied with the secretarial functions and board processes to comply with the applicable provision thereof, during the aforesaid period under review.

   (i) National Stock Exchange of India Ltd. (NSE) and

   (ii) Bombay Stock Exchange Limited (BSE)

5. We further report to the best of our understanding that,

   a) The Board of Directors of the Company is duly constituted as per the provisions of the Companies Act 2013 and of the Stock Exchanges Standard Listing Agreement, as applicable for the time being. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

   b) Adequate notices were given to all directors for the Board and Committee Meetings. Agenda and notes on agenda were sent in advance and further information and clarifications on the agenda items were provided for meaningful participation at the meeting.

   c) Majority decision was carried through and recorded as part of the minutes.

6. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, such as laws related to taxation, local laws applicable to the area of operation of business and other laws generally applicable to Company.

7. We further report that during the period under review, the shareholders of the Company have passed a special resolution under Section 180 of the Companies Act, 2013, in respect of the borrowing power/creation of mortgage through the process of Postal Ballot and the results thereof were declared on 09th September, 2014.

8. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For, ANJAN KUMAR ROY & CO.
Company Secretaries

ANJAN KUMAR ROY
Proprietor
FCS No. 5684
CP. No. 4557

Kolkata
18th May, 2015

'Annexure A' (To the Secretarial Audit Report of M/s. Usha Martin Limited for the Financial Year Ended 31st March, 2015)

To,
The Members,
M/s. Usha Martin Limited
2A, Shakespeare Sarani,
Kolkata – 700 071

Our Secretarial Audit Report for the financial year ended 31/03/2015 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate board process and compliance management system, commensurate to the size of the company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers and agents of the company during the said audit.

2. We have followed the audit practices and processes as were appropriate, to the best of our understanding, to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

3. We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the board and by various committees of the Company during the period under scrutiny. We have checked the board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the board, of the board, of the members of the company and of other authorities as per the provisions of various statutes as referred in the aforesaid secretarial audit report.

4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

For, ANJAN KUMAR ROY & CO.
Company Secretaries

ANJAN KUMAR ROY
Proprietor
FCS No. 5684
CP. No. 4557

Kolkata
18th May, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF USHA MARTIN LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Usha Martin Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financialstatements to give a true and fair view of the financial position, financial performance and cash flowsof the Company in accordance with the accounting principles generally accepted in India, including theAccounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records inaccordance with the provisions of the Act for safeguarding of the assets of the Company and forpreventing and detecting frauds and other irregularities; selection and application of appropriateaccounting policies; making judgments and estimates that are reasonable and prudent; and design,implementation and maintenance of adequate internal financial controls,that were operatingeffectively for ensuring the accuracy and completeness of the accounting records, relevant to thepreparation and presentation of the financial statements that give a true and fair view and are free frommaterial misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.

4. We have taken into account the provisions of the Actand the Rules made thereunder including the accounting standards andmatters which are required to be included in the audit report.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10)of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform theaudit to obtain reasonable assurance about whether the financial statements are free from materialmisstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and thedisclosures in the financial statements. The procedures selected depend on the auditor's judgment,including the assessment of the risks of material misstatement of the financial statements, whether dueto fraud or error. In making those risk assessments, the auditor considers internal financial controlrelevant to the Company's preparation of the financial statements that give a true and fair view, in orderto design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluatingthe appropriateness of the accounting policies used and the reasonableness of the accounting estimatesmade by the Company's Directors, as well as evaluating the overall presentation of the financialstatements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis forour qualified audit opinion on the standalone financial statements.

Basis for Qualified Opinion

8. We draw your attention to the Note 51 to financial statements regarding remuneration paid/ payable to the Joint Managing Director of the Company aggregating Rs. 41 lakhs for the period February 1, 2015 to March 31, 2015 in excess of limits specified in Schedule V read with section 197 of the Act and as approved by the shareholders of the Company, which is pending for Central Government approval in accordance with requirements of Act.

Qualified Opinion

9. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required except for the effects of the matter referred to in Basis for Qualified Opinion paragraph above and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

10. We draw your attention to Note 25(a) to the financial statements regarding the deallocation of the Company's erstwhile Kathuatia and Lohari coal blocks during the year pursuant to unfavourable regulatory developments and the consequent declassification of the related non-current assets amounting to Rs 18,650 Lakhs to current assets as at March 31, 2015. The realizable value of the aforesaid assets, as per Management, will not be less than their carrying values. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

11. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

12. As required by Section 143 (3) of the Act, we report that:

    (a) We have sought and obtained all the information and explanations which to the best of ourknowledge and belief were necessary for the purposes of our audit.

    (b) In our opinion, except for the matter referred to in Basis for Qualified Opinion paragraph above, proper books of account as required by law have been kept by the Company so far asit appears from our examination of those books.

    (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by thisReport are in agreement with the books of account.

    (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standardsspecified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014.

    (e) On the basis of the written representations received from the directors as on March 31, 2015taken on record by the Board of Directors, none of the directors is disqualified as onMarch 31, 2015from being appointed as a director in terms of Section 164 (2) of the Act.

    (f) The qualification relating to maintenance of accounts and other matters connected therewith are as stated in the Basis of Qualified Opinion paragraph above.

    (g) With respect to the other matters to be included in the Auditors' Report in accordance withRule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of ourknowledge and belief and according to the information and explanations given to us:

i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2015on its financial position in itsstandalone financial statements – Refer Note 23(a);

ii. The Company has long-term contracts including derivative contracts as at March 31, 2015for which there were no material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to theInvestor Education and Protection Fund by the Company during the year ended March 31, 2015

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants
Pradip Law
Partner
Membership Number 51790

Kolkata
May 25, 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Usha Martin Limited on the standalone financial statements as of and for the year ended March 31, 2015

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable havingregard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

ii. (a) The inventory excluding stocks with third partieshas been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory other than, in respect of Work-in-progress (year end balance Rs 5,815 lakhs) of three divisions, which have been determined by the Management based on physical verification at the year-end. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

iii. The Company has not grantedany loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.

iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.

vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Sales Tax, Work Contract Tax,duty of excise,value added tax andRoyalty, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees state insurance, income tax, wealth tax, duty of customs or cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax or cess which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of customs , duty of excise and value added tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows :

Name of the statute	Nature of dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central and State Sales Tax Act / Value Added Tax Act	Taxes including interest	1464.83	1986-87,2002-03 to 2005-06, 2009-10 and 2011-12	Sales Tax Appellate Tribunal
		302.96	1984-85,2006-07,2008-09 to 2010-11,2012-13	Deputy Commisioner of Commercial Taxes
		1186.85	2007-08 , 2009-10 to 2011-12	Joint Commissioner of Commercial Taxes
		280.57	2010-11	Additional Commissioner of Commercial Taxes
		1.92	2005-06	Madhya Pradesh High Court(Gwalior Bench)
Central Excise Act	Duty of Excise including penalty	6427.79	2001-02 to 2010-11	Central Excise and Service Tax Appellate Tribunal
		48.06	2004-05 to 2007-08	Additional Commissioner of Central Excise
		89	2008-09,2009-10,2010-11,2012-13	Commissioner of Central Excise (Appeals)
Finance Act, 1994	Service Tax	17.82	2001-02	Joint Commissioner of Central Excise
Customs Act,1962	Duty of Customs	15.85	1995-96,1996-97,1998-99,2000-01, 2008-09	Deputy Commissioner of Customs
		15.93	1989-90,1992-93,1993-94	Central Excise and Service Tax Appellate Tribunal
		51.66	1989-90,1996-97,2002-03	Assistant Commissioner of Customs
		0.02	2005-06	Commissioner of Customs (Appeals)
Income Tax Act,1961	Income Tax	551.78	Assessment Year 1998-99	Ranchi High Court
		1388.44	Assessment Year 2007-08	Commissioner of Income Tax (Appeals),Ranchi

c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

viii. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2015 and it has notincurred cash losses in the financial year ended on that date and or in the immediately preceding financial year.

ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.

xi. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, except for scrap sold by certain erstwhile employees in one of the Units of the Company in respect of which revenue was recognised at a price lower than the sale value, involving amounts aggregating Rs. 100 lakhs, during the period September 2013 to December 2013 as detected by the Management, and for which the Management has taken appropriate steps for recovery from such erstwhile employees, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Pradip Law
Partner
Membership Number 51790

Kolkata
May 25, 2015

Balance Sheet as at 31st March, 2015

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note No.	As at 31st March, 2015	As at 31st March, 2014
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	3,054	3,054
Reserves and Surplus	4A	116,590	149,217
		119,644	**152,271**
Equity Warrant application money pending allotment	4B	**3,000**	-
Non-current Liabilities			
Long-term Borrowings	5	260,027	254,694
Deferred Tax Liabilities (Net)	6	7,562	19,680
Other Long-term Liabilities	7	10,460	24,803
Long-term Provisions	8	2,718	3,098
		280,767	**302,275**
Current Liabilities			
Short-term Borrowings	9	74,485	66,899
Trade Payables	10	162,021	150,315
Other Current Liabilities	11	82,749	93,928
Short-term Provisions	12	1,890	1,291
		321,145	**312,433**
TOTAL		**724,556**	**766,979**
Assets			
Non-current Assets			
Fixed Assets			
Tangible Assets	13A	488,110	510,289
Intangible Assets	13B	244	217
Capital Work-in-progress	13C	3,919	15,189
Intangible Assets under development	13D	984	-
Non-current Investments	14	16,774	17,378
Long-term Loans and Advances	15	3,159	27,461
Other Non-current Assets	16	39	-
		513,229	**570,534**
Current Assets			
Current Investments	17	-	100
Inventories	18	131,676	116,397
Trade Receivables	19	32,493	36,143
Cash and Bank Balances	20	3,933	15,495
Short-term Loans and Advances	21	34,275	23,548
Other Current Assets	22	8,950	4,762
		211,327	**196,445**
TOTAL		**724,556**	**766,979**

This is the Balance Sheet referred to in our report of even date.

The notes are an integral part of the financial statements.

For PRICE WATERHOUSE
Firm Registration Number : 301112E
Chartered Accountants

Pradip Law
Partner
Membership No. 51790

Place : Kolkata
Date : 25th May, 2015

P. Jhawar
Chairman

R. Jhawar
Managing Director

A. K. Somani
Chief Financial Officer and Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2015

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note No.	Year ended 31st March, 2015	Year ended 31st March, 2014
Income			
Revenue from Operations (Gross)	26	411,359	358,493
Less: Excise Duty		36,754	29,781
Revenue from Operations (Net)		374,605	328,712
Other Income	27	3,868	7,783
Total Revenue		**378,473**	**336,495**
Expenses			
Cost of Materials Consumed	28	123,837	106,773
Purchases of Stock-in-trade	29	5,775	1,788
Changes in inventories of Finished Goods, Work-in-progress, Stock-in-trade and Scrap	30	(6,605)	(8,735)
Employees Benefits Expense	31	23,988	20,571
Finance Costs	32	50,739	42,617
Depreciation and Amortisation Expense	33	38,300	30,351
Other Expenses	34	167,418	147,216
Adjustment of Items Capitalised and Departmental Orders for own consumption		(578)	(400)
Total Expenses		**402,874**	**340,181**
Profit /(Loss) before Exceptional and Extraordinary items and tax		(24,401)	(3,686)
Exceptional items	43	(10,016)	-
Profit /(Loss) before Extraordinary items and tax		**(34,417)**	**(3,686)**
Extraordinary items		-	-
Profit/(Loss) before tax		**(34,417)**	**(3,686)**
Tax expenses			
MAT Credit Entitlement (Reversal)		5,399	-
Deferred Tax (Credit)		(10,575)	(1,118)
Profit/(Loss) for the period		**(29,241)**	**(2,568)**
Earning/(Loss) per Equity Share [Nominal Value per Share Re.1/- (31st March 2014 Re.1/-)]	44		
Basic		(9.60)	(0.84)
Diluted		(9.60)	(0.84)

This is the Statement of Profit and Loss referred to in our report of even date.

The notes are an integral part of the financial statements.

For PRICE WATERHOUSE
Firm Registration Number : 301112E
Chartered Accountants

Pradip Law
Partner
Membership No. 51790

Place : Kolkata
Date : 25th May, 2015

P. Jhawar
Chairman

R. Jhawar
Managing Director

A. K. Somani
Chief Financial Officer & Company Secretary

Cash Flow Statement for the year ended 31st March, 2015 (All amounts in Rs. Lakhs, unless otherwise stated)

		Year ended 31st March, 2015	Year ended 31st March, 2014
A.	**Cash Flow from Operating Activities**		
	Profit/(Loss) before Taxation	(34,417)	(3,686)
	Adjustment for:	-	-
	Depreciation and Amortisation Expense	38,300	30,351
	Loss on sale / disposal of Tangible Assets (Net)	15	1,033
	Interest Income	(1,154)	(1,889)
	Dividend received from Subsidiary Companies	(332)	(433)
	Dividend received from Current Investments	(91)	(344)
	Finance Costs	50,739	42,617
	Unrealised Foreign Currency (gain)/losses (Net)	(3,711)	3,215
	Unrealised Derivative Gains (Net)	(614)	(1,719)
	Provision for Doubtful Debts and Advances	1,799	115
	Provision for Doubtful Debts and Advances no longer required written back	(12)	(34)
	Insurance claims received against Tangible Assets	(137)	(986)
	Liabilities no longer required written back	(425)	(532)
	Bad Debts /Advances written off	10	*
	Tangible Assets/Capital Work-in-Progesss written off and Provision for Mines Restoration Cost [includes Rs. 1,643 (Previous year : Nil) shown as exceptional items (Refer Note 43)]	3,046	11
	Operating profit before working capital changes	**53,016**	**67,719**
	Changes in Working Capital:		
	Increase in Trade Payables	13,432	6,597
	Increase in Long-term Provisions	320	9
	Increase in Short-term Provisions	599	331
	Increase in Other Current Liabilities	5,600	3,250
	Decrease in Other Long-term Liabilities	(3)	(17)
	Decrease in Trade Receivables	3,487	12,719
	(Increase)/Decrease in Inventories	(15,279)	14,168
	(Increase)/Decrease in Long-term Loans and Advances	(330)	556
	(Increase)/Decrease in Other Non-current Assets	(21)	636
	Decrease/(Increase) in Short-term Loans and Advances	2,480	(1,879)
	Decrease in Other Current Assets	1,526	1,559
		11,811	**37,929**
	Cash generated from operations	**64,827**	**105,648**
	Direct tax paid	**(430)**	**(977)**
	Net cash generated from Operating Activities	**64,397**	**104,671**
B.	**Cash flow from Investing Activities:**		
	Purchase of Tangible and Intangible Assets [Refer (b) below]	(51,201)	(100,478)
	Sale of Tangible Assets	40	206
	Investment in a Subsidiary Company	(95)	-
	Insurance claims received against Tangible Assets	137	986
	Redemption of Investment in Preference Shares in a Subsidiary Company	800	800
	Loans and Advances to Subsidiary Companies	332	(25)
	Interest Income received	635	1,481
	Placement of fund in long-term deposits with bank having maturity of more than 3 months but less than 12 months	(3)	(2,203)
	Realisation of long-term deposits with bank having maturity of more than 3 months but less than 12 months	2,203	12,108
	Dividend received from Subsidiary Companies	332	433
	Dividend received from Current Investments	91	344
	Net Cash used in Investing Activities	**(46,729)**	**(86,348)**

Cash Flow Statement for the year ended 31st March, 2015 contd... (All amounts in Rs. Lakhs, unless otherwise stated)

		Year ended 31st March, 2015	Year ended 31st March, 2014
C.	**Cash flow from Financing Activities**		
	Long-term Borrowings - Receipts	35,072	65,000
	Long-term Borrowings - Repayments	(21,984)	(58,857)
	Short term borrowings - Receipts	7,586	31,132
	Finance Costs paid	(50,700)	(41,969)
	Proceeds from Convertible Equity Warrants [Net of Issue Expenses Rs.5 (Previous Year : Nil)]	3,005	-
	Dividend Transferred to Investor Education and Protection Fund	(9)	(5)
	Dividend paid (including tax thereon Rs. Nil ; Previous Year : Rs. 78)	-	(535)
	Net Cash from Financing Activities	**(27,030)**	**(5,234)**
	Net increase/(decrease) in Cash and Cash Equivalents during the year	(9,369)	13,089
D.	**Effect of Foreign Exchange Differences on Cash and Cash Equivalents**	-	-
	Cash and Cash Equivalents at the beginning of the year	13,292	203
	Cash and Cash Equivalents at the end of the year	**3,930**	**13,292**
	Cash and cash equivalents comprise :		
	Cash on hand	17	14
	Remittance in transit	332	449
	Balance with Banks		
	In Current Accounts	3,031	249
	In Unclaimed Dividend Accounts [Refer (c) below]	50	59
	Demand deposits (less than 3 months maturity)	500	12,521
		3,930	**13,292**

* Amount is below the rounding off norm adopted by the Company.

(a) The above Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard - 3 on Cash Flow Statements prescribed under the Companies Act, 1956 of India.

(b) Includes interest expense capitalised Rs.126 (Previous year Rs.4,264).

(c) Earmarked for payment of unclaimed dividend.

This is the Cash Flow Statement referred to in our report of even date.

The notes are an integral part of the financial statements.

For PRICE WATERHOUSE
Firm Registration Number : 301112E
Chartered Accountants

Pradip Law
Partner
Membership No. 51790

Place : Kolkata
Date : 25th May, 2015

P. Jhawar
Chairman

R. Jhawar
Managing Director

A. K. Somani
Chief Financial Officer & Company Secretary

1. General Information

Usha Martin Limited (the 'Company') is a public limited company domiciled in India, incorporated under the provisions of the Companies Act, 1956 and is listed on two stock exchanges in India and its GDRs are listed on stock exchange in Luxembourg. The Company is engaged in the manufacturing of speciality steel and value added steel products. The Company caters to both domestic and international markets.

2. Summary of significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 (The Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standard of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006 as amended] and other relevant provisions of the Companies Act, 2013 and Accounting Standard 30, Financial Instruments; Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other Accounting Standard referred in Section 211(3C) of the erstwhile Companies Act, 1956.

All assets and liabilities have been classified as current and non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.2 Fixed Assets

(a) Tangible Assets

Tangible Assets are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises cost of acquisition, construction and subsequent improvements thereto including taxes and duties (net of credits and draw backs), freight and other incidental expenses related to acquisition and installation. Preoperative expenses, where appropriate, are capitalised till the commercial use of the assets.

(b) Intangible Assets

Intangible Assets are stated at cost of acquisition net of accumulated amortisation and accumulated impairment losses if any. Cost comprises cost of acquisition and subsequent improvements thereto including taxes and duties and other incidental expenses related to acquisition and installation.

(c) Capital Work-in-progress

Capital Work-in-progress are stated at cost and inclusive of preoperative expenses, project development expenses etc.

(d) Intangible Assets under Development

Intangibe Assets under Development are stated at cost.

(e) Assets held for Disposal

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of the net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately.

2.3 Depreciation and Amortisation

(a) Depreciation is provided prorata basis on straight line method at the rates determined based on estimated useful lives of tangible assets where applicable, specified in Schedule II to the Act with the exception of the following items where estimated useful lives have been determined to be longer than the lives specified in Schedule II based on technical evaluation carried out by the Company.

- Certain items of plant and equipment - 10 years to 18 years.

(b) Leasehold Land is amortised over the tenure of respective leases.

(c) Mining lease and Development is amortised over the tenure of lease or estimated useful life of the mine, whichever is shorter.

(d) Intangible assets (computer softwares) are amortised on straight-line method at the rates determined based on estimated useful lives which vary from 2 years to 5 years.

2.4 Borrowing Cost

Borrowing Cost attributable to the acquisition and construction of qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use) are added to the cost up to the date when such assets are ready for their intended use. Other borrowing costs are recognised as expenses in the period in which these are incurred.

2.5 Impairment Loss

An impairment loss, if any, is recognised wherever the carrying amount of the fixed assets exceeds the recoverable amount i.e. the higher of the assets' net selling price and value in use.

2.6 Investments

Investments that are readily realisable and are intended to be held for not more than one year are classified as current investments and are carried at cost or fair value, whichever is lower. All other investments are classified as long term investments and are stated at cost. However diminution in carrying amount, other than temporary, is either written down or provided for and netted off against the cost.

2.7 Inventories

Inventories other than scrap are valued at lower of cost and estimated net realisable value. Cost is determined on Weighted Average basis. Scrap is valued at estimated net realisable value. Provision is made for obsolete/ slow moving/defective stocks, wherever necessary.

2.8 Transaction in Foreign Currencies

Initial Recognition

On initial recognition, all foreign currencies transactions are recorded at exchange rates prevailing on the date of the transaction.

Subsequent Recognition

At the reporting date, foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of transactions.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate. With respect to long-term foreign currency monetary items, from 1st April, 2011 onwards, the Company has adopted the following policy:

(a) Foreign exchange difference on account of a depreciable asset, is adjusted in the cost of depreciable asset, which would be depreciated over the balance life of the asset.

(b) In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/liability.

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability expressed in a foreign currency has a term of 12 months or more at the date of origination of the asset or liability.

Exchange differences on restatement/settlement of all other monetary items are recognised in the Statement of Profit and Loss.

2.9 Derivative Instruments and Hedge Accounting

The Company uses derivative financial instruments such as foreign exchange contracts, currency swaps, option contracts, interest rate swaps etc. to hedge its exposure to movements in foreign exchange rates and interest rates relating to the underlying transactions, highly probable forecast transactions and firm commitments.

Effective 1st April, 2009 the Company adopted Accounting Standard 30, "Financial Instruments: Recognition and Measurement" issued by The Institute of Chartered Accountants of India (ICAI) to the extent the adoption does not contradict with existing Accounting Standards and other authoritative pronouncements of the Act and other regulatory requirements.

For option contracts and interest rate swaps that are designated as effective cash flow hedges, the gain or loss from the effective portion of the hedge is recorded and reported directly in reserves (under the "Hedging Reserve Account") and are reclassified into the Statement of Profit and Loss upon the occurrence of the hedged transactions.

The Company recognises gains or losses from changes in fair values of option contracts and interest rate swaps that are not designated as effective cash flow hedges in the Statement of Profit and Loss in the period in which they arise. In respect of forward exchange contracts with underlying transactions, the premium or discount arising at the inception of such contract is amortised as expenses or accounted for as income over the life of contracts.

Other Derivative contracts outstanding at the Balance Sheet date are marked to market and resulting net loss, if any, is provided for in the financial statements.

Any profit or loss arising on cancellation of derivative instruments are recognised as income or expense for the period.

2.10 Revenue Recognition

Sale of Goods: Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, sales taxes but including excise duties.

Sale of Services: Sales are recognised upon the rendering of services and are recognised net of service tax.

Other items are recognised on accrual basis.

2.11 Other Income

Interest: Interest income is generally recognised on a time proportion basis taking into account the amount outstanding and the rate applicable, when there is reasonable certainty as to realisation.

Dividend: Dividend income is recognised when the right to receive dividend is established.

All other items are recognised on accrual basis.

2.12 Employees Benefits

(a) Short -term Employee Benefits :

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

(b) Post Employment Benefit Plans :

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the year.

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method (PUCM), with actuarial valuations being carried out at each Balance sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets where such plans are funded. Measurement of any assets resulting from this calculation is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the scheme.

(c) Other Long-term Employment Benefits (unfunded)

The cost of providing long-term employee benefits is determined using PUCM with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Other long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

2.13 Research and Development expenditure

Revenue expenditure on Research and Development (R & D) is charged in the year in which it is incurred. Capital Expenditure for R & D are capitalised.

2.14 Government Grants

(a) Government grants of the nature of promoters' contribution are credited to Capital Reserve.

(b) Government grants related to specific fixed assets are deducted from gross values of related assets in arriving at their book values.

(c) Government grants related to revenue are recognised on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with their related costs.

2.15 Taxation

Current Tax in respect of taxable income is provided for the year based on applicable tax rates and laws. Deferred tax is recognised subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realisation.

Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets and liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax Credit (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.16 Provision and contingent liabilities

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources or there is a present obligation, reliable estimate of the amount of which cannot be made. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

2.17 Leases

Leases in which a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a systematic basis over the period of lease.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

2.18 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenues have been accounted for based on prices normally negotiated between the segments with reference to the costs, market prices and business risks, within an overall optimisation objective for the Company. Revenue and expenses have been identified with segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Corporate-Unallocated/Others (Net)".

2.19 Cash and Cash Equivalents

In the Cash Flow Statement, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments, if any, with original maturities of three months or less.

2.20 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.21 Revision in useful lives of Tangible Assets

Effective 1st April, 2014, the Company has charged depreciation in keeping with the requirements of Schedule II to the Companies Act, 2013 and as a result of which the estimated useful lives of certain tangible assets have been revised. Pursuant to the transitional provision set out in the said Schedule II, the carrying amount (after retaining the residual values) aggregating Rs. 4,537 (Previous Year; Rs. Nil) relating to tangible assets, where the revised useful lives are nil as on 1st April, 2014, has been debited to General Reserve (Refer Note 4A). Further, related tax impact on such adjustment amounting to Rs. 1,543 (Previous Year; Rs. Nil) has been credited to General Reserve. Accordingly, the depreciation expense for the year ended 31st March, 2015 is lower and Loss before tax is lower by Rs. 1,038.

3. Share Capital

	As at 31st March, 2015	As at 31st March, 2014
Authorised:		
50,00,00,000 (31st March, 2014 : 50,00,00,000) Equity Shares of Re 1/- each	5,000	5,000
1,00,00,000 (31st March, 2014 : 1,00,00,000) Redeemable Cumulative Preference Shares of Rs.50/- each	5,000	5,000
Total	**10,000**	**10,000**
Issued Subscribed and Paid-up:		
30,47,41,780 (31st March, 2014 : 30,47,41,780) Equity Shares of Re. 1/- each fully paid up	3,047	3,047
Add: Shares Forfeited	7	7
Total	**3,054**	**3,054**

(a) 3,58,33,550 (31st March, 2014 : 4,40,93,175) Equity Shares are represented by Global Depository Receipts (GDRs) out of above paid up Equity Shares.

(b) Rights, preference and restrictions attached to shares issued:

The Company has only one class of equity shares having a par value of Re.1/- per share. Each shareholder is eligible for one vote per share held (except in case of GDRs). The dividend if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of shares held by shareholders holding more than 5 % of the aggregate shares in the Company.

	As at 31st March, 2015		As at 31st March, 2014	
	No of Shares	**%**	No of Shares	%
UMIL Shares & Stock Broking Services Limited	38,888,369	(12.76%)	38,888,369	(12.76%)
Usha Martin Ventures Limited	20,627,588	(6.77%)	20,477,588	(6.72%)
Peterhouse Investments Limited	18,971,455	(6.23%)	18,971,455	(6.23%)
Peterhouse Investments India Limited	20,767,330	(6.81%)	20,767,330	(6.81%)
Deutsche Bank Trust Company Americas	35,833,550	(11.76%)	44,093,715	(14.47%)

4 A. Reserves and Surplus		
	As at 31st March, 2015	As at 31st March, 2014
Capital Reserve	3,718	3,718
Capital Redemption Reserve	2,285	2,285
Securities Premium Account		
Balance as at the beginning of the year	85,589	85,589
Less: Expenses related to Issue of Equity Warrants (Refer Note 4B)	5	-
Balance as at the end of the year	85,584	85,589
General Reserve [Refer (a) below]		
Balance as at the beginning of the year	57,569	57,569
Less : Adjustment consequent to revision of useful lives of certain tangible assets	2,994	-
(Net of deferred tax of Rs.1,543) [Refer Note 2.21]		
Balance as at the end of the year	54,575	57,569
Hedging Reserve Account (Refer Note 2.9)		
Balance as at the beginning of the year	387	(41)
Add: Additions during the year	268	1,083
Less : Transfer during the year	655	655
Balance as at the end of the year	-	387
Foreign Currency Monetary Item Translation Difference Account [Refer Note 2.8]		
Balance as at the beginning of the year	-	81
Less : Transfer during the year	-	81
Balance as at the end of the year	-	-
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	(331)	2,237
Profit / (Loss) for the year	(29,241)	(2,568)
Balance as at the end of the year	(29,572)	(331)
Total	116,590	149,217

(a) Represents a free reserve not held for any specific purpose.

4 B. Equity Warrant application money pending allotment

At the Extraordinary General Meeting held on 16th March, 2015, the consent of the Company was accorded to the issuance of 34,285,600 Equity Warrants, each convertible into one Equity Shares of Re. 1/- each at the option of holders within a period of eighteen months from the date of allotment, at a price ("Consideration") of Rs. 35/- (which includes premium of Rs. 34/- per share), on preferential allotment basis to promoter/promoters' group and their relatives and associates in keeping with related SEBI Regulations. As per the terms of the issue, 25% of the Consideration is payable by the applicants before allotment of Equity Warrants and the balance 75% of consideration will be payable before the conversion of such Warrants into Equity Shares. In case the conversion option is not exercised within the stipulated time, the amount paid at the time of application (being 25% of the Consideration) shall be forfeited.

The aforesaid Equity Warrant Issue has been fully subscribed and the Company has received application money of Rs.3,010 lakhs (Previous Year ; Rs. Nil) on 30th March, 2015 which has been disclosed as follows :

	As at 31st March, 2015	As at 31st March, 2014
Equity Warrant application money pending allotment	3,010	-
Less:Equity Warrant application money received in excess (Refer Note 11)	10	-
	3,000	-

The aforesaid Warrants have since been allotted.

5. Long-term Borrowings		
	As at 31st March, 2015	As at 31st March, 2014
Secured:		
Term Loans		
From Financial Institution (Rupee Loans)	34,000	38,000
From Banks		
Rupee Loans [Refer item (iii) on Note 48]	162,637	141,800
Foreign Currency Loans	62,500	74,894
Unsecured:		
Term Loans		
From Body Corporate (Rupee Loans)	890	-
Total	**260,027**	**254,694**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

Nature of Security and terms of repayment for secured borrowings :

Nature of Security

All Term Loans from Financial Institution and Banks are secured by way of Joint Equitable Mortgage by deposit of title deeds of certain immovable properties and hypothecation over movable assets of the Company both present and future subject to prior charges of the Company's Bankers on specified movable assets for Working Capital requirements.

Secured Loans - Terms of Repayment

(a) Rupee term loan from a Financial Institution amounting to Rs.16,000 (31st March, 2014 : Rs.19,000) is repayable in six quarterly installments from 20th June, 2016 to 20th September, 2017. Interest is payable on monthly basis at Long-term minimum lending rate plus 1.85% p.a.

(b) Rupee term loan from a Financial Institution amounting to Rs.18,000 (31st March, 2014 : Rs. 19,000) is repayable in ten quarterly installments from 20th June, 2016 to 20th September, 2018. Interest is payable on monthly basis at Long-term minimum lending rate plus 1.85% p.a.

(c) Rupee term loan from a Bank amounting to Rs. 3,200 (31st March, 2014 : Rs. 4,800) is repayable in seven quarterly installments from 29th April, 2016 to 29th October, 2017. Interest is payable on monthly basis at Base rate of the Bank plus 1.75% p.a.

(d) Rupee term loan from a Bank amounting to Rs. 8,000 (31st March, 2014 : Rs. 14,000) is repayable in two quarterly installments from 30th June, 2016 to 30th September, 2016. Interest is payable on monthly basis at Base rate of the Bank plus 1.55% p.a.

(e) Rupee term loan from a Bank amounting to Rs. 23,750 (31st March, 2014 : Rs. 25,000) is repayable in twenty four quarterly installments from 30th June, 2016 to 31st March, 2022. Interest is payable on monthly basis at Base rate of the Bank plus 2.00% p.a.

(f) Rupee term loan from a Bank amounting to Rs. 23,750 (31st March, 2014 : Rs. 25,000) is repayable in twenty four quarterly installments from 29th June, 2016 to 29th March, 2022. Interest is payable on monthly basis at Base rate of the Bank plus 2.50% p.a.

(g) Rupee term loan from a Bank amounting to Rs. 5,500 (31st March, 2014 : Rs. 8,000) is repayable in five quarterly installments from 31st May, 2016 to 31st May, 2017. Interest is payable on monthly basis at Base rate of the Bank plus 1.55% p.a.

(h) Rupee term loan from a Bank amounting to Rs. 55,000 (31st March, 2014 : Rs. 35,000) is repayable in thirty-one quarterly installments from 30th June, 2016 to 31st December, 2023. Interest is payable on monthly basis at Base rate of the Bank plus 2.50% p.a.

(i) Rupee term loan from a Bank amounting to Rs.14,812 (31st March, 2014 : Rs. 15,000) is repayable in twenty seven quarterly installments from 30th June, 2016 to 31st December, 2022. Interest is payable on monthly basis at Base rate of the Bank plus 2.00% p.a.

(j) Rupee term loan from a Bank amounting to Rs. 14,625 (31st March, 2014 : Rs. 15,000) is repayable in twenty six quarterly installments from 30th June, 2016 to 30th September, 2022. Interest is payable on monthly basis at Base rate of the Bank plus 2.50% p.a.

(k) Rupee term loan from a Bank amounting to Rs. 14,000 (31st March, 2014 : Rs.Nil) is repayable in thirty quarterly installments from 30th April, 2016 to 31st July, 2023. Interest is payable on monthly basis at Base rate of the Bank plus 1.50% p.a.

(l) Foreign Currency term loan from a Bank amounting to Rs. 62,500 (31st March, 2014 : Rs.74,894) is repayable in eight equal quarterly installments from 29th April, 2016 to 31st January, 2018. Interest is payable on quarterly basis at three months USD LIBOR plus 2.85% p.a.

(m) Outstanding balances of loans as indicated in (a) to (l) above are exclusive of current maturities of such loans as disclosed in Note 11.

Unsecured Loan - Terms of Repayment

(a) Rupee term loans from a Body Corporate amounting to Rs.890 is repayable in nineteen installments from 1st April, 2016 to 1st January, 2020. Interest is payable on quarterly basis at 11.81% p.a. and is exclusive of current maturities of such loan as disclosed in Note 11

6. Deferred Tax Liabilities (Net)

		As at 31st March, 2015	As at 31st March, 2014
Deferred Tax Liabilities			
Depreciation as per tax law and books		54,062	47,935
Exchange gain pertaining to fixed assets as per tax law and books		-	603
Total	(A)	54,062	48,538
Deferred Tax Assets			
Unabsorbed tax depreciation/loss @		43,647	27,504
Disallowances allowable for tax purpose on payment		1,828	954
Provision for doubtful debts and advances		1,025	399
Deferred Revenue Expenditure		-	1
Total	(B)	46,500	28,858
Net Deferred Tax Liabilities	**(A) - (B)**	**7,562#**	**19,680**

@ Absorption expected based on future Taxable Income.
# After considering adjustment against General Reserve pursuant to revision of useful lives of certain tangible assets Rs. 1,543 (Previous Year ; Rs. Nil) [Refer Note 2.21]

7. Other Long-term Liabilities

	As at 31st March, 2015	As at 31st March, 2014
Trade Payables (Refer Note 42)	10	10
Others		
Capital Liabilities [Acceptances]	10,442	24,782
Security Deposits Received	8	11
Total	**10,460**	**24,803**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

8. Long-term Provisions		
	As at 31st March, 2015	As at 31st March, 2014
Provision for Employees Benefits	1,256	936
Others Provisions		
Provision for Restoration of Mines Sites [Refer (a) below]	1,462	2,162
Total	**2,718**	**3,098**
(a) Movement of Provision for Restoration of Mine Sites		
Balance as at the beginning of the year	2,162	1,926
Additions	214	301
Amounts used/ Adjusted	914	65
Balance as at the end of the year	**1,462**	**2,162**

Provision for Restoration of Mines Sites is held for the purpose of meeting site restoration obligation pursuant to Rule 23 under Mineral Conservation and Development (Amendment Rules, 2003) read with Section 18 of the Mines and Minerals (Development and Regulation) Act, 1957.

9. Short-term Borrowings		
	As at 31st March, 2015	As at 31st March, 2014
Secured		
Working Capital Loans from Banks @	74,485	60,399
Unsecured		
Commercial Papers From a Scheduled Bank	-	6,500
Total	**74,485**	**66,899**

@ **Nature of Security -** Working Capital Loans from Banks are secured by hypothecation of all current assets of the Company. Further such loans from Banks are also secured by charge on certain immovable properties, subject to prior charges in favour of Financial Institutions and Banks created/to be created in respect of any existing/future financial assistance/accommodation which has been/may be obtained by the Company.

10. Trade Payables		
	As at 31st March, 2015	As at 31st March, 2014
Acceptances	118,708	112,718
Others (Refer Note 42)	43,313	37,597
Total	**162,021**	**150,315**

11. Other Current Liabilities		
	As at 31st March, 2015	As at 31st March, 2014
Current maturities of long-term debt (Refer Note 5)	33,970	22,984
Interest accrued but not due on borrowings	2,140	2,150
Interest accrued on trade payables and others	565	516
Unclaimed Dividend [Refer (a) below]	50	59
Unclaimed Interest on Fixed Deposits [Refer (a) below]	-	*
Equity Warrant application money received in excess [Refer Note 4B]	10	-
Advances from Customers	4,662	3,947
Derivative Liabilities	5	217
Capital Liabilities [including Current maturities of long-term acceptances Rs. 3,481 (31st March, 2014 : Rs. 9,148) and short-term acceptances Rs. 12,900 (31st March, 2014 : Rs.28,017)]	26,695	53,107
Security Deposits Received	226	465
Employees Benefits payable	3,344	1,975
Statutory dues (including Provident Fund, Tax deducted at Source, etc.)	8,676	4,986
Payable related to Forward Contracts	162	2,580
Payable relating to Coal Mines	1,383	-
Other Payables	861	942
Total	**82,749**	**93,928**

* Amount is below the rounding off norm adopted by the Company.
(a) There are no amount due for payment to the Investor Education and Protection Fund under Section 205 C of the Companies Act, 1956 as at the year end.

12. Short-term Provisions		
	As at 31st March, 2015	As at 31st March, 2014
Provision for Employees Benefits	1,870	1,276
Provision for Wealth Tax	20	15
Total	**1,890**	**1,291**

(All amounts in Rs. Lakhs, unless otherwise stated)

13 A. Tangible Assets

	Gross Block					Depreciation/Amortisation					Net Block	
	Cost as on 31st March, 2014	Additions during the year	Disposal/ Adjustments during the year [Refer (c) below]	Other Adjustments [Refer (d) below]	Cost as on 31st March, 2015	As on 31st March, 2014	For the year	Adjustment consequent upon revision of useful lives (Refer Note 2.21)	On Disposal/ Adjustments during the year	Total up to 31st March, 2015	As on 31st March, 2015	As on 31st March, 2014
Land and Site Development												
Freehold [Refer (a) below]	11,687	674	1,672	-	**10,689**	-	-	-	-	**-**	**10,689**	11,687
Leasehold	1,972	626	-	-	**2,598**	214	137	-	-	**351**	**2,247**	1,758
Mining Lease and Development [Refer (b) below]	15,741	214	6,100	-	**9,855**	6,569	1,946	-	2,744	**5,771**	**4,084**	9,172
Buildings	39,581	6,169	395	315	**45,670**	10,884	1,776	1,970	192	**14,438**	**31,232**	28,697
Plant and Equipment	552,008	11,981	1,838	3,490	**565,641**	138,276	28,786	1,467	686	**167,843**	**397,798**	413,732
Railway Sidings	3,531	-	-	-	**3,531**	1,302	226	-	-	**1,528**	**2,003**	2,229
Electrical Installation	51,357	3,224	57	133	**54,657**	10,649	4,944	506	20	**16,079**	**38,578**	40,708
Water Treatment and Supply Plant	1,912	-	-	-	**1,912**	1,057	30	429	-	**1,516**	**396**	855
Office Equipment	1,086	104	26	-	**1,164**	673	159	143	29	**946**	**218**	413
Furniture and Fixtures	775	5	72	-	**708**	429	60	7	15	**481**	**227**	346
Vehicles	1,265	161	127	-	**1,299**	573	147	15	74	**661**	**638**	692
	680,915	**23,158**	**10,287**	**3,938**	**697,724**	**170,626**	**38,211**	**4,537**	**3,760**	**209,614**	**488,110**	**510,289**
31st March 2014	480,119	184,434	12,485	28,847	**680,915**	150,184	30,269	-	9,827	**170,626**	**510,289**	

(a) Land includes Rs. 674 [31st March, 2014 : Rs. Nil] in respect of which Deed of Conveyance, Registration and other formalities are yet to be completed.

(b) Gross Block includes Rs. 1,488 [31st March, 2014 : Rs.2,355] on account of provision for meeting mine sites restoration obligation as referred to in Note 8. The depreciation for the current period includes Rs. 440 [31st March, 2014 : Rs. 432] on account of amortisation of the same.

(c) Disposal/Adjustments during the year includes transfer to Assets held for disposal (Refer Note 22) - Gross Block Rs. 7,905 (Previous Year ; Nil) and Accumulated Depreciation Rs.2,667 (Previous Year ; Rs. Nil)

(d) Other adjustments comprise adjustments on account of Borrowing Costs of Rs. 692 (31st March, 2014 : Rs. 8,602) and Exchange Loss of Rs. 3,246 (31st March, 2014 : Rs. 20,245).

13 B. Intangible Assets

	Gross Block				Amortisation						Net Block	
	Cost as on 31st March, 2014	Additions during the year	Disposal/ Adjustments during the year	Other Adjustments	Cost as on 31st March, 2015	As on 31st March, 2014	For the year	Adjustment consequent upon revision of useful lives (Refer Note 2.21)	On Disposal/ Adjustments during the year	Total up to 31st March, 2015	As on 31st March, 2015	As on 31st March, 2014
Computer Softwares (Acquired)	1,091	116	-	-	**1,207**	874	89	-	-	**963**	**244**	217
	1,091	**116**	**-**	**-**	**1,207**	**874**	**89**	**-**	**-**	**963**	**244**	**217**
31st March 2014	987	104	-	-	1,091	792	82	-	-	874	217	

13 C. Capital Work-in-progress (Refer Note below)	**3,919**	15,189

(a) Capital work-in-progress includes Project Development Expenses Rs.31 (31st March, 2014 : Rs.221) , Borrowing Costs Rs. 68 (31st March, 2014 : Rs.634).

(b) During the year Rs. 159 (Previous Year ; Rs. Nil) has been transferred to Assets held for disposal (Refer Note 22)

13 D. Intangible Assets under development #	**984**	-

Represents Computer Software acquired under development.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

14. Non-current Investments

	As at 31st March, 2015	As at 31st March, 2014
Unquoted (valued at Cost unless stated otherwise)		
Trade Investments		
Investments in Equity Instruments :		
Investments in Subsidiary Companies :		
Usha Martin International Limited 59,09,388 (31st March, 2014 : 59,09,388) Ordinary Shares of GBP 1 each fully paid	6,181	6,181
Usha Siam Steel Industries Public Company Limited 1,32,00,000 (31st March, 2014 : 1,32,00,000) Ordinary Shares of Thai Baht 10 each fully paid	2,620	2,620
Usha Martin Singapore Pte Limited 10,00,000 (31st March, 2014 : 10,00,000) Ordinary Shares of SGD 1 each fully paid	268	268
Brunton Wolf Wire Rope, FZCO 114 (31st March, 2014 : 114) Ordinary Shares of AED 1,00,000 each fully paid	1,777	1,777
Usha Martin Americas Inc 40,00,000 (31st March, 2014 : 40,00,000) Shares of USD 1 each fully paid	1,660	1,660
UM Cables Limited 1,11,29,660 (31st March, 2014 : 1,11,29,660) Equity Shares of Rs.10/- each fully paid	1,271	1,271
Usha Martin Power and Resources Limited [Refer (b) below] 50,000 (31st March, 2014 : 49,940) Equity Shares of Rs. 10/- each fully paid [Net of provision for other than temporary diminution amounting to Rs. 1 (31st March, 2014 : Rs.1)]	5	4
Bharat Minex Private Limited 2,00,000 (31st March, 2014 : 2,00,000) Equity Shares of Rs. 10/- each fully paid [Net of provision for other than temporary diminution amounting to Rs. 10 (31st March, 2014 : Rs 10)]	-	-
Gustav Wolf Speciality Cords Limited [Refer (c) below] 150,000 (31st March, 2014 Rs. Nil) Equity Shares of Rs.10/- each fully paid up	168	-
Investments in Joint Ventures Companies : [Refer (a) below]		
Pengg Usha Martin Wires Private Limited 1,08,00,000 (31st March, 2014 : 1,08,00,000) Equity Shares of Rs.10/- each fully paid	1,080	1,080
Gustav Wolf Speciality Cords Limited [Refer (c) below] Nil (31st March, 2014 : 73,500) Equity Shares of Rs.10/- each fully paid up	-	73
CCL Usha Martin Stressing Systems Limited 4,73,195 (31st March, 2014 : 4,73,195) Equity Shares of Rs.10/- each fully paid up [Net of provision for other than temporary diminution amounting to Rs. 16 (31st March, 2014 : Rs.16)]	31	31
Dove Airlines Private Limited 10,38,000 (31st March, 2014 : 10,38,000) Equity Shares of Rs.10/- each fully paid	325	325
Investments in Preference Shares :		
Investment in Subsidiary Company :		
UM Cables Limited 9,00,000 (31st March, 2014 : 16,00,000) 8% (Previous Year 8%) Redeemable Cumulative Preference Shares of Rs.100/- each fully paid	900	1,600
Investment in Joint Ventures Company :		
Pengg Usha Martin Wires Private Limited 4,40,000 (31st March, 2014 : 4,40,000) 0.50% (Previous Year 0.50%) Redeemable Cumulative Preference Shares of Rs.100/- each fully paid	440	440
Total (A)	**16,726**	**17,330**
Other than Trade Investments		
Investments in Equity Instruments :		
Adityapur Toll Bridge Company Limited 1,00,000 (31st March, 2014 : 1,00,000) Equity Shares of Rs.10/- each fully paid	10	10
Adityapur Auto Cluster 1,000 (31st March, 2014 : 1,000) Equity Shares of Rs.1000/- each fully paid	10	10
Usha Communications Technology Limited BVI 1,21,10,242 (31st March, 2014 : 1,21,10,242) Ordinary Shares of USD 0.50 each fully paid	28	28
UMI Special Steel Limited (under liquidation) 1,80,68,472 (31st March, 2014 : 1,80,68,472) Equity Shares of Rs.10/- each fully paid [At cost less write-down - Rs.327 (31st March, 2014 : Rs.327)]	*	*
Total (B)	**48**	**48**
Total (A+B)	**16,774**	**17,378**
Aggregate amount of unquoted investment	16,774	17,378
Aggregate provision for diminution in value of investment	27	27

* Amount is below the rounding off norm adopted by the Company.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

(a) The Company's ownership interest and other particulars relating to the Joint Venture Companies have been set out in Note 49.

(b) During the year the Company has purchased 60 Equity Shares of face value of Rs.10 each of Usha Marin Power and Resources Limited to make it a wholly owned subsidiary.

(c) During the year the Company has purchased 76,500 Equity Shares of face value of Rs.10 each of Gustav Wolf Speciality Cords Limited, an erstwhile Joint Venture Company to make it a wholly owned subsidiary.

(d) For classification of investments in accordance with AS 13 : Accounting for Investments, refer Note 53

15. Long-term Loans and Advances

	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good (unless otherwise stated)		
Capital Advances		
Considered Good	506	19,219
Considered Doubtful	37	37
Less : Provision for Doubtful Capital Advances	(37)	(37)
Security Deposits	2,117	2,103
Loans and Advances to Related Parties [Refer Note 48]	5	525
Loans and Advances to Employees	49	53
Other Loans and Advances		
Prepaid Expenses	8	5
Electricity Duty Receivable - Considered doubtful	92	92
Less : Provision for Electricity Duty Receivable	(92)	(92)
MAT Credit Entitlement	-	5,399
Balances with Government Authorities	474	157
Total	**3,159**	**27,461**

16. Other Non-Current Assets

	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good (unless otherwise stated)		
Long term deposits with bank with maturity period more than 12 months	21	-
Derivative Assets	18	-
Total	**39**	**-**

17. Current Investments

	As at 31st March, 2015	As at 31st March, 2014
Unquoted (valued at Cost unless stated otherwise) **Trade Investments** Current Portion of Long-term Investments Rs. Nil (31st March, 2014 ; 1,00,000) Nil (31st March, 2014 ; 8%) Redeemable Cumulative Preference Shares of Rs.100 each fully paid up in UM Cables Limited, a subsidiary company	-	100
Total	**-**	**100**

(a) For classification of investments in accordance with AS 13 : Accounting for Investments, refer Note 53

18. Inventories [Refer Note 2.7]

	As at 31st March, 2015	As at 31st March, 2014
Raw Materials [including in transit - Rs. 16,852 (31st March, 2014 : Rs. 11,192)]	29,256	21,524
Work-in-progress [Refer (a) below]	42,857	44,282
Finished Goods [including in transit - Rs. 2,063 (31st March, 2014 : Rs.3,227)] [Refer (b) below]	52,249	44,099
Stock-in-trade (i.e. Traded Goods)	56	28
Stores and Spares Parts [including in transit - Rs. 121 (31st March, 2014 : Rs. 433)]	5,338	4,493
Loose Tools	1,572	1,475
Scrap	348	496
Total	**131,676**	**116,397**
	As at 31st March, 2015	As at 31st March, 2014
(a) Details of Work-in-progress		
Steel Products in process (including Mined inputs)	33,203	32,933
Wire and Wire Rope Products in process	9,654	11,349
	42,857	**44,282**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

	As at 31st March, 2015	As at 31st March, 2014
(b) Details of Finished Goods		
Wire Rods	5,830	4,604
Bars	14,160	10,742
Billets	16,625	11,466
Rolled Product	-	17
Wire Ropes, Strands including Locked Coil Wire Ropes	2,593	2,508
Wires	1,684	1,932
Bright Bar	339	330
Conveyor Cord	39	34
Miscellaneous Items	10,979	12,466
	52,249	**44,099**

19. Trade Receivables

	As at 31st March, 2015	As at 31st March, 2014
Unsecured		
Outstanding for a period exceeding six months from the date they became due for payment:		
Considered Good	342	408
Considered Doubtful	869	684
Less: Provision for Doubtful Debts	(869)	(684)
	342	408
Others		
Considered Good	32,151	35,735
Considered Doubtful	6	-
Less: Provision for Doubtful Debts	(6)	-
	32,151	35,735
Total	**32,493**	**36,143**

20. Cash and Bank Balances

	As at 31st March, 2015	As at 31st March, 2014
Cash and Cash Equivalents		
Cash on hand	17	14
Remittance in transit	332	449
Bank Balances		
In current accounts	3,031	249
In Unclaimed Dividend Accounts @	50	59
Demand deposits (less than 3 months maturity)	500	12,521
	3,930	13,292
Other Bank Balances		
Long-term deposits with maturity more than 3 months but less than 12 months	3	2,203
	3	2,203
Total	**3,933**	**15,495**

@ Earmarked for payment of unclaimed dividend.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

21. Short-term Loans and Advances

	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good (unless otherwise stated)		
Loans and Advances to Related Parties [Refer Note 48]	5,729	5,501
Advances against Land - Coal Mines [Refer Note 25 (a)]	14,179	-
Advances against procurement of goods, services etc.		
Considered good	4,780	5,647
Considered doubtful	1,222	372
Less: Provision for Doubtful Advances	(1,222)	(372)
Advance Income Tax [Net of provision for tax Rs. 16,326 (31st March, 2014; Rs.16,326)]	3,153	2,723
Others Loans and Advances		
Deposits		
Considered Good	247	261
Considered Doubtful	15	15
Less: Provision for Doubtful Deposits	(15)	(15)
Prepaid Expenses	1,597	1,768
Balance with Government Authorities		
Considered Good	4,307	7,322
Considered Doubtful [Refer Note 25(b)]	746	-
Less: Provision for Doubtful Balance	(746)	-
Other Advances		
Considered Good	283	326
Considered Doubtful	10	10
Less: Provision for Doubtful Other Advances	(10)	(10)
Total	**34,275**	**23,548**

22. Other Current Assets

	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good (unless otherwise stated)		
Interest accrued on Loans to a Subsidiary [Refer Note 48]	965	479
Interest accrued on deposits and others	117	84
Export Incentive Receivables	1,779	2,150
Claims Receivable	481	835
Derivative Assets	89	900
Other Recoverables	16	6
Unamortised Expenses:		
Unamortised Premium on Forward Contracts	106	308
Assets held for disposal [Refer Note 25 (a) and (b)]	5,397	-
Total	**8,950**	**4,762**

23. Contingent Liabilities

		As at 31st March, 2015	As at 31st March, 2014
(a)	Claims against the Company not acknowledged as debt		
	Disputed Tax and Duty for which the Company has preferred appeal before appropriate authorities.		
	Demand for Income Tax Matters	1,940	1,940
	Demand for Sales Tax & Entry Tax #	6,063	3,232
	Demand for Excise Duty and Service Tax #	6,583	6,498
	Demand for Customs Duty	83	83
	Outstanding Labour Disputes	59	48
	Disputed Electricity duty rebate matters which is subjudice	552	551
	Disputed Demand for Fuel Surcharge matter The writ petition filed by the Company before the Hon'ble High Court of Jharkhand at Ranchi was dismissed by Learned Single Judge vide order dated 8th May 2015. Based on legal opinion obtained, the Company has a strong case and is in a process of filing Letters Patent Appeal (LPA) before the Appellate Jurisdiction of the Hon'ble High Court of Jharkhand at Ranchi to contest the matter.	1,637	1,637
	Disputed Demand for Mining matter for which the Company has filed writ petition before The Hon'ble High Court of Jharkhand at Ranchi.	7,033	1,940
	# Out of the above, stay orders against demand for Sales Tax amounting to Rs. 237 (31st March, 2014 : Rs. 237) and demand for Excise Duty and Service Tax amounting to Rs. 6,404 (31st March, 2014 : Rs. 4,324) have been obtained by the Company.		

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

		As at 31st March, 2015	As at 31st March, 2014
(b)	Guarantees		
	Corporate Guarantee Given by the Company to secure the financial assistance/accommodation extended to other Bodies Corporate	9,435	15,056
(c)	Bills discounted with Banks including against Letter of Credit	17,166	15,433
(d)	In respect of the contingent liabilities mentioned in Note 23(a) above, pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any. In respect of matters mentioned in Note 23 (b) above, the cash outflows, if any, could generally occur during the validity period of the respective guarantees. The Company does not expect any reimbursements in respect of the above contingent liabilities.		

24. Commitments

		As at 31st March, 2015	As at 31st March, 2014
(a)	Capital Commitments		
	Estimated amount of contracts remaining to be executed on capital account and not provided for	4,824	8,159
(b)	Other Commitments		
	The Company has imported Capital Goods under the Export Promotion Capital Goods Scheme, of the Government of India, at concessional rates of duty on an undertaking to fulfil quantified export in the next five years.	180,076	1,78,773
	Outstanding Letter of Credit for materials yet to be received	792	3,644

25 (a). The Company had been allocated two Coal Blocks namely, Kathautia Coal Block and Lohari Coal Block in the State of Jharkhand for captive use. Pursuant to the Supreme Court order dated 24thSeptember, 2014 followed by promulgation of the Coal Mines (Special Provisions) Act, 2015 (CMSP Act), the allocation of all Coal Blocks since 1993, including the aforesaid Coal Blocks allocated to the Company stands cancelled with effect from 24th September, 2014 in case of Lohari Coal Block, which was yet to commence mining operations and with effect from 1st April , 2015 in case of Kathautia Coal Block, which has been carrying out mining operations.

Thereafter, through the process of public auction as envisaged in the CMSP Act and in which the Company had also participated, the aforesaid Coal Blocks of the Company have been allocated to other successful bidders by the Central Government. Pursuant to conclusion of such auction, the Central Government has issued vesting orders for Kathautia and Lohari Coal Blocks transferring and vesting all the rights, title and interest of the Company in and over the Land and Mine Infrastructure of the said Coal Blocks to the successful bidders.

Upon de-allocation of aforesaid coal blocks, the Company has reclassified its related non-current assets in form of land, movable and immovable properties, advances etc. and presented the same in the Balance Sheet as follows:

	As at 31st March, 2015	As at 31st March, 2014
Assets held for Disposal under Other Current Assets (Refer Note 22)	4,471	-
Advances against Land-Coal Mines under Short- term Loans and Advances (Refer Note 21)	14,179	-
Total	**18,650**	**-**

Under the CMSP Act, the Company is entitled to receive compensation for its investment in the land with Interest @12% p.a. from the date of purchase/acquisition till the date of the execution of the vesting order and compensation for mine infrastructure as per the written down value reflected in the audited balance sheet of the Company for the previous financial year. Under the said Act, a successful bidder or allottee may negotiate with prior allottee, being the Company, to own or utilize movable properties of the latter used in coal mining operations on such terms and conditions as may be mutually agreed.

Further in respect of advance payments made by the Company to the Jharkhand State Government for acquisition of lands for its coal mining projects, the Company also has an option of recovering it from Government.

The Nominated Authority, Ministry of Coal, Government of India has sanctioned an interim claim for the Company's Kathautia Coal Block against which the Company has filed a representation letter. In the meantime to expedite the process, the Company is also under negotiation with the successful bidder of Kathautia Coal Block for realization of compensation/ investments in the said mine.

Any profit or loss arising on aforesaid disposal/settlement, if any, shall be shown in the accounts, as and when the amount of compensation or refund is finally determined by the Government authorities or the amount of consideration is mutually agreed with the successful bidders as the case may be.

After taking into consideration the present development, progress of negotiation with successful bidder and recourse available to the Company for recovery of the investments from the concerned authorities/ parties on the basis of advice of legal counsel, Management is of the opinion that the realizable value of the aforesaid assets will not be less than their carrying values.

25 (b). The Company had decided to close down the Construction Steel Division at Agra and its subsequent disposal of Land, Building and Plant and Equipment. The written down value of such assets amounting to Rs.926 (31st March, 2014:Nil) has been disclosed under Other Current Assets as "Assets held for disposal".

Accordingly, the unutilized portion of Excise Duty and Service Tax amounting to Rs.746 (31st March, 2014:Nil) has been provided for the books.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

26. Revenue from Operations (Gross)		
	Year ended 31st March, 2015	Year ended 31st March, 2014
(i) Sale of Products		
Manufactured Items		
Wire Rods	57,674	51,058
Bars	121,121	86,643
Billets	40,945	42,555
Sponge Iron	2,055	569
Sinter	1,959	1,472
Pig Iron / Skull	5,377	1,558
Rolled Products	17	3,628
Pellet	3,583	-
Coke	1,238	-
Wire Ropes, Strands including Locked Coil Wire Ropes	99,476	99,143
Wires	43,400	44,853
Bright Bar	10,458	9,333
Conveyor Cord	3,476	2,287
Miscellaneous Items	3,239	2,927
	394,018	**346,026**
Traded Goods		
Tube Unit	721	536
Coking Coal	5,408	1,441
Miscellaneous Items	41	97
	6,170	**2,074**
Total	**400,188**	**348,100**
(ii) Sale of Services		
Service Charges	749	666
Total	**749**	**666**
(iii) Other Operating Revenue		
Product Scrap Sales	8,744	8,350
Sale of Captive Power	234	-
Sale of Raw Materials	74	-
Export Incentives	1,370	1,377
Total	**10,422**	**9,727**
Total Revenue from Operations (Gross)	**411,359**	**358,493**

27. Other Income		
	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest Income	1,154	1,889
Income from Non-current Investments		
-Dividend from subsidiary companies	332	433
Income from Current Investments - Dividend	91	344
Non Product Scrap Sales	291	561
Net Gain on Derivative Contracts	614	1,719
Provision for Doubtful Debts and Advances no longer required written back	12	34
Liabilities no longer required written back	425	532
Claims Received	137	1,676
Miscellaneous Income	812	595
Total	**3,868**	**7,783**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

28. Cost of Materials Consumed

	Year ended 31st March, 2015	Year ended 31st March, 2014
Opening Stock	21,524	41,431
Add: Purchases	131,569	86,866
	153,093	128,297
Deduct: Closing Stock	29,256	21,524
Total	**123,837**	**106,773**
Details of Materials Consumed		
Metallic (Ferrous bearing)	5,221	5,477
Coke	6,423	25,419
Alloys	24,432	18,351
Coking Coal	50,756	24,708
Other Materials [individual item does not exceed 10% of total materials consumed]	37,005	32,818
Total	**123,837**	**106,773**

29. Purchases of Stock-in-Trade

	Year ended 31st March, 2015	Year ended 31st March, 2014
Tube Unit	591	412
Coking Coal	5,167	1,308
Miscellaneous Items	17	68
Total	**5,775**	**1,788**

30. Change in Inventories of Finished Goods, Work-in-Progress, Stock-in-Trade and Scrap

	Year ended 31st March, 2015	Year ended 31st March, 2014
(Increase)/Decrease in stocks:		
Finished Goods		
Opening Stock	44,099	43,850
Deduct : Closing Stock	52,249	44,099
	(8,150)	**(249)**
Work-in-progress		
Opening Stock	44,282	36,079
Deduct : Closing Stock	42,857	44,282
	1,425	**(8,203)**
Stock-in-trade		
Opening Stock	28	50
Deduct : Closing Stock	56	28
	(28)	**22**
Scrap		
Opening Stock	496	191
Deduct : Closing Stock	348	496
	148	**(305)**
(Increase) / Decrease in stocks	**(6,605)**	**(8,735)**

31. Employees Benefits Expense

	Year ended 31st March, 2015	Year ended 31st March, 2014
Salaries, Wages and Bonus	19,145	16,756
Contribution to Provident and Other Funds	2,426	1,589
Workmen and Staff Welfare Expenses	2,417	2,226
Total	**23,988**	**20,571**

(a) Post Employment Defined Contribution Plans

	Year ended 31st March 2015	Year ended 31st March 2014
Amount recognised in the Statement of Profit and Loss		
(i) Provident Fund paid to the authorities @	29	30
(ii) Pension Fund paid to the authorities	468	329
(iii) Superannuation Fund - Contribution paid to a Trust	344	321
	841	**680**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

@ Contribution towards Provident Fund for certain employees is made to the regulatory authorities. Such Provident Fund benefit is classified as Defined Contribution Scheme as the Company does not carry any further obligations, apart from the contribution made on a monthly basis which is recognised as expense in the Statement of Profit and Loss, as indicated above.

(b) Post Employment Defined Benefit Plans

I. Gratuity (Funded)

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Funds managed by the Life Insurance Corporation of India (LIC) and other insurance companies make payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's eligible salary for specified number of days (ranging from fifteen days to one month) depending upon the tenure of service subject to a maximum limit of twenty months' salary. Vesting occurs upon completion of five years of service. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as set out in Note 2.12 (b) above, based upon which, the Company makes contributions to the Gratuity Funds.

The following Table sets forth the particulars in respect of the aforesaid Gratuity fund of the Company :

(i) Reconciliation of Opening and Closing balances of the Present Value of the Defined Benefit Obligation	As at 31st March, 2015	As at 31st March, 2014
Present Value of Obligation at the beginning of the year	4,437	4,161
Current Service Cost	167	141
Interest Cost	329	363
Actuarial (Gains)/ Losses	758	28
Benefits Paid	(644)	(256)
Present Value of Obligation at the end of the year	**5,047**	**4,437**

(ii) Reconciliation of Opening and Closing balances of the Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the year	3,301	3,271
Expected Return on Plan Assets	264	294
Actuarial Gains/ (Losses)	18	(8)
Contributions	337	-
Benefits Paid	(644)	(256)
Fair Value of Plan Assets at the end of the year	**3,276**	**3,301**

(iii) Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Assets		
Present Value of Obligation at the end of the year	5,047	4,437
Fair Value of Plan Assets at the end of the year	3,276	3,301
Assets/(Liabilities) recognised in the Balance Sheet	**(1,771)**	**(1,136)**

(iv) Expense recognised in the Statement of Profit and Loss		
Current Service Cost	167	141
Interest Cost	329	363
Expected Return on Plan Assets	(264)	(294)
Actuarial (Gains)/ Losses	740	36
Total Expense (Recognised under Contribution to Provident and Other Funds)	**972**	**246**

(v) Category of Plan Assets	As at 31st March, 2015	As at 31st March, 2014
Fund with LIC	3,250	3,232
Fund with SBI Life Insurance	-	41
Others (including Bank balances)	26	28
Total	**3,276**	**3,301**

(vi) Actual Return on Plan Assets	**282**	**286**

(vii) Principal Actuarial Assumptions		
Discount Rate	8.00%	9.00%
Salary Escalation	6.00%	6.00%
Expected Return on Asset	8.00%	9.00%

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

(viii) Other Disclosure (Amount recognised in current year and previous four years)	31st March, 2015	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011
Present Value of the Plan Obligation as at the end of the year	5,047	4,437	4,161	3,415	3,137
Fair Value of Plan Assets as at the end of the year	3,276	3,301	3,271	2,894	2,840
Surplus / (Deficit) as at the end of the year	(1,771)	(1,136)	(890)	(521)	(297)
Experience Adjustments on Plan Assets [Gain/ (Loss)]	18	(8)	39	10	28
Experience Adjustments on Plan Obligation [(Gain)/Loss]	758	28	459	418	179
The estimate of future salary increases takes into account inflation, seniority, promotion and other relevant factors.					
The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets, the Company's policy for plan asset management and other relevant factors.					

II. Provident Fund

Provident Fund contributions in respect of employees [other than those covered in (a) above] are made to Trusts administered by the Company and such Trusts invest funds following a pattern of investments prescribed by the Government. Both the employer and the employees contribute to this Fund and such contributions together with interest accumulated thereon are payable to employees at the time of their separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of services by the employee. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Company. In terms of the Guidance on implementing Accounting Standard (AS) 15 on Employee Benefits issued by the Accounting Standards Board of the Institute of Chartered Accountants of India, a provident fund set up by the Company is treated as a defined benefit plan in view of the Company's obligation to meet interest shortfall, if any.

The Actuary has carried out actuarial valuation of plan's liabilities and interest rate guarantee obligations as at the balance sheet date using PUCM and Deterministic Approach as outlined in the Guidance Note 29 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regard to interest rate obligation of the Company as at the balance sheet date. Further during the period, the Company's contribution of Rs. 613 (31st March, 2014 : Rs.663) to the Provident Fund Trust, has been expensed under "Contribution to Provident and Other Funds". Disclosures given hereunder are restricted to the information available as per the Actuary's report.

Principal Actuarial Assumptions	As at 31st March, 2015	As at 31st March, 2014
Discount Rate	8.00%	9.00%
Expected Return on Exempted Fund	8.78%	8.85%
Expected EPFO Return	8.75%	8.75%

32. Finance Costs

	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest Expenses	49,369	41,213
Other Borrowing Costs	1,370	1,404
Total	**50,739@**	**42,617@**
@ Net of Capitalisation	126	4,264

33. Depreciation and Amortisation Expense

	Year ended 31st March, 2015	Year ended 31st March, 2014
Depreciation and Amortisation on Tangible assets	38,211	30,269
Amortisation of Intangible assets	89	82
Total	**38,300**	**30,351**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

34. Other Expenses

	Year ended 31st March, 2015	Year ended 31st March, 2014
Consumption of Stores and Spare Parts	29,210	24,227
Power and Fuel	38,123	35,272
Material Handling Charges	30,595	23,699
Repairs to Buildings	1,964	1,827
Repairs to Machinery	15,817	11,209
Royalty	6,792	5,909
Rent	295	270
Rates and Taxes [including Wealth Tax of Rs.20; (Previous Year : Rs.15)]	603	327
Insurance	1,212	1,002
Freight, Transport and Delivery	16,171	16,095
Processing Charges	9,601	12,747
Travelling Expenses	1,102	880
Expenditure towards Corporate Social Responsibility (CSR) activities	621	-
Directors' Fees	45	13
Net loss on foreign currency transaction and translation	1,398	4,141
Provision for Doubtful Debts and Advances	1,799	115
Bad Debts and Advances Written off	10	*
Tangible Assets/Capital Work-in-process written off	1,403	-
Loss on Sale / Disposal of Tangible Assets (Net)	15	1,033
Excise Duty on Stocks, Replacements etc.	1,486	261
Miscellaneous Expenses [Refer (a) below]	9,156	8,189
Total	**167,418**	**147,216**
* Amount is below the rounding off norm adopted by the Company.		
(a) Includes remuneration paid/payable to Auditors' :		
As Auditors'		
Audit Fee		
Standalone Financial Statements	54	54
Consilidated Financial Statements	6	6
Tax Audit Fee	8	7
Other matters (Certificates etc.)	34	25
Reimbursement of Expenses [excluding Service Tax Rs. 13 (Previous Year : Rs. 11) not routed through the Statement of Profit and Loss]	2	2
Total	**104**	**94**

35.	(a)	The following are included under different heads of Other Expenses in the Statement of Profit and Loss:	Year ended 31st March, 2015	Year ended 31st March, 2014
		Consumption of Stores and Spare Parts	1,300	829
		Material Handling Charges	904	842
		Repairs to Plant and Machinery	550	771
		Repairs to Building	11	46
	(b)	Total Consumption of Stores and Spare Parts	30,510	25,056

36. Research and Development Expenditure

	Year ended 31st March, 2015	Year ended 31st March, 2014
Revenue	301	289
Capital	-	-

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

37. Value of Imports Calculated on C.I.F basis:

	Year ended 31st March, 2015	Year ended 31st March, 2014
Raw Materials	76,457	60,633
Components and Spare Parts	9,429	6,754
Capital Goods	1,405	3,750

38. Value of imported and indigenous materials consumed

	Year ended 31st March, 2015		Year ended 31st March, 2014	
	Value	%	Value	%
(i) Materials				
Imported	74,919	60%	59,136	55%
Indigenous	48,918	40%	47,637	45%
Total	**123,837**	**100%**	**106,773**	**100%**
(ii) Stores and Spare Parts				
Imported	9,109	30%	3,913	16%
Indigenous	21,401	70%	21,143	84%
Total	**30,510**	**100%**	**25,056**	**100%**

39. Expenditure (including on Capital Account) in Foreign Currency on account of

	Year ended 31st March, 2015	Year ended 31st March, 2014
Professional and Consultancy Fees	1,454	581
Interest including Other Borrowing Costs	3,181	3,190
Research and Development Expenditure	203	208
Purchase of Stock-in-trade	4,826	65
Other Matters	604	1,360

40. Amount Remitted in Foreign Currency on account of

	Year ended 31st March, 2015	Year ended 31st March, 2014
Dividend paid during the year	-	*
Year to which the dividend relates	Year ended 31st March 2014	Year ended 31st March 2013
Number of non-resident Shareholders	-	1
Number of Shares held by non-resident Shareholders	-	520

* Amount is below the rounding off norm adopted by the Company.

41. Earnings in Foreign Currency on account of

	Year ended 31st March, 2015	Year ended 31st March, 2014
Revenue from Export of Goods on F.O.B basis	67,115	80,118
Interest Received	73	67
Service Charges	193	1
Dividend Received	242	293
Commission Received on Corporate Guarantees	103	145
Reimbursement of Expenses related to the Depository Receipt	-	49

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

42. Information relating to Micro and Small Enterprises (MSEs)			
		As at 31st March, 2015	As at 31st March, 2014
	The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:		
(i)	The principal amount and interest due thereon remaining unpaid to any supplier registered under MSMED Act as at the end of the year		
	Principal	356	293
	Interest	-	-
(ii)	The amount of interest paid by the buyer in terms of Section 16 to the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the year.		
	Principal	Nil	Nil
	Interest	Nil	Nil
	The above particulars, as applicable, have been given in respect of MSEs to the extent they could be identified on the basis of information available with the Company.		

43. Exceptional items in the Statement of Profit and Loss comprise the following:

(a) Pursuant to the Order dated 24th September, 2014 issued by The Hon'ble Supreme Court of India for cancellation of Kathautia and Lohari Coal Blocks of Steel Division, allotted to the Company in earlier years, as well as imposition of additional levy of Rs. 295/- per metric ton of coal extracted from the date of extraction till 31st March 2015, the Company has made a provision of Rs. 8,373 (Previous Year ; Rs. Nil) during the year on prudent basis and without prejudice to its rights.

Further, during the year, the Company has paid Rs. 7,057 (Previous Year ; Rs. Nil) to an appropriate authority out of the aforesaid provision made up to 31st March, 2015.

(b) Write down of the carrying amount of certain assets and other adjustments of Rs. 1,643 (Previous Year ; Rs. Nil) pertaining to the Coal Blocks refer to in (a) above.

44. Computation of Earning/(Loss) per Equity Share			
(I) Basic			
		Year ended 31st March, 2015	Year ended 31st March, 2014
(a)	(i) Number of Equity Shares at the beginning of the year	304,741,780	304,741,780
	(ii) Number of Equity Shares at the end of the year	304,741,780	304,741,780
	(iii) Weighted average number of Equity Shares outstanding during the year	304,741,780	304,741,780
	(iv) Face Value of each Equity Share - Re.	1	1
(b)	Profit /(Loss) after tax attributable to Equity Shareholders		
	Profit /(Loss) for the period	(29,241)	(2,568)
(c)	Basic Earning/(Loss) per Share [(b)/(a)(iii)] - Rs.	(9.60)	(0.84)
(II) Diluted			
(a)	Dilutive Potential Equity Shares	-	-
(b)	Diluted Earning /(Loss) per Share [same as I (c) above]	(9.60)	(0.84)

45. Expenses (net of revenue/ captive consumption) on trial run production of various projects incurred during the year and added to cost of fixed assets are as follows :		
	Year ended 31st March, 2015	Year ended 31st March, 2014
Cost of Materials Consumed	-	53,616
Consumption of Stores and Spares Parts	-	876
Power and Fuel	-	168
Total (A)	**-**	**54,660**
Absorbed in subsequent production process during trial run for captive consumption	-	31,600
Total (B)	**-**	**31,600**
Net Trial Run Expenses (A - B)	**-**	**23,060**

During the previous year various major projects like Pellet plant, Coke Oven plant, Sponge Iron plant , Power plants, etc. in respect of which trial run expenses are incurred, have been commissioned and capitalised.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

46. Segment Information for the year ended 31st March, 2015

A. Primary Segment Reporting (by Business Segments)

Composition of Business Segments

Segments have been identified in accordance with the Accounting Standard on Segment Reporting (AS-17) prescribed under the Act.

Details of products included in each of the above Segments are given below :

Steel	:	Steel Wire Rods, Rolled Products, Billets, Pig Iron and allied products.
Wire and Wire Ropes	:	Steel Wires, Strands, Wire Ropes, Cord, Bright Bar, related accessories, etc.
Others	:	Jelly Filled Telecommunication Cables, Wire Drawing and allied machineries, etc.

Segment Revenues, Results and Other Information

	Steel	Wire and Wire Ropes	Others	Total of Reportable Segment
External Revenue from Operations @	**221,281** 175,188	**151,489** 151,909	**1,835** 1,615	**374,605** 328,712
Inter Segment Revenue from Operations @	**78,387** 77,648	**25** 20	**556** 350	**78,968** 78,018
Other Income	**554** 3,362	**1,530** 928	**94** 157	**2,178** 4,447
Segment Revenues	**300,222** 256,198	**153,044** 152,857	**2,485** 2,122	**455,751** 411,177
Segment Results	**5,103** [Refer (a) below] 25,351	**13,791** 14,281	**(143)** 60	**18,751** 39,692
Segment Assets	**594,673** 610,102	**110,193** 117,323	**9,584** 12,211	**714,450** 739,636
Segment Liabilities	**193,783** 221,232	**29,782** 25,611	**324** 322	**223,889** 247,165
Capital Expenditure (Net)	**14,268** 107,930	**1,509** 3,069	**-** -	**15,777** 110,999
Depreciation and Amortisation	**31,676** 25,018	**6,253** 5,059	**144** 108	**38,073** 30,185
Non cash expenses other than depreciation and amortisation	**4,832** 99	**21** 14	**-** -	**4,853** 113

@ Net of excise duty

(a) After considering Exceptional Items (Expenses) as indicated in Note 43 (a) and (b) aggregating Rs.10,016 (Previous Year ; Rs. Nil)

Reconciliation of Reportable Segments with the Financial Statements

	Revenues	Results/Net Profit (Loss)	Assets	Liabilities #
Total of Reportable Segments	**455,751** 411,177	**18,751** 39,692	**714,450** 739,636	**223,889** 247,165
Corporate - Unallocated /Others (Net)	**1,690** 3,336	**(2,429)** (761)	**10,106** 27,343	**378,023** 367,543
Inter Segment Revenue from Operations	**(78,968)** (78,018)	**-** -	**-** -	**-** -
Finance Costs	**-** -	**(50,739)** (42,617)	**-** -	**-** -
MAT Credit Entitlement (Reversal)	**-** -	**(5,399)** -	**-** -	**-** -
Tax expenses -Deferred Tax Charge/ (Credit)	**-** -	**(10,575)** (1,118)	**-** -	**-** -
As per Financial Statements	**378,473** 336,495	**(29,241)** (2,568)	**724,556** 766,979	**601,912** 614,708

Excluding Shareholders' Funds and Equity Warrants application money pending allotment.

Figures in normal type relate to previous year.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

46. Segment Information for the year ended 31st March, 2015 (Contd.)
B. Secondary Segment Reporting (by Geographical Segments)

	Domestic	Exports	Total
Segment Revenue from external customers	**307,722**	**69,061**	**376,783**
	250,368	82,791	333,159
Segment Assets	**714,450**	**-**	**714,450**
	739,636	-	739,636
Capital Expenditure	**15,777**	**-**	**15,777**
	110,999	-	110,999

Figures in normal type relate to previous year.

47. Lease Commitments
(a) Operating Lease Commitments

The Company has two non-cancellable operating lease agreements both having a tenure of fifteen years, in connection with establishment and operation of plants, by the lessor, for production of gaseous oxygen to cater to the Company's Steel Plant at Jamshedpur. One of such agreements became operative in 2001-02 (Lease A) and the other one has become operative in 2007-08 (Lease B). Both these lease agreements had been extended till 2026-27. The Company pays minimum lease rent and fixed, as well as, variable operating and maintenance charges for both the leases.

In respect of lease A, 30% of lease rent, fixed and variable operation and maintenance charges are escalated every quarter in the same proportion as increase in Wholesale Price Index published by the Reserve Bank of India in its bulletin (base period 1st August, 1999).

In respect of lease B, 70% of lease rents and operation and maintenance charges are escalated every quarter in the same proportion as increase in Wholesale Price Index published by the Reserve Bank of India in its bulletin (base period 20th April, 2007)

The future minimum lease commitments of the Company relating to aforesaid leases are as follows:

	Lease Rent		Operation and Maintenance Charges	
	As at 31st March 2015	As at 31st March 2014	**As at 31st March 2015**	As at 31st March 2014
Up to one year	894	894	296	296
More than one year and up to five years	3,383	3,494	1,111	1,153
More than five years	5,483	6,266	2,255	2,510

The above amount is exclusive of taxes and duties and escalation charges. The Company has charged the following amount in the Statement of Profit and Loss on account of the aforesaid leases.

	Year ended 31st March 2015	Year ended 31st March 2014
Lease Rent	1,100	894
Operation and Maintenance Charges	348	296
Escalation Charges and Taxes	175	415
Total	**1,623**	**1,605**

(b) The Company has entered into cancellable operating lease arrangements for taking on lease gaseous oxygen plant, accommodation for office spaces, employees residential accommodation etc. Tenure of leases generally vary between 1 and 10 years. Terms of the lease include operating term for renewal, increase in rent in future periods and term of cancellation. Related lease rentals aggregating Rs. 636 (31st March, 2014 Rs. 600) have been debited to the Statement of Profit and Loss.

48. Related party disclosures pursuant to Accounting Standard 18 prescribed under the Act.

(i) Related Parties	
(a) Where control exists :	
Name	**Relationship**
Usha Martin International Limited (UMIL)	Subsidiary
Usha Martin Americas Inc. (UMAI)	-do-
Usha Martin UK Limited (UMUK)	-do-
Usha Martin Vietnam Co. Limited (UMVCL)	-do-
Usha Martin Australia Pty Limited (UMAUS)	-do-
European Management and Marine Corporation Limited (EMMC)	-do-
EMM Caspian Limited (EMM Caspian)	-do-
Usha Siam Steel Industries Public Company Limited (USSIL)	-do-
Brunton Shaw UK Limited (BSUK)	-do-
Usha Martin Singapore Pte. Limited (UMSPL)	-do-
Brunton Wolf Wire Ropes FZCO. (BWWR)	-do-
P. T. Usha Martin Indonesia (PTUMI)	-do-
De Ruiter Staalkabel B.V. (De Ruiter)	-do-
Usha Martin Europe B.V. (UMEBV)	-do-
Usha Martin Italia S.R.L (UMISRL)	-do-
UM Cables Limited (UMCL)	-do-
Usha Martin Power and Resources Limited (UMPRL)	-do-
Bharat Minex Private Limited (BMPL)	-do-
Usha Martin China Company Limited (UMCCL)	-do-
Gustav Wolf Speciality Cords Limited (GWSCL) [with effect from 10th February, 2015]	-do-
(b) Others :	
Gustav Wolf Speciality Cords Limited (GWSCL) [cease to be a Joint Venture Company with effect from 9th February, 2015]	Joint Venture Company
Pengg Usha Martin Wires Private Limited (PUMWPL)	-do-
CCL Usha Martin Stressing Systems Limited (CCLUMSSL)	-do-
Dove Airlines Private Limited (DAPL)	-do-
UMI Special Steel Limited (UMISSL) - (under liquidation)	Substantial Interest in voting power of the entity
Mr. Rajeev Jhawar, Managing Director	Key Management Personnel
Dr. Vijay Sharma, Joint Managing Director (Steel Business) (up to 24th May, 2014)	-do-
Mr. P.K.Jain, Joint Managing Director (Wire & Wire Rope Business)	-do-
Mr. A. K. Somani, Chief Financial Officer and Company Secretary	-do-
Mr. Brij K Jhawar	Relative of a Key Management Personnel
Mrs. Shanti Devi Jhawar	-do-
Mrs. Susmita Jhawar	-do-
Mrs. Vineeta Ruia	-do-
Ms. Stuti Jhawar	-do-
Ms. Shreya Jhawar	-do-
Ms. Amisha Jhawar	-do-
Ambe International Pte. Limited (AIPL)	Enterprise over which Key Managerial Personnel is able to exercise significant influence

(All amounts in Rs. Lakhs, unless otherwise stated)

48. Related party disclosures pursuant to Accounting Standard 18 prescribed under the Act. (contd.)

(ii) Particulars of Transactions during the year ended 31st March, 2015

	Transactions during the period													Balance outstanding at the year end					
Name and Relationship	Sale of Products and Services	Sale of Fixed Assets	Purchase of Goods	Purchase of Fixed Assets	Dividend Received	Dividend Paid	Interest Expenses/ (Income) (Net)	Directors' Remun-eration	Brokerage and Discount on Sale of Products	Reimbursement /(Recoveries) of Expenses (Net)	Receiving/ (Recoveries) of Management and other Services	Redemption of Preference Shares	Loans/ Advances (taken)/ given (net)	Corporate / Other Guarantees Given	Trade Receivables	Trade Payables/ Other Current Liabilities	Loans and Advances (Long-term / Short-term)	Other Current Assets	Investments in Equity and Preference Shares
Substantial interest in voting power of the Company																			
UMISSL	- -	- -	- -	- -	- -	- -	- -	- -	 -	- -	- -	- -	- -	- -	- -	- -	- -	- -	* *
Total	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	* *
Subsidiary Companies																			
UMIL	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	124 -	- -	- -	- -	- -	- -	10	- -	6,181 6,181
UMAI	3,898 5,467	- -	- -	- -	- -	- -	(1) -	- -	13 43	(11) (3)	(58) (45)	- -	- -	3,125 2,996	7 980	937 33	68 -	- -	1,660 1,660
UMUK	7,757 10,676	- -	29 34	- -	- -	- -	(1) -	- -	19 91	38 231	- -	- -	- 1	- -	673 2,511	29 -	- -	- -	- -
UMVCL	717 162	- -	- -	- -	- -	- -	- -	- -	- -	* *	- -	- -	- -	- -	299 *	- -	- -	- -	- -
UMAUS	3,951 3,764	- -	- -	- -	- -	- -	- -	- -	2 4	5 (2)	- -	- -	- -	- -	920 1,611	- -	- -	- -	- -
UMPRL	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	4 4
BMPL	- -	1 -	- -	673 -	- -	- -	(60) -	- -	- -	- -	- -	- -	41 34	- -	- -	18 -	- 554	- -	- -
PTUMI	- -	- -	- -	- -	- -	- -	- -	- -	- -	* (1)	- -	- -	- -	- -	- 1	- -	- -	- -	- -
USSIL	6,370 7,709	- -	- -	- -	- -	- -	(69) (67)	- -	50 74	(7) (10)	(93) (42)	- -	- -	3,099 2,972	2,613 1,349	- -	1,057 924	- -	2,620 2,620
DE RUITER	403 -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -
UMSPL	6,363 9,483	- -	4 -	- -	- -	- -	- -	- -	48 96	1,199 (33)	(39) (21)	- -	- -	- 5,692	691 1,287	279 -	6 -	- -	268 268
BWWR	9,066 10,842	- -	- 65	- -	242 293	- -	(2) -	- -	9 -	27 2	(9) (37)	- -	- -	2,348 2,319	981 2,081	19 63	6 1	- -	1,777 1,777
UM EUROPE	862 789	- -	- -	- -	- -	- -	(1) -	- -	1 1	- -	- -	- -	- -	- -	249 220	- -	- -	- -	- -
UMCL	39 20	- -	- -	- -	90 140	- -	(540) (532)	- -	- -	(57) (20)	(153) (198)	(800) (800)	- -	- -	- 5	- -	4,582 4,542	965 479	2,171 2,971
UMISRL	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- 208	- -	- -	- -	- -	- -	- -	- -	- -
UMCCL	- -	- -	- -	- -	- -	- -	- -	- -	- -	(1) (1)	- -	- -	- -	- -	3 1	- -	- -	- -	- -
GWSCL	- -	- -	- -	- -	- -	- -	2 -	- -	- -	15 -	- -	96 -	- -	- -	- -	75 -	- -	- -	169 -
Total	39,426 48,912	1 -	33 99	673 -	332 433	- -	(672) (599)	- -	142 309	1,208 164	(228) (135)	(704) (800)	41 35	8,572 13,979	6,436 10,045	1,357 96	5,729 6,021	965 479	14,850 15,481

* Amount is below the rounding off norm adopted by the Company.

Net of provision for other than temporary diminution [Refer Note 14].

48. Related party disclosures pursuant to Accounting Standard 18 prescribed under the Act. (contd.)

(ii) Particulars of Transactions during the year ended 31st March, 2015

	Transactions during the period													Balance outstanding at the year end					
Name and Relationship	Sale of Products and Services	Sale of Fixed Assets	Purchase of Goods	Purchase of Fixed Assets	Dividend Received	Dividend Paid	Interest Expenses/ (Income) (Net)	Directors' Remun-eration	Brokerage and Discount on Sale of Products	Reimbursement /(Recoveries) of Expenses (Net)	Receiving/ (Recoveries) of Management and other Services	Redemption of Preference Shares	Loans/ Advances (taken)/ given (net)	Corporate / Other Guarantees Given	Trade Receivables	Trade Payables/ Other Current Liabilities	Loans and Advances (Long-term / Short-term)	Other Current Assets	Investments in Equity and Preference Shares
Joint Venture Company																			
GWSCL	**-**	**-**	**-**	**-**	**-**	**-**	**17**	**-**	**-**	**89**	**3**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-	-	-	-	63	2	-	-	-	-	37	-	-	73
PUMWPL	**3,213**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(60)**	**60**	**-**	**-**	**863**	**476**	**89**	**-**	**-**	**1,520**
	2,239	-	1	-	-	-	-	-	-	(62)	138	-	-	1,077	776	-	-	-	1,520
CCLUMSSL	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**		**-**	**-**	**-**	**-**	**-**		**-**	**-**	**31**
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	31
DAPL	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**243**	**-**	**-**	**-**	**-**	**-**	**25**	**5**	**-**	**325**
	-	-	-	-	-	-	-	-	-	221	-	-	-	-	-	2	5	-	325
Total	**3,213**	**-**	**-**	**-**	**-**	**-**	**17**	**-**	**-**	**272**	**63**	**-**	**-**	**863**	**476**	**114**	**5**	**-**	**1,876**
	2,239	-	1	-	-	-	-	-	-	222	140	-	-	1,077	776	39	5	-	1,949
Key Management Personnel and Relatives																			
Mr. Rajeev Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**172**	**-**	**-**	**-**	**-**	**-**	**55,000** [Refer item (iii) below]	**-**	*	**-**	**-**	**-**
	-	-	-	-	-	2	-	170	-	-	-	-	-	35,000	-	-	-	-	-
Mr. Brij K Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**3**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	1	-	2	-	-	-	-	-	-	-	-	-	-	-
Mrs. Shanti Devi Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	*	-	-	-	-	-	-	-	-	-	-	-	-	-
Mrs. Susmita Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	1	-	-	-	-	-	-	-	-	-	-	-	-	-
Ms. Stuti Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	1	-	-	-	-	-	-	-	-	-	-	-	-	-
Ms. Shreya Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	*	-	-	-	-	-	-	-	-	-	-	-	-	-
Ms. Amisha Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	1	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. P. K. Jain	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**219**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**15**	**-**	**-**	**-**
	-	-	-	-	-	*	-	218	-	-	-	-	-	-	-	10	-	-	-
Mr. A. K. Somani	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**129**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**18**	**-**	**-**	**-**
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dr. Vijay Sharma	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**73**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	*	-	296	-	-	-	-	-	-	-	-	-	-	-
Mrs. Vineeta Ruia	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	*	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**596**	**-**	**-**	**-**	**-**	**-**	**55,000**	**-**	**33**	**-**	**-**	**-**
	-	-	-	-	-	6	-	686	-	-	-	-	-	35,000	-	10	-	-	-

* Amount is below the rounding off norm adopted by the Company.

Net of provision for other than temporary diminution [Refer Note 14].

(iii) Represents guarantee provided by Mr. Rajeev Jhawar in respect of Rupee Term Loan from a Bank [Refer Note 5].

(iv) Figures in normal font relate to previous year.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

49. Disclosure in respect of Joint Ventures

(a) Details of Joint Ventures

Name of Joint Venture	Country of Incorporation	Description of Interest	Proportion of Ownership Interest	
			As at 31st March, 2015	As at 31st March, 2014
Pengg Usha Martin Wires Private Limited (PUMWPL)	India	Jointly Controlled Entity	40%	40%
Gustav Wolf Speciality Cords Limited (GWSCL)	India	Jointly Controlled Entity	@	49%
CCL Usha Martin Stressing Systems Limited (CCLUMSSL)	India	Jointly Controlled Entity	49.99%	49.99%
Dove Airlines Private Limited (DAPL)	India	Jointly Controlled Entity	50%	50%

@ Ceased to be a Joint Venture with effect from 9th February, 2015

(b) The Company's Financial Interest in the aforesaid Joint Venture companies are set out below :

	PUMWPL	GWSCL	CCLUMSSL	DAPL
ASSETS as at 31st March, 2015				
Tangible Assets	**1,399**	**-**	**-**	**350**
	1,594	-	-	406
Intangible Assets	**1**	**-**	**-**	**-**
	1	-	-	-
Capital Work-in-Progress	**25**	**-**	**-**	**-**
	*	-	-	-
Long-term Loans and Advances	**281**	**-**	**-**	**2**
	84	-	-	2
Other Non-current Assets	**10**	**-**	**-**	**-**
	27	-	-	12
Inventories	**580**	**-**	**-**	**-**
	457	-	-	-
Trade Receivables	**928**	*****	**-**	**34**
	733	*	-	13
Cash and Bank Balances	**9**	**-**	**35**	**23**
	2	239	32	14
Short-term Loans and Advances	**246**	**-**	**2**	**86**
	107	26	1	85
Other Current Assets	**17**	**-**	**1**	**3**
	99	2	1	2
Total	**3,496**	**-**	**38**	**498**
	3,104	267	34	534
LIABILITIES as at 31st March, 2015				
Long-term Borrowings	**351**	**-**	**-**	**-**
	551	-	-	-
Deferred Tax Liabilities (Net)	**-**	**-**	**-**	**28**
	-	-	-	28
Other Long-term Liabilities	**13**	**-**	**-**	**5**
	27	-	-	5
Long-term Provisions	**46**	**-**	**-**	**-**
	32	-	-	-
Short-term Borrowings	**248**	**-**	**-**	**-**
	221	80	-	-
Trade Payable	**419**	**-**	*****	**8**
	594	93	*	12
Other Current Liabilities	**296**	**-**	*****	**6**
	193	*	*	6
Short-term Provisions	**160**	**-**	**1**	**58**
	29	5	1	58
Total	**1,533**	**-**	**1**	**105**
	1,647	178	1	109

* Amount is below the rounding off norm adopted by the Company.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

49. Disclosure in respect of Joint Ventures

	PUMWPL	GWSCL [Refer (c) below)	CCLUMSSL	DAPL
INCOME for the year ended 31st March, 2015				
Revenue from operations (Net of Excise Duty)	**3,186** 2,517	**1** 1	**-** -	**248** 220
Other Income	**11** 5	**10** 2	**3** 2	**2** 1
Total	**3,197** 2,522	**11** 3	**3** 2	**250** 221
EXPENSES for the year ended 31st March, 2015				
Cost of Materials Consumed	**1,741** 1,385	**-** -	**-** -	**-** -
Change in inventories of Finished Goods, Work-in-progress and Stock-in-trade and Scrap	**(46)** 17	**-** -	**-** -	**-** -
Employees Benefits Expense	**121** 100	**-** -	**-** -	**57** 55
Finance Costs	**74** 90	**-** *	**-** -	**-** *
Depreciation and Amortisation Expense	**193** 161	**-** -	**-** -	**57** 79
Other Expenses	**588** 604	***** 15	***** 1	**168** 157
Tax expenses - Current Tax	**112** 27	**2** -	***** *	**-** -
Tax expenses - MAT Credit Entitlement	**(112)** -	**-** -	**-** -	**-** -
Tax expenses - Deferred Tax Charge/(Credit)	**-** -	**-** -	**-** -	**-** -
Total	**2,671** 2,384	**2** 15	***** 1	**282** 291

* Amount is below the rounding off norm adopted by the Company.

(c) Income and Expenses of GWSCL relate to the period from 1st April, 2014 to 9th February, 2015.

(d) Capital commitment outstanding of Rs. 342 (31st March, 2014: Nil) related to Pengg Usha Martin Wires Pvt. Ltd.

(e) Figures in normal type relate to previous year.

50. Disclosure pursuant to SEBI's circular No. SMD/POLICY/CIR-02/2003

I. Loans and advances in the nature of loans to subsidiaries

		As at 31st March, 2015	As at 31st March, 2014
	Loans to subsidiary :		
(a)	**Bharat Minex Private Limited**		
	Balance as at the year end	-	554
	Maximum amount outstanding at any time during the year	595	554
(b)	**Usha Siam Steel Industries Public Company Limited**		
	Balance as at the year end	1,057 *	924
	Maximum amount outstanding at any time during the year	1,057	927
(c)	**UM Cables Limited**		
	Balance as at the year end	4,500 *	4,500
	Maximum amount outstanding at any time during the year	4,500	4,500
	The aforesaid loanees have not made any investments in the shares of the Company.		
	*** No repayment schedule or repayment beyond seven years**		

II. In view of voluminous data furnishing of particulars such as name, amount outstanding at the year end and maximum amount outstanding during the year in respect of loans and advances in the nature of loan given to employees for medical, furniture, housing, vehicle etc. with interest rate varying from 0 - 6 per cent and repayment terms varying from 1 - 10 years is not considered practicable. Aggregate amount of such advances and loans outstanding at the year end is Rs. 195 [31st March, 2014 : Rs.227).

51. The remuneration payable to the Joint Managing Director of the Company aggregating Rs. 41 (Previous Year ; Rs. Nil) for the period from 1st February, 2015 to 31st March, 2015 has been approved by the Shareholders of the Company and being in excess of the limits specified in Schedule V (read with Section 197) to the Companies Act, 2013, the Company has filed an application for approval of the Central Government, which is pending. The Company however, has paid remuneration amounting to Rs. 36 for the said period to the Joint Managing Director as per the terms of the earlier appointment.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

52. DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

(a) Derivative Instrument outstanding as at the reporting date

Particulars	Purpose	As at 31st March, 2015			As at 31st March, 2014		
		Currency	Amount in Foreign Currency	Amount	Currency	Amount in Foreign Currency	Amount
Forward Contracts	Hedge of Foreign Currency Payables	USD	27,931,451	17,457	USD	56,550,628	33,882
	Hedge of Foreign Currency Payables	EURO	528,815	355	EURO	906,950	750
	Hedge of Foreign Currency Payables	GBP	40,200	37	GBP	-	-
	Hedge of Foreign Currency Receivable	EURO	1,397,997	939	USD	1,264,736	758
	Hedge of Foreign Currency Receivable	ZAR	2,269,504	116	ZAR	-	-
	Hedge of Foreign Currency Receivable	AUD	1,994,920	948	AUD	1,361,000	753
Interest Rate Swaps	Hedge of Floating Interest Rate on Foreign Currency Loan	USD	-	-	USD	19,000,000	11,384
Call Spread Option	Hedge of Foreign Currency Loan	USD	-	-	USD	19,000,000	11,384
	Hedge of Foreign Currency Payables	USD	11,280,000	7,050	USD	8,500,000	5,093

(b) Particulars of unhedged foreign currency exposure as at the reporting date

Particulars	As at 31st March, 2015			As at 31st March, 2014		
	Currency	Amount in Foreign Currency	Amount	Currency	Amount in Foreign Currency	Amount
Loans Payable	USD	125,000,000	78,125	USD	125,000,000	74,894
Loan Receivables	THB	50,000,000	960	THB	50,000,000	924
Payables	USD	62,445,150	39,028	USD	19,755,849	11,837
Payables	EURO	1,684,546	1,132	EURO	2,098,313	1,735
Payables	GBP	60,505	56	GBP	20,737	21
Payables	JPY	1,363,360	7	JPY	-	-
Payables	SEK	321	*	SEK	31,600	3
Receivables	USD	13,398,090	8,374	USD	14,991,640	8,982
Receivables	EURO	447,683	301	EURO	1,195,560	989
Receivables	GBP	134,404	124	GBP	1,085,981	1,083
Receivables	ZAR	179,730	9	ZAR	-	-
Receivables	AUD	107,024	51	AUD	1,144,978	633

	2014-2015	2013-2014
(c) Mark-to-Market losses provided for	5	43

* Amount is below the rounding off norm adopted by the Company.

53. The following table includes the classification of investments in accordance with AS-13 : Accounting for Investments

	As at 31st March, 2015	As at 31st March, 2014
Long Term Investments		
Usha Martin International Limited 59,09,388 (31st March, 2014 : 59,09,388) Ordinary Shares of GBP 1 each fully paid	6,181	6,181
Usha Siam Steel Industries Public Company Limited 1,32,00,000 (31st March, 2014 : 1,32,00,000) Ordinary Shares of Thai Baht 10 each fully paid	2,620	2,620
Usha Martin Singapore Pte Limited 10,00,000 (31st March, 2014 : 10,00,000) Ordinary Shares of SGD 1 each fully paid	268	268
Brunton Wolf Wire Rope, FZCO 114 (31st March, 2014 : 114) Ordinary Shares of AED 1,00,000 each fully paid	1,777	1,777
Usha Martin Americas Inc 40,00,000 (31st March, 2014 : 40,00,000) Shares of USD 1 each fully paid	1,660	1,660
UM Cables Limited 1,11,29,660 (31st March, 2014 : 1,11,29,660) Equity Shares of Rs.10/- each fully paid	1,271	1,271
Usha Martin Power and Resources Limited 50,000 (31st March, 2014 : 49,940) Equity Shares of Rs. 10/- each fully paid [Net of provision for other than temporary diminution amounting to Rs. 1 (31st March, 2014 : Rs.1)]	5	4

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

	As at 31st March, 2015	As at 31st March, 2014
Bharat Minex Private Limited 2,00,000 (31st March, 2014 : 2,00,000) Equity Shares of Rs. 10/- each fully paid [Net of provision for other than temporary diminution amounting to Rs. 10 (31st March, 2014 : Rs 10)]	-	-
Pengg Usha Martin Wires Private Limited 1,08,00,000 (31st March, 2014 : 1,08,00,000) Equity Shares of Rs.10/- each fully paid	1,080	1,080
Gustav Wolf Speciality Cords Limited 150,000 (31st March, 2014 : 73,500) Equity Shares of Rs.10/- each fully paid up	168	73
CCL Usha Martin Stressing Systems Limited 4,73,195 (31st March, 2014 : 4,73,195) Equity Shares of Rs.10/- each fully paid up [Net of provision for other than temporary diminution amounting to Rs. 16 (31st March, 2014 : Rs.16)]	31	31
Dove Airlines Private Limited 10,38,000 (31st March, 2014 : 10,38,000) Equity Shares of Rs.10/- each fully paid	325	325
UM Cables Limited 9,00,000 (31st March, 2014 : 17,00,000) 8% (Previous Year 8%) Redeemable Cumulative Preference Shares of Rs.100/- each fully paid	900	1,700
Pengg Usha Martin Wires Private Limited 4,40,000 (31st March, 2014 : 4,40,000) 0.50% (Previous Year 0.50%) Redeemable Cumulative Preference Shares of Rs.100/- each fully paid	440	440
Adityapur Toll Bridge Company Limited 1,00,000 (31st March, 2014 : 1,00,000) Equity Shares of Rs.10/- each fully paid	10	10
Adityapur Auto Cluster 1,000 (31st March, 2014 : 1,000) Equity Shares of Rs.1000/- each fully paid	10	10
Usha Communications Technology Limited BVI 1,21,10,242 (31st March, 2014 : 1,21,10,242) Ordinary Shares of USD 0.50 each fully paid	28	28
UMI Special Steel Limited (under liquidation) 1,80,68,472 (31st March, 2014 : 1,80,68,472) Equity Shares of Rs.10/- each fully paid [At cost less write-down - Rs.327 (31st March, 2014 : Rs.327)]	*	*
Total Investments	**16,774**	**17,478**
Disclosed Under :		
Non Current Investments (Refer Note 14)	16,774	17,378
Current Investment (Refer Note 17)	-	100
Total	**16,774**	**17,478**

* Amount is below the rounding off norm adopted by the Company

54. The previous year figures have been reclassified where considered necessary to conform to this year's classification.

Signature to Note '1' to '54'.

For PRICE WATERHOUSE
Firm Registration Number : 301112E
Chartered Accountants

Pradip Law
Partner
Membership No. 51790

Place : Kolkata
Date : 25th May, 2015

P. Jhawar
Chairman

R. Jhawar
Managing Director

A. K. Somani
Chief Financial Officer & Company Secretary

INDEPENDENT AUDITORS' REPORT

To the Members of Usha Martin Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Usha Martin Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its jointly controlled entities ; (refer Note 2 to the attached consolidated financial statements), comprising the consolidated Balance Sheet as at March 31, 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entities in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its jointly controlled entities respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial control system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 10 of the Other Matters paragraph belowis sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

7. We draw your attention to the Note 42 to financial statements regarding remuneration paid/ payable to the Joint Managing Director of the Holding Company aggregating Rs. 41 lakhs for the period February 1, 2015 to March 31, 2015 in excess of limits specified in Schedule V read with section 197 of the Act and as approved by the shareholders of the Company, which is pending for Central Government approval in accordance with requirements of Act.

Qualified Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required except for the effects of the matter referred to in Basis for Qualified Opinion paragraph above and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, its jointly controlled entities as at March 31, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

9. We draw your attention to Note 25(a) to the consolidated financial statements regarding the deallocation of the Holding Company's erstwhile Kathuatia and Lohari coal blocks during the year pursuant to unfavourable regulatory developments and the consequent declassification of the related non-current assets amounting to Rs 18,650 Lakhs to current assets as at March 31, 2015. The realizable value of the aforesaid assets, as per Management of the Holding Company, will not be less than their carrying values. Our opinion is not qualified in respect of this matter.

Other Matter

10. We did not audit the financial statements of nine subsidiaries and three jointly controlled entities whose financial statements reflect total assets of Rs131,518 lakhs and net assets of Rs. 81,580 lakhs as at March 31, 2015, total revenue of Rs. 125,514 lakhs, net profit of Rs 6,001 lakhs and net cash flows amounting to Rs 331 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

11. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and jointly controlled

companies incorporated in India (Refer Note 2 to the consolidated financial statements), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

12. As required by Section143(3) of the Act, we report, to the extent applicable, that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

    (b) In our opinion, except for the matter referred to in Basis for Qualified Opinion paragraph above, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group and jointly controlled entities incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.

    (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Groupand jointly controlled entities incorporated in India including relevant records relating to the preparation of the consolidated financial statements.

    (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts)Rules, 2014.

    (e) On the basis of the written representations received from the directors of the Holding Company ason 31st March, 2015 taken on record by the Board of Directors of the Holding Company and thereports of the statutory auditors of its subsidiary companies and jointly controlled companies incorporated in India, none of the directors of the Group companiesand jointly controlled companies incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

    (f) The qualification relating to maintenance of accounts and other matters connected therewith are as stated in the Basis of Qualified Opinion paragraph above.

    (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 ofthe Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2015 on the consolidated financial position of the Group, its jointly controlled entities– Refer Note 23 to the consolidated financial statements.

        ii. The Group and its jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts, as applicable, as at March 31, 2015.

        iii. There has been no delay in transferring amounts, required to be transferred, where applicable, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and jointly controlled companies incorporated in India during the year ended March 31, 2015.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants
Pradip Law
Partner
Membership Number 51790

Kolkata
May 25, 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Usha Martin Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2015

i. (a) The Holding Company, one of its subsidiaries and two jointly controlled entities incorporated in India are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets. In case of three subsidiaries of the Holding Company viz. Usha Martin Power & Resources Limited (UMPRL); Gustav Wolf Speciality Cords Limited (GWSCL) and Bharat Minex Private Limited (BMPL), audited by other firms of chartered accountants, who vide their reports dated April 20, 2015; April 20, 2015 and April 27, 2015 respectively have reported as follows: "The Company has no fixed assets as on 31st March 2015. Accordingly, clause 3(i) of the Order is not applicable to the company."

   In case of CCL Usha Martin Stressing Systems Limited (CCLUMSSL), a jointly controlled entity of the Holding Company, audited by another firm of chartered accountants, who vide their report dated April 20, 2015 have reported as follows: "The Company has only one asset under the head Intangible Assets. Accordingly, clause 3(i) of the Order is not applicable to the company."

   (b) The fixed assets are physically verified by the respective Managements of the Holding Company and one of its subsidiaries and one jointly controlled entity incorporated in India according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the aforesaid respective Holding Company and its subsidiary and jointly controlled entity and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the respective Managements of the aforesaid Holding Company and its subsidiary and jointly controlled entity during the year and no material discrepancies have been noticed on such verification.

   In case of Dove Airlines Private Limited (DAPL), a jointly controlled entity of the Holding Company, audited by another firm of chartered accountants, who vide their report dated May 18, 2015 have reported as follows: "As informed, the fixed assets have been physically verified by the management at the Period end and no material discrepancies are reported to have been noticed on such verification. In our opinion , the frequency of verification, is reasonable."

ii. (a) The inventory excluding stocks with third parties in case of the Holding Company has been physically verified by the respective Managements of the Holding Company, its subsidiary and jointly controlled entity incorporated in India during the year. In respect of inventory of the aforesaid Holding Company lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.

   In case of UMPRL, BMPL ,subsidiaries and CCLUMSSL jointly controlled entity of the Holding Company, audited by other firms of chartered accountants, who vide their reports dated April 20, 2015; April 27, 2015 and April 20, 2015 respectively have reported as follows: "The Company does not hold any inventory. Accordingly, the matters specified in terms (a), (b) and (c) of clause 3 (ii) of the Order is not applicable to the company."

   In case of GWSCL, subsidiary and DAPL jointly controlled entity of the Holding Company, audited by other firms of chartered accountants, who vide their reports dated April 20, 2015 and May 18, 2015 respectively have reported as follows: "The nature of the Company's activities during the year has been such that clause (ii) of the Order is not applicable."

   (b) In our opinion, the procedures of physical verification of inventory followed by the respective Managements of the Holding Company, its subsidiary and jointly controlled entity incorporated in India are reasonable and adequate in relation to the size of the aforesaid Holding Company, its subsidiary and jointly controlled entity and the nature of their respective businesses.

(c) On the basis of our examination of the inventory records and the reports of the other auditors, in our opinion, the Holding Company, its subsidiary and, jointly controlled entity incorporated in India are maintaining proper records of inventory other than in respect of Work-in-progress (year-end balance Rs. 6,771 lakhs) which have been determined by the Management based on physical verification at the year-end. The discrepancies noticed on physical verification of inventory of the aforesaid Holding Company, its subsidiary and jointly controlled entity as compared to the respective book records were not material.

iii. The Holding Company, its subsidiaries and jointly controlled entities incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the aforesaid Holding Company, its subsidiaries and jointly controlled entities.

iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company, its subsidiaries and jointly controlled entities incorporated in India and the nature of their respective businesses for the purchase of inventory and fixed assets and for the sale of goods and services, as applicable. Further, on the basis of our examination of the books and records of the aforesaid Holding Company and the reports of the other auditors on the subsidiaries and jointly controlled entities as furnished to us, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

v. The Holding Company, its subsidiaries and jointly controlled entities incorporated in India have not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.

vi. We have broadly reviewed the books of account maintained by the Holding Company incorporated in India in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and based on such review, and the reports of the other auditors on the Holding Company's subsidiary incorporated in India as furnished to us, are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We/the other auditors have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

In case of UMPRL, GWSCL and BMPL subsidiaries of the Holding Company, CCLUMSSL, Pengg Usha Martin Wires Private Limited (PUMWPL) and DAPL jointly controlled entities of the Holding Company incorporated in India, audited by other firms of chartered accountants, who vide their reports dated April 20, 2015; April 20, 2015; April 20, 2015; April 27, 2015; April 20, 2015; May 11, 2015 and May 18, 2015 respectively have reported that the requirements for the maintenance of cost records under sub-section (1) of Section 148 of the Act are not applicable to said companies.

vii. (a) In our opinion, and according to the information and explanations given to us and the records of the Holding Company examined by us, the Company is generally regular in depositing undisputed statutory dues in respect of Sales Tax, Work Contract Tax, duty of excise, value added tax and Royalty, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees state insurance, income tax, wealth tax, duty of customs or cess and other material statutory dues, as applicable, with the appropriate authorities.

In case of U M Cables Limited (UMCL), UMPRL, GWSCL, BMPL subsidiaries of the Holding Company and CCLUMSSL and PUMWPL jointly controlled entities of the Holding Company incorporated in India, audited by other firms of chartered accountants, who vide their reports dated April 17, 2015; April 20, 2015; April 20, 2015; April 20, 2015; April 27, 2015; April 20, 2015 and May 11, 2015 respectively have reported as follows: "According to the information and explanations given to us and the records of the company examined by us, in our opinion, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory Dues, as applicable, with the appropriate authorities."

In case of DAPL, a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated May 18, 2015 have reported as follows: "According to the information and explanations given to us and the records of the company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory Dues, as applicable, with the appropriate authorities."

(b) According to the information and explanations given to us and the records of the Holding Company incorporated in India examined by us, and based on the reports of the other auditors of the Holding Company's subsidiaries and jointly controlled entities incorporated in India there are no dues of wealth-tax or cess which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows:

Name of the Company	Relation-ship	Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Usha Martin Limited (UML)	Holding Company	Central and State Sales Tax Act / Value Added Tax Act	Taxes including interest	1,464.83	1986-87, 2002-03 to 2005-06, 2009-10 and 2011-12	Sales Tax Appellate Tribunal
				302.96	1984-85, 2006-07, 2008-09 to 2010-11, 2012-13	Deputy Commissioner of Commercial Taxes
				1186.85	2007-08 , 2009-10 to 2011-12	Joint Commissioner of Commercial Taxes
				280.57	2010-11	Additional Commissioner of Commercial Taxes
				1.92	2005-06	Madhya Pradesh High Court(Gwalior Bench)
UML	Holding Company	Central Excise Act	Duty of Excise including penalty	6,427.79	2001-02 to 2010-11	Central Excise and Service Tax Appellate Tribunal
				48.06	2004-05 to 2007-08	Additional Commissioner of Central Excise
				89	2008-09,2009-10,2010-11,2012-13	Commissioner of Central Excise (Appeals)
UMCL	Subsidiary	Central Excise Act, 1944	Cenvat and Penalty	8.43	March 2007 to June 2008	Customs, Excise & Service Tax Appellate Tribunal
			Excise duty and Penalty	614.41	July 2005 to October 2013	Customs, Excise & Service Tax Appellate Tribunal
UML	Holding Company	Finance Act, 1994	Service Tax	17.82	2001-02	Joint Commissioner of Central Excise

Name of the Company	Relation-ship	Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
UML	Holding Company	Customs Act,1962	Duty of Customs	15.85	1995-96,1996-97,1998-99,2000-01, 2008-09	Deputy Commissioner of Customs
				15.93	1989-90,1992-93,1993-94	Central Excise and Service Tax Appellate Tribunal
				51.66	1989-90,1996-97,2002-03	Assistant Commissioner of Customs
				0.02	2005-06	Commissioner of Customs (Appeals)
UMCL	Subsidiary	Customs Act,1962	Customs duty, penalty and fine	407.80	March 2005 to July 2006	Commissioner of Customs & Central Excise
			Penalty and fine	14.00	2008-09	Customs, Excise & Service Tax Appellate Tribunal
UML	Holding Company	Income Tax Act,1961	Income Tax	551.78	Assessment Year 1998-99	Ranchi High Court
				1,388.44	Assessment Year 2007-08	Commissioner of Income Tax (Appeals),Ranchi

c) The amount required to be transferred to Investor Education and Protection Fund by the Holding Company have been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

Based on the reports of the other auditors of the Holding Company's subsidiaries and jointly controlled entities incorporated in India, there are no amounts required to be transferred by the subsidiaries and jointly controlled entities of the Holding Companyto the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

viii. The accumulated losses of the Holding Company did not exceed fifty percent of its net worth as at March 31, 2015 and it has not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.

In case of UMCL, GWSCL subsidiaries of the Holding Company and PUMWPL and DAPL jointly controlled entities of the Holding Company incorporated in India, audited by other firms of chartered accountants, who vide their reports dated April 17, 2105; April 20, 2015; May 11, 2015 and May 18, 2015 respectively have reported as follows: "The Company has no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year."

In case of BMPL, a subsidiary of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated April 27, 2015 have reported as follows: "The Company has no accumulated loss as at 31st March 2015 nor has it incurred any cash losses in the financial year ended on that date but in immediately preceding financial year company has incurred cash loss of Rs. 22,93,929."

In case of CCLUMSSL, a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated April 20, 2015 have reported as follows: "The Company has accumulated loss of Rs. 2,440,152 as at 31st March 2015 and has not any incurred cash losses in the financial year ended on that date nor in the immediately preceding financial year."

In case of UMPRL, a subsidiary of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated April 20, 2015 have reported as follows: "The Company has accumulated loss of Rs.171,393 as at 31st March 2015 and has incurred cash losses of Rs.25,608 in the financial year ended on that date. Further, the Company has incurred cash losses of Rs.31,096 in the immediately preceding financial year."

ix. According to the records of the Holding Company examined by us and the information and explanation given to us and based on the reports of the other auditors, the Holding Company, its subsidiary and a jointly controlled entity incorporated in India have not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

In case of UMPRL, GWSCL and BMPL subsidiaries of the Holding Company and CCLUMSSL and DAPL jointly controlled entities of the Holding Company incorporated in India, audited by other firms of chartered accountants, who vide their reports dated April 20, 2105; April 20, 2015; April 27, 2015; April 20, 2015 and May 18, 2015 respectively have reported as follows: "The Company does not have any borrowing from any financial institution or bank nor have they issued any debentures as at the balance sheet date. Accordingly, the provisions of Clause 3(ix) of the Order is not applicable."

x. In our opinion, and according to the information and explanations given to us,the terms and conditions of the guarantees given by the Holding Company for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Holding Company.

In case of UMCL, UMPRL, GWSCL and BMPL subsidiaries of the Holding Company and CCLUMSSL, PUMWPL and DAPL jointly controlled entities of the Holding Company incorporated in India, audited by other firms of chartered accountants, who vide their reports dated April 17, 2015; April 20, 2105; April 20, 2015; April 27, 2015; April 20, 2015; May 11, 2015 and May 18, 2015 respectively have reported as follows: "According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year."

xi. In our opinion, and according to the information and explanations given to us and based on the report of the auditor of PUMWPL , a jointly controlled entity of the Holding Company, incorporated in India, the term loans obtained by the Holding Company and PUMWPL have been applied, on an overall basis, for the purposes for which they were obtained.

Based on the reports of the other auditors of the Holding company's subsidiaries and jointly controlled entities incorporated in India, the respective companies have not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the aforesaid subsidiaries and jointly controlled entities.

xii. During the course of our examination of the books and records of the Holding Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and based on the reports of the other auditors, except for scrap sold by certain erstwhile employees in one of the Units of the Holding Company in respect of which revenue was recognised at a price lower than the sale value, involving amounts aggregating Rs. 100 lakhs, during the period September 2013 to December 2013 as detected by the Management of the Holding Company, and for which the Management of Holding Company has taken appropriate steps for recovery from such erstwhile employees, we/the other auditors have neither come across any instance of material fraud on or by the aforesaid Holding Company, its subsidiaries and jointly controlled entities noticed or reported during the year, nor have we/the other auditors been informed of such case by the respective Managements of the Holding Company, its subsidiaries and jointly controlled entities, incorporated in India.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants
Pradip Law
Partner
Membership Number 51790

Kolkata
May 25, 2015

Consolidated Balance Sheet of Usha Martin Limited and its Subsidiaries as at 31st March 2015

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note No.	As at 31st March 2015	As at 31st March 2014
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	3,054	3,054
Reserves and Surplus	4A	169,845	197,230
		172,899	**200,284**
Equity Warrant application money pending allotment	4B	**3,000**	**-**
Minority Interest		**3,149**	**3,061**
Non-current Liabilities			
Long-term Borrowings	5	271,282	264,215
Deferred Tax Liabilities (Net)	6	8,980	20,788
Other Long-term Liabilities	7	10,533	24,830
Long-term Provisions	8	3,638	3,934
		294,433	**313,767**
Current Liabilities			
Short-term Borrowings	9	93,222	85,286
Trade Payables	10	177,495	164,259
Other Current Liabilities	11	84,319	96,433
Short-term Provisions	12	2,029	1,466
		357,065	**347,444**
TOTAL		**830,546**	**864,556**
Assets			
Non-current Assets			
Fixed Assets			
Tangible Assets	13A	541,811	544,121
Intangible Assets	13B	5,905	5,873
Capital Work-in-progress	13C	12,129	37,268
Intangible Assets under development	13D	1,037	51
Non-current Investments	14	48	48
Deferred Tax Assets (Net)	15	489	362
Long-term Loans and Advances	16	3,521	27,107
Other Non-current Assets	17	49	42
		564,989	**614,872**
Current Assets			
Inventories	18	168,193	152,552
Trade Receivables	19	48,596	52,701
Cash and Bank Balances	20	7,378	19,547
Short-term Loans and Advances	21	33,044	20,068
Other Current Assets	22	8,346	4,816
		265,557	**249,684**
TOTAL		**830,546**	**864,556**

This is the Consolidated Balance Sheet referred to in our report of even date.

The notes are an integral part of the financial statements.

For Price Waterhouse
Firm Registration Number : 301112E
Chartered Accountants

Pradip Law
Partner
Membership No. 51790

Place : Kolkata
Date : 25th May, 2015

P. Jhawar
Chairman

R. Jhawar
Managing Director

A. K. Somani
Chief Financial Officer and Company Secretary

Consolidated Statement of Profit and Loss of Usha Martin Limited and its Subsidiaries for the year ended 31st March 2015

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note No.	Year ended 31st March 2015	Year ended 31st March 2014
Income			
Sale of Products		478,467	425,688
Sale of Services		4,865	2,518
Other Operating Revenue		11,067	10,626
Revenue from Operations (Gross)		494,399	438,832
Less: Excise Duty		38,289	31,449
Revenue from Operations (Net)		456,110	407,383
Other Income	26	3,699	9,249
Total Revenue		**459,809**	**416,632**
Expenses			
Cost of Materials Consumed	27	162,143	150,527
Purchases of Stock-in-trade		7,717	1,999
Changes in inventories of Finished Goods, Work-in-progress, Stock-in-trade and Scrap	28	(6,582)	(12,805)
Employees Benefits Expense	29	39,342	35,037
Finance Costs	30	52,194	43,956
Depreciation and Amortisation Expense	31	41,842	33,320
Other Expenses	32	183,144	162,532
Adjustment for Items Capitalised and Departmental Orders for own consumption		(1,303)	(601)
Total Expenses		**478,497**	**413,965**
Profit / (Loss) before Exceptional and Extraordinary items, Tax and Minority Interest		(18,688)	2,667
Exceptional items	33	(10,016)	-
Profit / (Loss) before Extraordinary items, Tax and Minority interest		**(28,704)**	**2,667**
Extraordinary items		-	-
Profit / (Loss) before Tax and Minority interest		**(28,704)**	**2,667**
Tax Expenses			
Current Tax		1,462	2,572
Less : MAT Credit Entitlement (including reversal of Rs.5,399 [Previous Year : Rs. Nil])		5,287	(27)
Deferred Tax Credit		(10,313)	(1,200)
Profit / (Loss) for the period before Minority Interest		**(25,140)**	**1,322**
Minority Interest		172	252
Profit / (Loss) for the period		**(25,312)**	**1,070**
Earning / (Loss) per Equity Share [Nominal Value per Share Re.1/-(31st March 2014 Re.1/-)]	34		
Basic		(8.31)	0.35
Diluted		(8.31)	0.35

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

The notes are an integral part of the financial statements.

For Price Waterhouse
Firm Registration Number : 301112E
Chartered Accountants

P. Jhawar
Chairman

Pradip Law
Partner
Membership No. 51790

R. Jhawar
Managing Director

Place : Kolkata
Date : 25th May, 2015

A. K. Somani
Chief Financial Officer and Company Secretary

Consolidated Cash Flow Statements of Usha Martin Limited and its Subsidiaries for the year ended 31st March, 2015

(All amounts in Rs. Lakhs, unless otherwise stated)

		Year ended 31st March, 2015	Year ended 31st March, 2014
A.	**Cash Flow from Operating Activities**		
	Profit/(Loss) before taxation	(28,704)	2,667
	Adjustment for:		
	Depreciation and Amortisation Expense	41,842	33,320
	Gain on Reversal of Impainment loss	(98)	-
	Loss on sale of Tangible Assets (Net)	2	1,008
	Interest Income	(502)	(1,350)
	Dividend received from Current Investments	(95)	(382)
	Insurance claims received against Tangible Assets	(146)	(986)
	Finance Costs	52,194	43,956
	Unrealised Foreign Currency (gains)/losses (Net)	(3,567)	3,298
	Unrealised Derivative gains (Net)	(614)	(1,719)
	Effect of change in Foreign Exchange Translation	(221)	5,222
	Provision for Doubtful Debts and Advances	1,834	220
	Provision for slow moving items and diminution in realisable value	-	13
	Provision for Doubtful Debts, Advances and Inventories no longer required written back	(96)	(449)
	Liabilities no longer required written back	(468)	(590)
	Bad Debts/Advances written off	19	5
	Tangible Assets / Capital work-in-progress written off and Provision for Mines Restoration Cost [includes Rs.1,643 shown as exceptional items (Refer Note 33)]	3,046	27
	Operating profit before working capital changes	**64,426**	**84,260**
	Changes in Working Capital:		
	Increase in Trade Payable	14,900	10,447
	(Decrease) / Increase in Long-term Provisions	404	(2)
	Increase in Short-term Provisions	560	374
	Increase in Other Current Liabilities	4,706	3,776
	Decrease in Other Long-term Liabilities	56	(79)
	Decrease in Trade Receivables	3,962	5,015
	Decrease / (Increase) in Inventories	(15,630)	10,750
	Decrease / (Increase) in Long Term Loans and Advances	(259)	514
	Decrease / (Increase) in Other Non-current Assets	(6)	669
	Decrease / (Increase) in Short-term Loans and Advances	624	(2,003)
	Decrease in Other Bank balances	(72)	198
	Decrease in Other Current Assets	1,737	3,931
		10,982	**33,590**
	Cash generated from operations	**75,408**	**117,850**
	Direct tax paid	(2,517)	(3,417)
	Net cash generated from Operating Activities	**72,891**	**114,433**
B.	**Cash flow from Investing Activities:**		
	Purchase of Tangible and Intangibles Assets [Refer (b) below]	(60,224)	(118,314)
	Sale of Tangible Assets	545	1,160
	Grant Received from Government [Refer Note 13A(a)]	526	-
	Insurance claims received against Tangible Assets	146	986
	Interest Income received	470	1,420
	Placement of fund in long-term deposits with bank having maturity of more than 3 months but less than 12 months	(48)	(2,203)
	Realisation of long-term deposits with bank having maturity of more than 3 months but less than 12 months	2,264	12,108
	Dividend received from Current Investments	95	382
	Net cash used in Investing Activities	**(56,226)**	**(104,461)**

Consolidated Cash Flow Statements of Usha Martin Limited and its Subsidiaries for the year ended 31st March, 2015

(All amounts in Rs. Lakhs, unless otherwise stated)

		Year ended 31st March, 2015	Year ended 31st March, 2014
C.	**Cash flow from Financing Activities**		
	Long-term Borrowings - Receipts	14,894	10,862
	Short term borrowings - Receipts	7,936	34,947
	Proceeds from Convertible Equity Warrants (Net of Expenses Rs.5)	3,005	-
	Finance Costs paid	(52,159)	(43,308)
	Dividend Transfered to Investor Education and Protection Fund	(9)	(5)
	Dividend paid (including tax thereon Rs. 18 ; Previous Year Rs. 101)	(18)	(558)
	Dividend paid by a subsidiary Company to Minority Shareholders	(262)	(101)
	Net Cash from / (used in) Financing Activities	**(26,613)**	**1,837**
	Net Increase / (Decrease) in cash and cash equivalents during the year	**(9,948)**	**11,809**
D.	**Exchange differences on Translation of Foreign Currency Cash and Cash Equivalent**	**(77)**	**(529)**
		(10,025)	**11,280**
	Cash and Cash equivalents at the beginning of the year	16,914	5,634
	Cash and Cash equivalents at the end of the year	**6,889**	**16,914**
	Cash and cash equivalents comprises of:		
	Cash on hand	47	50
	Cheques, Drafts on hand	54	45
	Remittance in transit	-	550
	Balance with Banks		
	In Current accounts	6,238	3,683
	In Unclaimed Dividend Accounts [Refer (c) below]	50	59
	Demand deposits (less than 3 months maturity)	500	12,527
		6,889	**16,914**

(a) The above Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard - 3 on Cash Flow Statements prescribed under the Companies Act, 1956 of India.

(b) Includes interest expense capitalised Rs. 126 (Previous Year : Rs.4,264).

(c) Earmarked for payment of unclaimed dividend.

This is the Cash Flow Statement referred to in our report of even date.

The notes are an integral part of the financial statements.

For PRICE WATERHOUSE
Firm Registration Number : 301112E
Chartered Accountants

Pradip Law
Partner
Membership No. 51790

Place : Kolkata
Date : 25th May, 2015

P. Jhawar
Chairman

R. Jhawar
Managing Director

A. K. Somani
Chief Financial Officer and Company Secretary

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

1. Summary of significant accounting policies

1.1 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis except for certain tangible assets which are being carried out at revalued amounts. Pursuant to Section 133 of the Companies Act, 2013 (the Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006 as amended] and other relevant provisions of the Act and Accounting Standard 30, Financial Instruments; Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other Accounting Standard referred in Section 211(3C) of the erstwhile Companies Act, 1956.

All assets and liabilities have been classified as current and non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

1.2 Fixed Assets

(a) Tangible Assets

Tangible Assets are stated at cost or revalued amount net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises cost of acquisition, construction and subsequent improvements thereto including taxes and duties (net of credits and draw backs), freight and other incidental expenses related to acquisition and installation. Preoperative expenses, where appropriate, are capitalised till the commercial use of the assets.

(b) Intangible Assets

Intangible Assets are stated at cost of acquisition net of accumulated amortisation and accumulated impairment losses if any. Cost comprises cost of acquisition and subsequent improvements thereto including taxes and duties (net of credits and drawbacks) and other incidental expenses etc. related to acquisition and installation.

(c) Capital Work-in-progress

Capital Work-in-progress are stated at cost and inclusive of preoperative expenses, project development expenses etc.

(d) Intangible Assets under Development

Intangibe Assets under Development are stated at cost.

(e) Assets held for Disposal

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of the book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately.

1.3 Depreciation and Amortisation

(a) Depreciation is provided prorata basis on straight line method at the rates determined based on estimated useful lives of tangible assets where applicable, prescribed under Schedule II to the Act with the exception of the following items where estimated useful lives have been determined to be longer than the lives specified in Schedule II based on technical evaluation carried out by the Parent Company and one Indian Subsidiary and one Indian Joint Venture company.

- Certain items of plant and equipment - 10 years to 20 years

(b) Leasehold Land is amortised over the tenure of respective leases.

(c) Mining lease and Development is amortised over the tenure of lease or estimated useful life of the mine, whichever is shorter.

(d) Intangible assets where applicable are amortised on straight line method at the rates determined based on estimated useful lives which vary from 2 to 5 years except in case of trade mark, where the estimated useful life has been considered as 15 years by a foreign subsidiary of the Group after taking into account the long term business potential and other factors relating to the said trade mark.

(e) In case of certain Subsidiaries and a Joint Venture company, depreciation is provided under "Reducing Balance Method" and/or "Straight Line Method" at the following rates which are different from those applied by the Parent Company:

Class of Assets	Reducing Balance Method	Straight Line Method
Land and Site Development - Leasehold		20%
Buildings		2% - 5%, 10%
Plant and Machinery		7%-10%, 20%
Furniture and Fitting	10% - 25%	10%, 15%,25%
Office Equipment	10% - 25%	10% -12.5%, 25%,100%
Vehicles	25.89%	10% - 25%
Aircraft	16.20%	
Computer	40%	

(f) In case of revalued tangible assets, where applicable, the amount equivalent to additional depreciation attributable to the amount added on revaluation is transferred from Revaluation Reserve to General Reserve.

1.4 Borrowing Cost

Borrowing Cost attributable to the acquisition and construction of qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use) are added to the cost up to the date when such assets are ready for their intended use. Other borrowing costs are recognised as expenses in the period in which these are incurred.

1.5 Impairment Loss

An impairment loss, if any, is recognised wherever the carrying amount of the fixed assets exceeds the recoverable amount i.e. the higher of the assets' net selling price and value in use.

1.6 Investments

Investments that are readily realisable and are intended to be held for not more than one year are classified as current investments and are carried at lower of cost and fair value. All other investments are classified as long term investments and are stated at cost. However diminution in carrying amount, other than temporary, is either written down or provided for and netted off against the cost.

1.7 Inventories

Inventories other than scrap are valued at lower of cost and estimated net realisable value. Cost is determined on Weighted Average basis other than in case of two foreign subsidiaries which follow specific identification method for determining cost. Scrap is valued at estimated net realisable value. Provision is made for obsolete/slow moving/defective stocks, wherever necessary.

1.8 Transactions in Foreign Currencies

Initial Recognition

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction.

Subsequent Recognition

At the reporting date, foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of transactions.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate. With respect to long-term foreign currency monetary items, from 1st April, 2011 onwards, the Group has adopted the following policy:

(a) Foreign exchange difference on account of a depreciable asset, is adjusted in the cost of depreciable asset, which would be depreciated over the balance life of the asset.

(b) In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/liability.

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability expressed in a foreign currency has a term of 12 months or more at the date of origination of the asset or liability.

Exchange differences on restatement/settlement of all other monetary items are recognised in the Statement of Profit and Loss.

1.9 Derivative Instruments and Hedge Accounting

The Group uses derivative financial instruments such as foreign exchange contracts, currency swaps, option contracts, interest rate swaps etc. to hedge its exposure to movements in foreign exchange rates and interest rates relating to the underlying transactions, highly probable forecast transactions and firm commitments.

Effective 1st April, 2009 the Group adopted Accounting Standard 30, "Financial Instruments: Recognition and Measurement" issued by The Institute of Chartered Accountants of India (ICAI) to the extent the adoption does not contradict with existing Accounting Standards and other authoritative pronouncements of the Act and other regulatory requirements.

For option contracts and interest rate swaps that are designated as effective cash flow hedges, the gain or loss from the effective portion of the hedge is recorded and reported directly in reserves (under the "Hedging Reserve Account") and are reclassified into the Statement of Profit and Loss upon the occurrence of the hedged transactions.

The Group recognises gains or losses from changes in fair values of option contracts and interest rate swaps that are not designated as effective cash flow hedges in the Statement of Profit and Loss in the period in which they arise. In respect of forward exchange contracts with underlying transactions, the premium or discount arising at the inception of such contract is amortised as expenses or accounted for as income over the life of contracts.

Other Derivative contracts outstanding at the Balance Sheet date are marked to market and resulting net loss, if any, is provided for in the financial statements.

Any profit or loss arising on cancellation of derivative instruments are recognised as income or expenses for the period.

1.10 Revenue Recognition

Sale of Goods: Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, sales taxes but including excise duties.

Sale of Services: Sales are recognised upon the rendering of services and are recognised net of service tax.

Other items are recognised on accrual basis.

1.11 Other Income

Interest: Interest income is generally recognised on a time proportion basis taking into account the amount outstanding and the rate applicable, when there is reasonable certainty as to realisation.

Dividend: Dividend income is recognised when the right to receive dividend is established.

All other items are recognised on accrual basis.

1.12 Employees Benefits

(a) Short -term Employee Benefits :

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

(b) Post Employment Benefit Plans :

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the year.

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method (PUCM), with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets where such plans are funded. Measurement of any assets resulting from this calculation is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the scheme.

(c) Other Long-term Employment Benefits (unfunded)

The cost of providing long-term employee benefits is determined using PUCM with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Other long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

1.13 Research and Development expenditure

Revenue expenditure on Research and Development (R & D) is charged in the year in which it is incurred. Capital Expenditure for R & D are capitalised.

1.14 Government Grants

(a) Government grants of the nature of promoters' contribution are credited to Capital Reserve.

(b) Government grants related to specific fixed assets are deducted from gross values of related assets in arriving at their book values.

(c) Government grants related to revenue are recognised on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with their related costs.

1.15 Taxation

Current Tax in respect of taxable income is provided for the year based on applicable tax rates and laws. Deferred tax is recognised subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realisation.

Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets and liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the respective entity of the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the respective entity of the Group will pay normal income tax during the specified period.

1.16 Provision and contingent liabilities

The Group recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources or there is a present obligation, reliable estimate of the amount of which cannot be made. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

1.17 Leases

Leases in which a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a systematic basis over the period of lease.

1.18 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Further, inter-segment revenues have been accounted for based on prices normally negotiated between the segments with reference to the costs, market prices and business risks, within an overall optimisation objective for the Group. Revenue and expenses have been identified with segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Corporate-Unallocated/Others (Net)".

1.19 Cash and Cash Equivalents

In the Cash Flow Statement, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments, if any, with original maturities of three months or less.

1.20 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.21 Revision in useful lives of Tangible Assets

Effective 1st April, 2014, the Parent Company and its Indian Subsidiaries and Joint Venture Companies have charged depreciation in keeping with the requirements of Schedule II to the Companies Act, 2013 and as a result of which the estimated useful lives of certain tangible assets have been revised. Pursuant to the transitional provision set out in the said Schedule II, the carrying amount (after retaining the residual values) aggregating Rs.4,549 lakhs (Previous Year ; Rs. Nil) relating to tangible assets, where the revised useful lives are nil as on 1st April, 2014, has been debited to General Reserve (Refer Note 4A). Further, related tax impact on such adjustment amounting to Rs.1,546 lakhs (Previous Year ; Rs. Nil) has been credited to General Reserve. Accordingly, the depreciation expense for the year ended 31st March, 2015 is lower and loss before tax is also lower by Rs. 1,079.

1.22 Change in Accounting Treatment relating to Depreciation on the amount added on revaluation

Effective 1st April, 2014, in keeping with the "Application Guide on the Provisions of Schedule II to the Companies Act, 2013" issued by the Institute of the Chartered Accountants of India, the amount equivalent to additional depreciation attributable to the amount added on revaluation of certain tangible assets has been transferred from Revaluation Reserve to General Reserve, unlike the earlier practice of transferring the amount equivalent to such additional depreciation from Revaluation Reserve to the statement of Profit and Loss for recoupment. As a result of such change, Depreciation and Amortisation expenses [Refer Note 31] is higher by Rs 438 (Previous Year : Rs Nil) and loss before tax is also higher by the same amount.

1.23 Consolidation

(i) Consolidated Financial Statements relate to Usha Martin Limited, the Parent Company and its subsidiaries (the Group). The Consolidated Financial Statements are in conformity with the Accounting Standard (AS) - 21 on Consolidated Financial Statements, prescribed under the Act and are prepared as set out below :

(a) The financial statements of the Parent Company and its subsidiaries have been combined on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses, after adjustments / elimination of inter-company balances and transactions including unrealised profits on inventories etc.

(b) The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.

(c) The excess of cost to the Parent Company of its investment in the subsidiaries over the Parent's portion of equity of the subsidiaries at the dates they became subsidiaries is recognised in the financial statements as goodwill.

(d) When the cost to the Parent Company of its investment in the subsidiries is less than the Parent's portion of equity of the subsidiries at the dates they became subsidiaries, the difference is treated as Capital Reserve in the financial statements.

(e) Minority interest in the consolidated financial statements is identified and recognised after taking into consideration :

- The amount of equity attributable to minorities at the date on which investments in a subsidiary is made.

-The minorities' share of movement in equity since the date parent - subsidiary relationship came into existence.

-Adjustment of the losses attributable to the minorities against the minority interest in the equity of the subsidiaries and thereafter adjustment of the excess of loss, if any, over the minority interest in the equity against the majority interest.

(f) The results of operations of subsidiary with which parent-subsidiary relationship ceases to exist are included in the consolidated financial statements until the date of cessation of the relationship.

(g) The translation of the functional currencies into Indian Rupees (reporting currency) is performed for assets and liabilities using the closing exchange rates at the balance sheet date, for revenues and costs and expenses using average exchange rates prevailing during the year. The resultant exchange difference arising out of such transactions is recognised as part of equity (Foreign Currency Translation Adjustment Account) by the Parent Company until the disposal of investment.

(ii) Investments in Joint Ventures (i.e. jointly controlled entities) are accounted for in accordance with AS-27 on Financial Reporting of Interest in Joint Ventures, prescribed under the Act, using proportionate consolidation principles based on the financial statements of the respective entities.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

2. (a) The Consolidated Financial Statements comprise the financial statements of the Parent Company and its subsidiary and joint venture companies as detailed below :

	Name of the Company	Country of Incorporation	Proportionate Ownership Interest	
			As at 31st March, 2015	As at 31st March, 2014
(i)	**Subsidiary**			
	Domestic:			
	UM Cables Limited	India	100%	100%
	Usha Martin Power and Resources Limited [Refer Note (b) below]	India	100%	99.88%
	Bharat Minex Private Limited	India	100%	100%
	Gustav Wolf Speciality Cords Limited (GWSCL) [with effect from 10th February, 2015] [Refer Note (c) below]	India	100%	-
	Overseas:			
	Usha Martin International Limited [Refer Note (d) below]	United Kingdom	92%	92%
	Usha Martin UK Limited @	United Kingdom	100%	100%
	European Management and Marine Corporation Limited @	United Kingdom	100%	100%
	EMM Caspian Limited [Refer Note (e) below]	United Kingdom	-	100%
	Brunton Shaw UK Limited @	United Kingdom	100%	100%
	De Ruiter Staalkabel B.V. @	Netherlands	100%	100%
	Usha Martin Europe B.V. @	Netherlands	100%	100%
	Usha Martin Italia S.R.L. @	Italy	100%	100%
	Brunton Wolf Wire Ropes FZCO.	United Arab Emirates, Dubai	60%	60%
	Usha Martin Americas Inc.	United States of America	100%	100%
	Usha Siam Steel Industries Public Company Limited	Thailand	97.98%	97.98%
	Usha Martin Singapore Pte. Limited	Singapore	100%	100%
	Usha Martin Australia Pty Limited @	Australia	100%	100%
	Usha Martin Vietnam Company Limited @	Vietnam	100%	100%
	PT Usha Martin Indonesia @	Indonesia	100%	100%
	Usha Martin China Company Limited @	China	100%	100%
(ii)	**Joint Venture Company**			
	Gustav Wolf Speciality Cords Limited (GWSCL) [ceased to be a Joint Venture Company with effect from 9th February, 2015] [Refer Note (c) below]	India	49%	49%
	Pengg Usha Martin Wires Private Limited (PUMWPL)	India	40%	40%
	CCL Usha Martin Stressing System Limited (CCLUMSSL)	India	49.99%	49.99%
	Dove Airlines Private Limited (DAPL)	India	50%	50%
	Tesac Usha Wirerope Company Limited (TUWCL) #	Thailand	50%	50%

@ Represents step-down subsidiary.

\# Represents a Joint Venture Company formed by two subsidiaries with a third party.

(b) During the year the Parent Company has purchased 60 Equity Shares of face value of Rs.10/- each of Usha Martin Power and Resources Limited to make it a wholly owned subsidiary.

(c) During the year the Parent Company has purchased 76,500 Equity Shares of face value of Rs.10/- each of Gustav Wolf Speciality Cords Limited an erstwhile Joint Venture Company to make it a wholly owned subsidiary.

(d) In earlier year, Usha Martin International Limited (UMIL), a subsidiary of the Company had issued and allotted 5,13,860 'C' ordinary shares of nominal value GBP 0.61 per share with voting rights to a party with resultant reduction in Company's control from 100% to 92% in UMIL. However, such reduction in control has not been considered in this Consolidated Financial Statements in view of restrictions on the said party's right on participation in profit, capital distribution etc. in terms of the related subscription agreement.

(e) During the year E.M.M Caspian Limited, a wholly owned and insignificant subsidiary of Usha Martin International Limited, has been dissolved after strategic review by the Company.

3. Share Capital

	As at 31st March, 2015	As at 31st March, 2014
Authorised:		
50,00,00,000 (31st March, 2014 : 50,00,00,000)Equity Shares of Re 1/- each	5,000	5,000
1,00,00,000 (31st March, 2014 : 1,00,00,000) Redeemable Cumulative Preference Shares of Rs.50/- each	5,000	5,000
Total	**10,000**	**10,000**
Issued Subscribed and Paid-up:		
30,47,41,780 (31st March, 2014 : 30,47,41,780) Equity Shares of Re. 1/- each fully paid up	3,047	3,047
Add: Shares Forfeited	7	7
Total	**3,054**	**3,054**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

4 A. Reserves and Surplus		
	As at 31st March, 2015	As at 31st March, 2014
Capital Reserve		
Balance as at the beginning of the year	3,721	3,721
Addition during the year [Refer (a) below]	7	-
Balance as at the end of the year	3,728	3,721
Capital Redemption Reserve		
Balance as at the beginning of the year	4,931	4,131
Addition during the year [Refer Note (b) below]	800	800
Balance as at the end of the year	5,731	4,931
Securities Premium Account		
Balance as at the beginning of the year	85,593	85,593
Less : Expenses related to Issue of Equity Warrants (Refer Note 4B)	5	-
Balance as at the end of the year	85,588	85,593
Revaluation Reserve [Refer (c) below]		
Balance as at the beginning of the year	1,254	1,683
Addition during the year [Refer Note 13A (b)]	3,264	-
Less: Transferred during the year [Refer (d) below]	496	429
Balance as at the end of the year	4,022	1,254
Foreign Currency Translation Adjustments Account [Refer Note 1.23 (i) (g)]		
Balance as at the beginning of the year	10,814	5,023
(Deletion) /Addition during the year	(1,860)	5,791
Balance as at the end of the year	8,954	10,814
General Reserve [Refer (e) below]		
Balance as at the beginning of the year	56,748	56,748
Add : Transfer from Revaluation Reserve [Refer Note 1.3 (f)] and (d) below	438	-
Less: Adjustment consequent to revision of useful lives of certain tangible assets (Net of deferred tax of Rs. 1546) (Refer Note 1.21)	3,003	-
Balance as at the end of the year	54,183	56,748
Legal Reserve	265	265
Foreign Currency Monetary Item Translation Difference Accounts		
Balance as at the beginning of the year	-	81
Less : Transfer during the year	-	81
Balance as at the end of the year	-	-
Hedging Reserve Account (Refer Note 1.9)		
Balance as at the beginning of the year	387	(41)
Add: Additions during the year	268	1,083
Less : Transfer during the year	655	655
Balance as at the end of the year	-	387
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	33,517	33,270
Profit/ (Loss) for the year	(25,312)	1,070
Adjustment during the year [Refer (a) below]	10	
Less : Appropriations		-
Dividend distribution tax on proposed dividend [Refer (f) below]	21	23
Transfer to Capital Redemption Reserve	800	800
Balance as at the end of the year	7,374	33,517
Total	**169,845**	**197,230**

(a) Arising on acquisition of further controlling interest in a Joint Venture [Refer Note 2(c)].

(b) Arising out of redemption of 800,000 (31st March, 2014 : 800,000) 8% Redeembale Cumulative Preference Shares of Rs.100 each of a wholly owned subsidiary company.

(c) Relates to revaluation of certain Tangible Assets as mentioned in Note 41.

(d) Comprises withdrawals of Rs. 438 [31st March, 2014 : Rs. 437] on account of depreciation on the amount added on revaluation (Refer Note 1.22) and Rs. 58 [31st March, 2014 : Rs. 8] on adjustment against Minority Interest.

(e) Represents a free reserve not held for any specific purpose.

(f) Represents the amount of Tax on dividend proposed by a wholly owned subsidiary on its Preference Shares.

4 B. Equity Warrant application money pending allotment

At the Extraordinary General Meeting held on 16th March, 2015, the consent of the Parent Company was accorded to the issuance of 34,285,600 Equity Warrants, each convertible into one Equity Shares of Re. 1/- each at the option of holders within a period of eighteen months from the date of allotment, at a price ("Consideration") of Rs. 35/- (which includes premium of Rs. 34/- per share), on preferential allotment basis to promoter/promoters' group and their relatives and associates in keeping with related SEBI Regulations. As per the terms of the issue, 25% of the Consideration is payable by the applicants before allotment of Equity Warrants and the balance 75% of consideration will be payable before the conversion of such Warrants into Equity Shares. In case the conversion option is not exercised within the stipulated time, the amount paid at the time of application (being 25% of the Consideration) shall be forfeited.

The aforesaid Equity Warrant Issue has been fully subscribed and the Company has received application money of Rs.3,010 lakhs (Previous Year ; Rs. Nil) on 30th March, 2015 which has been disclosed as follows :

	As at 31st March, 2015	As at 31st March, 2014
Equity Warrant application money pending allotment	3,010	-
Equity Warrant application money received in excess (Refer Note 11)	10	-
	3,000	**-**

The aforesaid Warrants have since been allotted.

5. Long-term Borrowings

	As at 31st March, 2015	As at 31st March, 2014
Secured:		
Term Loans		
From Financial Institution (Rupee Loans)	34,000	38,000
From Banks		
Rupee Loans [Refer item (iii) on Note 37]	162,758	141,940
Other than Rupee Loans	73,185	83,770
Finance Lease Obligation	214	85
Unsecured:		
Term Loans		
From a Corporate Body (Rupee Loan)	890	-
From a Corporate Body (Foreign Currency Loan)	231	411
Finance Lease Obligation	4	9
Total	**271,282**	**264,215**

6. Deferred Tax Liabilities (Net)

		As at 31st March, 2015	As at 31st March, 2014
Deferred Tax Liabilities			
Depreciation as per tax law and books		55,707	49,156
Exchange gain pertaining to fixed assets as per tax law and books		-	603
Total	(A)	55,707	49,759
Deferred Tax Assets			
Unabsorbed tax depreciation/loss @		43,865	27,576
Disallowances allowable for tax purpose on payment		1,854	975
Provision for doubtful debts and advances		1,008	419
Deferred Revenue Expenditure		-	1
Total	(B)	46,727	28,971
Net Deferred Tax Liabilities	**(A) - (B)**	**8,980 #**	**20,788**

@ Absorption expected based on future Taxable Income.

After considering adjustment against General Reserve pursuant to revision of useful lives of certain tangible assets Rs. 1,546 (Previous Year ; Nil) [Refer Note 1.21]

Deferred Tax credit for the year includes exchange loss of Rs. 58 (31st March, 2014 : Rs. 80) on account of re-instatement of year-end deferred tax assets and liabilities.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

7. Other Long-term Liabilities

	As at 31st March, 2015	As at 31st March, 2014
Trade Payables	10	10
Others		
Capital Liabilities (Acceptances)	10,443	24,782
Foreign Currency Payable Account	13	27
Security Deposits Received	67	11
Total	**10,533**	**24,830**

8. Long-term Provisions

	As at 31st March, 2015	As at 31st March, 2014
Provision for Employees Benefits	2,176	1,772
Others Provisions		
Provision for Restoration of Mines Sites [Refer (a) below]	1,462	2,162
Total	**3,638**	**3,934**
(a) Movement of Provision for Restoration of Mine Sites		
Balance as at the beginning of the year	2,162	1,926
Additions	214	301
Amounts used/adjusted	914	65
Balance as at the end of the year	**1,462**	**2,162**
Provision for Restoration of Mines Sites is held for the purpose of meeting site restoration obligation pursuant to Rule 23 under Mineral Conservation and Development (Amendment Rules, 2003) read with Section 18 of the Mines and Minerals (Development and Regulation) Act, 1957.		
(b) Movement of Provision for Demolition and Erection of Building Costs		
Balance as at the beginning of the year	-	784
Provision no longer required written back	-	(784)
Balance as at the end of the year	-	-

9. Short-term Borrowings

	As at 31st March, 2015	As at 31st March, 2014
Secured:		
Loans repayment on demand		
Vehicle Loans from Banks #	33	37
Working Capital Loans from Banks	93,184	78,664
Unsecured:		
Deposits	5	5
Commercial Paper from Banks	-	6,500
Loans from Corporate Bodies		
Other than Rupee Loans	-	80
Total	**93,222**	**85,286**

In the nature of Finance Lease

10. Trade Payables

	As at 31st March, 2015	As at 31st March, 2014
Acceptances	126,342	118,460
Others	51,153	45,799
Total	**177,495**	**164,259**

(All amounts in Rs. Lakhs, unless otherwise stated)

11. Other Current Liabilities

	As at 31st March, 2015	As at 31st March, 2014
Current maturities of long-term debt	34,752	23,687
Current maturities of finance lease obligations	5	17
Interest accrued but not due on borrowings	2,282	2,288
Interest accrued and due on borrowings	-	2
Interest accrued on Trade payables and others	570	527
Unclaimed Dividend	50	59
Unclaimed Interest on Fixed Deposits	-	*
Equity Warrant application money received in excess [Refer Note 4B]	10	-
Advances from Customers	4,122	4,091
Derivative Liabilities	10	217
Capital Liabilities [including Current maturities of long-term acceptances Rs. 3,481 (31st March, 2014 : Rs. 9,148) and short-term acceptances Rs. 12,900 (31st March, 2014 : Rs.28,017)]	26,736	53,277
Security Deposits Received	215	535
Employees Benefits payable	4,001	2,853
Statutory dues (including Provident Fund, Tax deducted at Source, etc.)	9,021	5,274
Payable related to Forward Contracts	289	2,644
Payables relating to Coal Mines	1,383	-
Other Payables	873	962
Total	**84,319**	**96,433**

12. Short-term Provisions

	As at 31st March, 2015	As at 31st March, 2014
Provision for Employee Benefits	2,006	1,451
Provision for Fringe Benefit Tax	*	*
Provision for Wealth Tax	20	15
Provision for Dividend distribution Tax	3	-
Total	**2,029**	**1,466**

* Amount is below the rounding off norm adopted by the Group.

(All amounts in Rs. Lakhs, unless otherwise stated)

13A. Tangible Assets

	Gross Block at Cost / Valuation					Depreciation/Amortisation					Impairment Loss				Net Block	
	As on 31st March 2014	Additions during the year [Refer (b) below]	Disposal/ Adjustments during the year [Refer (c) and (h) below]	Other Adjust ments durig the year [Refer (d) below]	As on 31st March 2015	As on 31st March 2014	For the year	Adjustment consequent upon revision of useful lives (Refer Note 1.21)	On Disposal/ Adjust ments during the year [Refer (e) and (h) below]	Total up to 31st March, 2015	As on 31st March 2014	During the year	On Items Sold/ Adjustments during the year [Refer (f) below]	As on 31st March 2015	As on 31st March 2015	As on 31st March 2014
Land and Site Development																
Freehold	16,905	13	1,600	-	**15,318**	-	-	-	-	**-**	-	-	-	-	**15,318**	16,905
Leasehold	1,975	625	-	-	**2,600**	214	137	-	-	**351**	-	-	-	-	**2,249**	1,761
Mining Lease and Development [Refer (g) below]	15,741	214	6,100	-	**9,855**	6,568	1,946	-	2,744	**5,770**	-	-	-	-	**4,085**	9,173
Buildings [Refer (a) below]																
Own	58,176	16,795	1,765	315	**73,521**	16,322	2,427	1,979	73	**20,655**	7	-	7	-	**52,866**	41,847
On Operating Lease	601	-	(26)	-	**627**	84	21	-	(3)	**108**	-	-	-	-	**519**	517
Plant and Equipment																
Own [Refer (a) below]	594,565	27,564	4,618	3,490	**621,001**	167,549	31,189	1,462	2,112	**198,088**	187	-	187	-	**422,913**	426,829
On Finance Lease [Refer (j) below]	-	145	9	-	**136**	-	7	*	-	**7**	-	-	-	-	**129**	-
Aircraft	1,353	-	-	-	**1,353**	951	56	-	-	**1,007**	-	-	-	-	**346**	402
Railway Sidings	3,531	-	-	-	**3,531**	1,302	225	-	-	**1,527**	-	-	-	-	**2,004**	2,229
Electrical Installation	51,827	3,224	57	133	**55,127**	10,969	4,971	506	20	**16,426**	-	-	-	-	**38,701**	40,858
Water Treatment and Supply Plant	1,938	-	-	-	**1,938**	1,081	30	430	-	**1,541**	-	-	-	-	**397**	857
Office Equipment	1,538	132	42	-	**1,628**	926	205	150	49	**1,232**	-	-	-	-	**396**	612
Furniture and Fixtures	1,852	135	(115)	-	**2,102**	879	227	7	(251)	**1,364**	-	-	-	-	**738**	973
Vehicles																
Own	2,113	275	(7)	-	**2,395**	991	290	15	18	**1,278**	-	-	-	-	**1,117**	1,122
On Finance Lease [Refer (j) below]	65	-	*	-	**65**	29	3	-	*	**32**	-	-	-	-	**33**	36
	752,180	**49,122**	**14,043**	**3,938**	**791,197**	**207,865**	**41,734**	**4,549**	**4,762**	**249,386**	**194**	**-**	**194**	**-**	**541,811**	**544,121**
31st March 2014	543,434	191,872	11,973	28,847	752,180	183,531	33,652	-	9,318	207,865	1,603	-	1,409	194	544,121	

* Amount is below the rounding off norm adopted by the Group.

(a) Rs 526 received during the year from United Kingdom Department of Trade and Industry as Grant.

(b) Additions during the year include amount added on revaluation Rs. 3374(31st March, 2014 : Rs. Nil) and disposal/adjustments during the year include Rs 110(31st March, 2014 : Rs. Nil) on account of devaluation of freehold land. The net addition of Rs. 3264 (31st March, 2014 : Rs Nil) has been credited to Revaluation Reserve.

(c) Includes Rs.2,666 (Net) [31st March, 2014 : Rs.3,019 (Net)] on account of foreign exchange translation adjustment.

(d) Other adjustments comprise adjustments on account of Borrowing Costs of Rs. 692 (31st March, 2014 : Rs. 8,602) and Exchange Loss of Rs. 3,246 (31st March, 2014 : Rs. 20,245).

(e) Net of Rs. 598 (Net) [31st March, 2014 : Rs.1,275 (Net)] on account of foreign exchange translation adjustment.

(f) Includes foreign exchange adjustment of Rs. Nil (31st March, 2014 : Rs.1).

(g) Gross Block includes Rs.1,488 [31st March, 2014 : Rs.2,355] on account of provision for meeting mine sites restoration obligation as referred to in Note 8 (a). The depreciation for the current year includes Rs.440 [31st March, 2013 : Rs.432] on account of amortisation of the same.

(h) Disposal/Adjustments during the year includes transfer to Assets held for disposal (Refer Note 22) - Gross Block Rs. 7,905 (Previous Year ; Nil) and Accumulated Depreciation Rs.2,667 (Previous Year ; Rs. Nil)

(i) The year end gross block includes the following assets which are stated at valuation as indicated in Note 41.

(All amounts in Rs. Lakhs, unless otherwise stated)

Assets	As on 31st March, 2015					As on 31st March, 2014				
	Rupees	Thai Baht	Rupees	Great Britain Pound	Total Rupees	Rupees	Thai Baht	Rupees	Great Britain Pound	Total Rupees
Land and Site Development	2,368	1,233	-	-	2,368	2,386	1,291	-	-	2,386
Buildings	3,722	1,939	1,021	11	4,743	2,971	1,608	1,101	11	4,072
Plant and Machinery	22,361	11,646	-	-	22,361	18,823	10,188	-	-	18,823
	28,451	**14,818**	**1,021**	**11**	**29,472**	24,180	13,087	1,101	11	25,281

(j) Obligation under Finance Lease : @

The Group has acquired certain fixed assets under finance lease arrangements. Minimum Lease Payments outstanding as at 31st March, 2015 and other particulars in respect of leased assets are as under:

	31st March, 2015			31st March, 2014		
	Total minimum lease payments outstanding	**Interest**	**Present value of minimum lease payments**	Total minimum lease payments outstanding	Interest	Present value of minimum lease payments
Within One year	77	8	69	60	6	54
Later than one year and not later than five years	206	18	188	101	7	94
Total	**283**	**26**	**257**	161	13	148
@ Included in Notes 5, 9 and 11						

13B. Intangible Assets

	Gross Block at Cost / Valuation					Depreciation/Amortisation					Impairment Loss				Net Block	
	As on 31st March 2014	Additions during the year	Disposal/ Adjustments during the year [Refer (a) and (c) below]	Other Adjust ments durig the year	As on 31st March 2015	As on 31st March 2014	For the year	Adjustment consequent upon revision of useful lives (Refer Note 1.21)	On Disposal/ Adjust ments during the year [Refer (b) and (c) below]	Total up to 31st March, 2015	As on 31st March 2014	During the year	On Items Sold/ Adjustments during the year	As on 31st March 2015	As on 31st March 2015	As on 31st March 2014
Goodwill																
Arising on Consolidation	5,634	-	-	-	**5,634**	-	-	-	-	-	103	-	-	**103**	**5,531**	5,531
Others	382	-	18	-	**364**	382	-	-	18	364	-	-	-	**-**	**-**	-
Computer Softwares (Acquired)	1,150	132	(2)	-	**1,284**	921	98	-	-	1,019	-	-	-	**-**	**265**	229
Trade Marks	131	-	(6)	-	**137**	18	10	-	*	28	-	-	-	**-**	**109**	113
Technical Know-how	69	-	58	-	**127**	69	-	58	-	127	-	-	-	**-**	**-**	-
	7,366	**132**	**68**	**-**	**7,546**	**1,390**	**108**	**58**	**18**	**1,538**	**103**	**-**	**-**	**103**	**5,905**	5,873
31st March 2014	7,188	121	(57)	-	7,366	1,240	105	-	(45)	1,390	103	-	-	103	5,873	

* Amount is below the rounding off norm adopted by the Group.

(a) Net of Rs. 11 (Net) [31st March, 2014 : Rs.57 (Net)] on account of foreign exchange translation adjustment.

(b) Net of Rs. 16 (Net) [31st March, 2014 : Rs. 45 (Net)] on account of foreign exchange translation adjustment.

(c) Includes Rs 58 [31st March, 2014 : Rs Nil] arising on conversion of an erstwhile Joint Venture Company to a wholly owned subsidiary company by way of purchase of shares during the year.

13C. Capital Work-in-progress (Refer Note below)	**12,129**	37,268

(a) Capital work-in-progress includes Project Development Expenses Rs. 31 (31st March 2014 : Rs. 221) , Borrowing Costs Rs. 68 (31st March, 2013 : Rs.634) .

(b) During the year Rs. 159 (Previous Year ; Rs. Nil) has been transferred to Assets held for disposal (Refer Note 22)

13D. Intangible Assets under development #	**1,037**	51

Represents Computer Software acquired under development.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

14. Non-current Investments		
	As at 31st March, 2015	As at 31st March, 2014
Long-term - Unquoted (valued at Cost unless stated otherwise)		
Investments in Equity Instruments :		
Companies Outside the Group :		
Adityapur Toll Bridge Company Limited 1,00,000 (31st March, 2014 : 1,00,000) Equity Shares of Rs.10/- each fully paid	10	10
Adityapur Auto Cluster 1,000 (31st March, 2014 : 1,000) Equity Shares of Rs.1000/- each fully paid	10	10
Usha Communications Technology Limited BVI 1,21,10,242 (31st March, 2014 : 1,21,10,242) Ordinary Shares of USD 0.50 each fully paid	28	28
UMI Special Steel Limited (under liquidation) 1,80,68,472 (31st March, 2014 : 1,80,68,472) Equity Shares of Rs.10/- each fully paid [At cost less write-down - Rs.327 (31st March, 2014 : Rs.327)]	*	*
Total	**48**	**48**

* Amount is below the rounding off norm adopted by the Group.

15. Deferred Tax Assets (Net)			
		As at 31st March, 2015	As at 31st March, 2014
Deferred Tax Assets			
Provision for doubtful debts, advances and slow moving items and diminution in realisable value		144	138
Cost of goods sold tax adjustment		49	62
Allowance for impairment of fixed assets		-	19
Disallowances allowable for tax purpose on payment		169	174
Set off of loss carried forward and adjustment in future period		160	-
Total	**(A)**	**522**	**393**
Deferred Tax Liabilities			
Depreciation as per tax law and books		33	31
Total	**(B)**	**33**	**31**
Net Deferred Tax Assets	**(A) - (B)**	**489**	**362**
Deferred Tax credit for the year includes exchange gain of Rs. 18 (31st March, 2014 : Rs. 6) on account of re-instatement of year-end deferred tax assets and liabilities.			

16. Long-term Loans and Advances		
	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good [unless otherwise stated]		
Capital Advances		
Considered good	700	19,258
Considered doubtful	37	37
Less: Provision for Doubtful Advances	(37)	(37)
Security Deposits	2,137	2,168
Loans and Advances to Employees	49	53
Prepaid Expenses	8	5
Electricity Duty Receivable - Considered Doubtful	92	92
Less: Provision for Doubtful Electricity Duty Receivable	(92)	(92)
Balances with Government Authorities	488	197
MAT Credit Entitlement	139	5,426
Total	**3,521**	**27,107**

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

17. Other Non-current Assets

	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good		
Long term deposits with banks with maturity period more than 12 months	21	15
Unamortised Expenses		
Premium on Forward Contracts	10	27
Derivative Assets	18	-
Total	**49**	**42**

18. Inventories

	As at 31st March, 2015	As at 31st March, 2014
[Refer Note 1.7]		
Raw Materials [including in transit - Rs. 18,222 (31st March, 2014 : Rs. 14,684)]	39,059	30,931
Less: Provision for slow moving items and diminution in realisable value in respect of Raw Materials	(60)	(43)
Work-in-progress	46,586	48,474
Finished Goods [including in transit - Rs.4,418 (31st March, 2014 : Rs.4,882)]	75,523	66,981
Less: Provision for slow moving items and diminution in realisable value in respect of Finished Goods	(626)	(631)
Stock-in-trade (in respect of goods acquired for trading)	55	28
Stores and Spares Parts [including in transit : Rs.121 (31st March, 2014 : Rs. 433)]	5,662	4,820
Loose Tools	1,578	1,477
Scrap	416	515
Total	**168,193**	**152,552**

19. Trade Receivables

	As at 31st March, 2015	As at 31st March, 2014
Unsecured		
Outstanding for a period exceeding six months from the date they became due for payment:		
Considered Good	977	548
Considered Doubtful	1,000	994
Less: Provision for Doubtful Debts	(1,000)	(994)
	977	548
Others		
Considered Good	47,619	52,153
Considered Doubtful	191	57
Less: Provision for Doubtful Debts	(191)	(57)
	47,619	52,153
Total	**48,596**	**52,701**

20. Cash and Bank Balances

	As at 31st March, 2015	As at 31st March, 2014
Cash and Cash Equivalents		
Cash on hand	47	50
Cheques, Drafts on hand	54	45
Remittance in transit	-	550
Bank Balances		
In Current accounts	6,238	3,683
In Unclaimed Dividend Accounts @	50	59
Demand deposits (less than 3 months maturity)	500	12,527
	6,889	16,914
Other Bank Balances		
Long-term deposits with maturity more than 3 months but less than 12 months	48	2,264
Margin money deposits	441	369
	489	2,633
Total	**7,378**	**19,547**

@ Earmarked for payment of unclaimed dividend.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

21. Short-term Loans and Advances

	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good (unless otherwise stated)		
Advance against Land - Coal Mines [Refer Note 25 (a)]	14,179	-
Advance Income Tax [Net of Provision for tax Rs. 16,665 (31st March, 2014 : Rs.17,008)]	3,252	2,197
Advances against procurement of goods, services etc.		
Considered good	7,125	5,788
Considered doubtful	1,222	372
Less: Provision for Doubtful Advances	(1,222)	(372)
Other Loans and Advances		
Deposits		
Considered good	414	477
Considered doubtful	15	15
Less: Provision for Doubtful Deposits	(15)	(15)
Prepaid Expenses	2,587	2,632
Balance with Government Authorities		
Considered good	5,152	8,604
Considered doubtful [Refer Note 25 (b)]	748	2
Less: Provision for Doubtful Advances	(748)	(2)
Other Advances		
Considered Good	335	370
Considered Doubtful	10	10
Less: Provision for Doubtful Other Advances	(10)	(10)
Total	**33,044**	**20,068**

22. Other Current Assets

	As at 31st March, 2015	As at 31st March, 2014
Unsecured Considered Good (unless otherwise stated)		
Interest accrued on deposits and others	121	89
Export Incentive Receivables		
Considered good	1,839	2,201
Assets held for disposal [Refer Note 25 (a) and 25 (b)]	5,397	-
Claims Receivable	597	1,107
Derivative Assets	89	900
Other Recoverable	118	172
Unamortised Expenses:		
Premium on Forward Contracts	185	347
Total	**8,346**	**4,816**

23. Contingent Liabilities

	As at 31st March, 2015	As at 31st March, 2014
(a) Claims against the Company not acknowledged as debt		
Disputed Tax and Duty for which the Company has preferred appeal before appropriate authorities.		
Demand for Income Tax Matters	1,940	2,066
Demand for Sales Tax and Entry Tax #	6,845	3,232
Demand for Excise Duty and Service Tax #	7,230	6,516
Demand for Customs Duty	575	575
Outstanding Labour Disputes	59	48
Disputed Electricity duty rebate matters which is subjudice	552	551
Disputed Demand for Fuel Surcharge matter The writ petition filed by the Company before the Hon'ble High Court of Jharkhand at Ranchi was dismissed by Learned Single Judge vide order dated 8th May, 2015. Based on legal opinion obtained, the Company has a strong case and is in a process of filing Letters Patent Appeal (LPA) before the Appellate Jurisdiction of the Hon'ble High Court of Jharkhand at Ranchi to contest the matter.	1,637	1,637
Disputed Demand for Mining matter for which the Company has filed writ petition before The Hon'ble High Court of Jharkhand at Ranchi.	7,033	1,940

Out of the above, stay orders against demand for Sales Tax amounting to Rs.232 (31st March, 2014 : Rs. 232) and demand for Excise Duty and Service Tax amounting to Rs. 6,498 (31st March, 2014 : Rs. 4,324) have been obtained by the Group.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

(b) Bills discounted with Banks including against Letter of Credit	17,166	15,433
(c) In respect of the contingent liabilities mentioned in Note 23(a) above, pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any. In respect of matters mentioned in Note 23 (b) above, the cash outflows, if any, could generally occur during the validity period of the respective guarantees. The Group does not expect any reimbursements in respect of the above contingent liabilities.		

24. Commitments

	As at 31st March, 2015	As at 31st March, 2014
(a) Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	5,942	13,545
(b) Other Commitments		
The Parent Company has imported Capital Goods under the Export Promotion Capital Goods Scheme, of the Government of India, at concessional rates of duty on an undertaking to fulfil quantified export in the next five years.	180,076	178,773
Outstanding Letter of Credit for materials yet to be received	1,024	3,892

25 (a). The Parent Company had been allocated two Coal Blocks namely, Kathautia Coal Block and Lohari Coal Block in the State of Jharkhand for captive use. Pursuant to the Supreme Court order dated 24th September, 2014 followed by promulgation of the Coal Mines (Special Provisions) Act, 2015 (CMSP Act), the allocation of all Coal Blocks since 1993, including the aforesaid Coal Blocks allocated to the Parent Company stands cancelled with effect from 24th September, 2014 in case of Lohari Coal Block, which was yet to commence mining operations and with effect from 1st April, 2015 in case of of Kathautia Coal Block, which has been carrying out mining operations.

Thereafter, through the process of public auction as envisaged in the CMSP Act and in which the Parent Company had also participated, the aforesaid Coal Blocks of the Parent Company have been allocated to other successful bidders by the Central Government. Pursuant to conclusion of such auction, the Central Government has issued vesting orders for Kathautia and Lohari Coal Blocks transferring and vesting all the rights, title and interest of the Parent Company in and over the Land and Mine Infrastructure of the said Coal Blocks to the successful bidders.

Upon de-allocation of aforesaid coal blocks, the Parent Company has reclassified its related non-current assets in form of land, movable and immovable properties, advances etc. and presented the same in the Balance Sheet as follows:

	As at 31st March, 2015	As at 31st March, 2014
Assets held for Disposal under Other Current Assets (Refer Note 22)	**4,471**	-
Advances against Land-Coal Mines under Short- term Loans and Advances (Refer Note 21)	**14,179**	-
Total	**18,650**	-

Under the CMSP Act, the Parent Company is entitled to receive compensation for its investment in the land with Interest @12% p.a. from the date of purchase/acquisition till the date of the execution of the vesting order and compensation for mine infrastructure as per the written down value reflected in the audited balance sheet of the Parent Company for the previous financial year. Under the said Act, a successful bidder or allottee may negotiate with prior allottee, being the Parent Company, to own or utilize movable properties of the latter used in coal mining operations on such terms and conditions as may be mutually agreed.

Further in respect of advance payments made by the Parent Company to the Jharkhand State Government for acquisition of lands for its coal mining projects, the Parent Company also has an option of recovering it from Government.

The Nominated Authority, Ministry of Coal, Government of India has sanctioned an interim claim for the Parent Company's Kathautia Coal Block against which the Parent Company has filed a representation letter. In the meantime to expedite the process, the Parent Company is also under negotiation with the successful bidder of Kathautia Coal Block for realization of compensation/ investments in the said mine.

Any profit or loss arising on aforesaid disposal/settlement, if any, shall be shown in the accounts, as and when the amount of compensation or refund is finally determined by the Government authorities or the amount of consideration is mutually agreed with the successful bidders as the case may be.

After taking into consideration the present development, progress of negotiation with successful bidder and recourse available to the Parent Company for recovery of the investments from the concerned authorities/ parties on the basis of advice of legal counsel, Management is of the opinion that the realizable value of the aforesaid assets will not be less than their carrying values.

25 (b). The Parent Company had decided to close down the Construction Steel Division at Agra and its subsequent disposal of Land, Building and Plant and Equipment. The written down value of such assets amounting to Rs.926 (31st March, 2014:Nil) has been disclosed under Other Current Assets as "Assets held for disposal".

Accordingly, the unutilized portion of Excise Duty and Service Tax amounting to Rs.746 (31st March, 2014:Nil) has been provided in the books.

26. Other Income

	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest Income	502	1,350
Income from Current Investments - Dividend	95	382
Non Product Scrap Sales	310	585
Net Gain on Derivative Contracts	614	1,719
Provision for Doubtful Debts, Advances and Inventories no longer required written back	96	449
Liabilities no longer required written back	468	590
Claims Received	146	3,368
Gain on Reversal of Impairment Loss	98	-
Miscellaneous Income	1,370	806
Total	**3,699**	**9,249**

(All amounts in Rs. Lakhs, unless otherwise stated)

27. Cost of Materials Consumed

	Year ended 31st March, 2015	Year ended 31st March, 2014
Opening Stock	30,931	51,439
Add: Purchases	170,271	130,019
	201,202	181,458
Deduct: Closing Stock	39,059	30,931
Total	**162,143**	**150,527**

28. Change in Inventories of Finished Goods, Work-in-Progress, Stock-in-Trade and Scrap

	Year ended 31st March, 2015	Year ended 31st March, 2014
(Increase)/decrease in stocks:		
Finished Goods		
Opening Stock	66,981	63,911
Deduct : Closing Stock	75,523	66,981
	(8,542)	**(3,070)**
Work in Progress		
Opening Stock	48,474	38,990
Deduct : Closing Stock	46,586	48,474
	1,888	**(9,484)**
Stock-in-Trade		
Opening Stock	28	50
Deduct : Closing Stock	55	28
	(27)	**22**
Scrap		
Opening Stock	515	242
Deduct : Closing Stock	416	515
	99	**(273)**
(Increase) / Decrease in stocks	**(6,582)**	**(12,805)**

29. Employees Benefits Expense

	Year ended 31st March, 2015	Year ended 31st March, 2014
Salaries, Wages and Bonus	33,921	30,774
Contribution to Provident and Other Funds	2,881	1,934
Workmen and Staff Welfare Expenses	2,540	2,329
Total	**39,342**	**35,037**

	Year ended 31st March, 2015	Year ended 31st March, 2014
(a) Post Employment Defined Contribution Plans		
Amount recognised in the Statement of Profit and Loss		
(i) Provident Fund paid to the authorities @	226	184
(ii) Pension Fund paid to the authorities	704	517
(iii) Superannuation Fund - Contribution paid to a Trust	344	321
	1,274	1,022

@ Contribution towards Provident Fund for certain employees is made to the regulatory authorities. Such Provident Fund benefits are classified as Defined Contribution Scheme as the Group does not carry any further obligations, apart from the contribution made on a monthly basis which is recognised as expense in the Statement of Profit and Loss,as indicated above

(b) Post Employment Defined Benefit Plans

I. Gratuity (funded)

The Parent Company provides for gratuity, a defined benefit retirement plan covering its eligible employees. As per the scheme, the Gratuity Trust Funds managed by the Life Insurance Corporation of India (LIC) and other insurance companies make payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's eligible salary for specified number of days (ranging from fifteen days to one month) depending upon the tenure of service subject to a maximum limit of twenty months' salary. Vesting occurs upon completion of five years of service.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

Further one Indian subsidiary also provides for gratuity, a defined benefit retirement plan covering its eligible employees. As per this scheme, the Gratuity Trust Fund managed by LIC, makes payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's eligible salary and the tenure of employment. Vesting occurs upon completion of five years of service.

Liabilities with regard to the aforesaid gratuity plans are determined by actuarial valuation as set out in Note 1.12 (b) above, based upon which, the respective entities make contributions to the employees' gratuity funds.

II. Gratuity (Unfunded)

An overseas subsidiary provides for gratuity, a defined benefit retirement plan, covering its eligible employees. Pursuant to the plan, gratuity benefit equivalent to eligible salary for specified number of days for each year of completed service is paid to respective employees upon retirement, death or cessation of service. Vesting generally occurs upon completion of five years of service.

A joint venture company provides for gratuity, a defined benefit retirement plan covering its eligible employees. As per the scheme, gratuity benefit equivalent to eligible salary for specified number of days (ranging from fifteen days to one month) depending upon the tenure of service subject to a maximum limit of twenty months' salary is paid to respective employees upon retirement, death or termination of employment . Vesting occurs upon completion of five years of service.

Liabilities with regard to the aforesaid unfunded gratuity plans are determined by actuarial valuation as set out in Note 1.12 (b) above.

III. Retirement Compensation (Unfunded)

An overseas subsidiary provides for retirement compensation, a defined benefit plan, covering its employees. Pursuant to the plan, retirement compensation is paid to employees based on last drawn salary and length of service upon retirement, death or resignation. Vesting occurs upon completion of 120 days of service. Liability with regard to the aforesaid plan is determined by actuarial valuation as set out in Note 1.12(b) above.

The following Tables set forth the particulars in respect of the aforesaid Defined Benefit plans of the Group (including proportionate amount of a joint venture company).

Description	Period ended 31st March, 2015			Period ended 31st March, 2014		
	Gratuity (Funded)	Gratuity (Unfunded)	Retirement Compensation (Unfunded)	Gratuity (Funded)	Gratuity (Unfunded)	Retirement Compensation (Unfunded)
(a) Reconciliation of Opening and Closing balances of the Present Value of the Defined Benefit Obligation						
Present Value of Obligation at the beginning of the year	4,497	118	753	4,215	89	757
Current Service Cost	175	27	53	149	24	58
Interest Cost	334	9	24	367	8	25
Actuarial (Gains)/ Losses	774	13	(4)	24	5	(53)
Exchange Differences of Foreign Plans	-	2	29	-	-	(3)
Benefits Paid	(644)	(4)	(118)	(258)	(8)	(31)
Present Value of Obligation at the end of the year	**5,136**	**165**	**737**	4,497	118	753
(b) Reconciliation of Opening and Closing balances of the Fair Value of Plan Assets						
Fair Value of Plan Assets at the beginning of the year	3,369	Not applicable as the Scheme is unfunded	Not applicable as the Scheme is unfunded	3,325	Not applicable as the Scheme is unfunded	Not applicable as the Scheme is unfunded
Expected Return on Plan Assets	271			299		
Actuarial Gains/ (Losses)	18			(8)		
Contributions	343			11		
Benefits Paid	(644)			(258)		
Fair Value of Plan Assets at the end of the year	**3,357**			3,369		
(c) Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Assets						
Present Value of Obligation at the end of the year	5,136	165	737	4,497	118	753
Fair Value of Plan Assets at the end of the year	3,357	-	-	3,369	-	-
Assets/(Liabilities) recognised in the Balance Sheet	**(1,779)**	**(165)**	**(737)**	(1,128)	(118)	(753)
(d) Expense recognised in the Statement of Profit and Loss						
Current Service Cost	175	27	53	149	24	58
Interest Cost	334	9	24	367	8	25
Expected Return on Plan Assets	(271)	-	-	(299)	-	-
Actuarial (Gains)/ Losses	756	13	(4)	32	5	(53)
Total Expense recognised	**@ 994**	**# 49**	**#73**	@ 249	# 37	# 30
@ Recognised under Contribution to Provident and Other Funds						
# Recognised under Salaries, Wages and Bonus						

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

The following Tables set forth the particulars in respect of the aforesaid Defined Benefit plans of the Group (including proportionate amount of a joint venture company).

Description		Year ended 31st March, 2015			Year ended 31st March, 2014		
		Gratuity (Funded)	**Gratuity (Unfunded)**	**Retirement Compensation (Unfunded)**	Gratuity (Funded)	Gratuity (Unfunded)	Retirement Compensation (Unfunded)
(e)	**Category of Plan Assets :**						
	Fund with LIC	3,331	Not applicable as the Scheme is unfunded	Not applicable as the Scheme is unfunded	3,300	Not applicable as the Scheme is unfunded	Not applicable as the Scheme is unfunded
	Fund with SBI Life Insurance	-			41		
	Fund with HDFC Standard Life	-			-		
	Others (including bank balances)	26			28		
	Total	**3,357**			3,369		
(f)	**Actual Return on Plan Assets**	289			291		
(g)	**Principal Actuarial Assumptions**						
	Discount Rate	**8%/7.86%**	**8%/7.91%**	**2.56%**	9.00%	9.00%	3.25%
	Salary Escalation	**5% / 6%**	**10% / 12%**	**2.00%**	5% / 6%	10% / 12%	2.00%
	Expected Return on Asset	**8%/9%**	**Not Applicable**	**Not Applicable**	9.00%/9.15%	Not Applicable	Not Applicable

(h)	**Other Disclosure (Amounts recognised in current year and previous four years)**	**31st March, 2015**	**31st March, 2014**	**31st March, 2013**	**31st March, 2012**	**31st March, 2011**
Gratuity (Funded)						
	Present Value of the Plan Obligation as at the end of the year	**5,136**	4,497	4,215	3,453	3,166
	Fair Value of Plan Assets as at the end of the year	**3,357**	3,369	3,325	2,937	2,863
	Surplus/(Deficit) as at the end of the year	**(1,779)**	(1,128)	(890)	(516)	(303)
	Experience Adjustments on Plan Obligation [(Gain)/Loss]	**774**	24	467	420	179
	Experience Adjustments on Plan Assets [Gain/(Loss)]	**18**	(8)	40	10	24
Gratuity (Unfunded)						
	Present Value of the Plan Obligation as at the end of the year	**165**	118	89	59	40
	Fair Value of Plan Assets as at the end of the year	**-**	-	-	-	-
	Surplus/(Deficit) as at the end of the year	**(165)**	(118)	(89)	(59)	(40)
	Experience Adjustments on Plan Obligation [(Gain)/Loss]	**13**	5	9	4	(3)
	Experience Adjustments on Plan Assets [Gain/(Loss)]	**-**	-	-	-	-
Retirement Compensation (Unfunded)						
	Present Value of the Plan Obligation as at the end of the year	**737**	753	757	667	644
	Fair Value of Plan Assets as at the end of the year	**-**	-	-	-	-
	Surplus/(Deficit) as at the end of the year	**(737)**	(753)	(757)	(667)	(644)
	Experience Adjustments on Plan Obligation [(Gain)/Loss]	**(4)**	(53)	(41)	(100)	(90)
	Experience Adjustments on Plan Assets [Gain/(Loss)]	**-**	-	-	-	-

The estimate of future salary increases takes into account inflation, seniority, promotion and other relevant factors.

The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets, the Company's policy for plan asset management and other relevant factors.

IV. Provident Fund

Provident Fund contributions in respect of employees [other than those covered in (a) above] are made to Trusts administered by the Parent Company and such Trusts invest funds following a pattern of investments prescribed by the Government. Both the employer and the employees contribute to this Fund and such contributions together with interest accumulated thereon are payable to employees at the time of their separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of services by the employee. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Parent Company. In terms of the Guidance on implementing Accounting Standard (AS) 15 on Employee Benefits issued by the Accounting Standards Board of the Institute of Chartered Accountants of India, a provident fund set up by the Company is treated as a defined benefit plan in view of the Company's obligation to meet interest shortfall, if any.

The Actuary has carried out actuarial valuation of plan's liabilities and interest rate guarantee obligations as at the balance sheet date using PUCM and Deterministic Approach as outlined in the Guidance Note 29 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regard to interest rate obligation of the Company as at the balance sheet date. Further during the year, the Company's contribution of Rs.613 (Previous year Rs.663) to the Provident Fund Trust, has been expensed under "Contribution to Provident and Other Funds". Disclosures given hereunder are restricted to the information available as per the Actuary's report.

Principal Actuarial Assumptions	**Year ended 31st March, 2015**	Year ended 31st March, 2014
Discount Rate	**8.00%**	9.00%
Expected Return on Exempted Fund	**8.78%**	8.85%
Declared EPFO Return	**8.75%**	8.75%

30. Finance Costs

	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest Expenses	50,758	42,496
Other Borrowing Cost	1,436	1,460
Total	**52,194 @**	**43,956 @**
@ Net of Capitalisation	126	4,264

31. Depreciation and Amortisation Expense

	Year ended 31st March, 2015	Year ended 31st March, 2014
Depreciation and Amortisation on Tangible assets	41,734	33,652
Less : Transferred from Revaluation Reserve [Refer Note 1.22]	-	437
	41,734	33,215
Amortisation of Intangible assets	108	105
Total	**41,842**	**33,320**

32. Other Expenses

	Year ended 31st March, 2015	Year ended 31st March, 2014
Consumption of Stores and Spare Parts	30,555	25,236
Power and Fuel	41,361	38,510
Material Handling Charges	30,607	23,706
Repairs to Buildings	2,122	2,061
Repairs to Machinery	16,328	11,723
Royalty	6,794	5,910
Rent	1,429	1,374
Rates and Taxes	1,005	663
Insurance	1,734	1,575
Expenditure towards Corporate Social Responsibility (CSR) activities	639	-
Freight, Transport and Delivery	20,919	20,942
Processing Charges	9,598	12,708
Travelling Expenses	1,568	1,447
Non-executive Directors' Sitting Fees and Remuneration	45	13
Net loss on foreign currency transaction and translation	1,754	4,504
Provision for Doubtful Debts and Advances	1,834	220
Provision for slow moving items and diminution in realisable value	-	13
Bad Debts and Advances Written off	19	5
Tangible Assets / Capital Work in Progress Written Off	1,403	-
Excise Duty on Stocks, Replacements etc.	1,564	341
Loss on Sale/Disposal of Tangible Assets (Net)	2	1,008
Miscellaneous Expenses	11,864	10,573
Total	**183,144**	**162,532**

33. Exceptional items in the Statement of Profit and Loss comprise the following:

(a) Pursuant to the Order dated 24th September, 2014 issued by The Hon'ble Supreme Court of India for cancellation of Kathautia and Lohari Coal Blocks of Steel Division, allotted to the Parent Company in earlier years, as well as imposition of additional levy of Rs. 295/- per metric ton of coal extracted from the date of extraction till 31st March 2015, the Parent Company has made a provision of Rs. 8,373 (Previous Year ; Rs. Nil) during the year on prudent basis and without prejudice to its rights.

Further, during the year, the Parent Company has paid Rs. 7,057 (Previous Year ; Rs. Nil) to an appropriate authority out of the aforesaid provision made up to 31st March, 2015.

(b) Write down of the carrying amount of certain assets and other adjustments of Rs. 1,643 (Previous Year ; Rs. Nil) pertaining to the Coal Blocks refer to in (a) above.

34. Computation of Earning / (Loss) per Equity Share

		Year ended 31st March, 2015	Year ended 31st March, 2014
(I) Basic			
(a)	(i) Number of Equity Shares at the beginning of the year	304,741,780	304,741,780
	(ii) Number of Equity Shares at the end of the year	304,741,780	304,741,780
	(iii) Weighted average number of Equity Shares outstanding during the year	304,741,780	304,741,780
	(iv) Face Value of each Equity Share - Re.	1	1
(b)	Profit / (Loss) after tax and minority interest attributable to Equity Shareholders of the Parent Company		
	Profit / (Loss) for the period	(25,312)	1,070
(c)	Basic Earning / (Loss) per Share [(b)/(a)(iii)] - Rs.	(8.31)	0.35
(II) Diluted			
(a)	Dilutive Potential Equity Shares	-	-
(b)	Diluted Earning per Share [same as I (c) above]	(8.31)	0.35

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

35. Segment Information for the year ended 31st March, 2015

A. Primary Segment Reporting (by Business Segments)

Composition of Business Segments

Segments have been identified in accordance with the Accounting Standard on Segment Reporting (AS-17) prescribed under the Act.

Details of products included in each of the above Segments are given below :

Steel : Steel Wire Rods, Rolled Products, Billets, Pig Iron and allied products.

Wire and Wire Ropes : Steel Wires, Strands, Wire Ropes, Cord, Bright Bar, related accessories.

Others : Jelly Filled Telecommunication Cables, Wire Drawing and allied machineries, etc.

Segment Revenues, Results and Other Information

	Steel	Wire and Wire Ropes	Others	Total of Reportable Segment
External Revenue from Operations @	**214,232**	**223,194**	**18,684**	**456,110**
	166,723	222,421	18,239	407,383
Inter Segment Revenue from Operations @	**85,437**	**64**	**1,363**	**86,864**
	86,113	40	722	86,875
Other Income	**554**	**2,502**	**34**	**3,090**
	3,362	3,130	157	6,649
Segment Revenues	**300,223**	**225,760**	**20,081**	**546,064**
	256,198	225,591	19,118	500,907
Segment Result	**5,103** [Refer (a) below]	**19,789**	**1,780**	**26,672**
	25,351	21,392	1,319	48,062
Segment Assets	**598,104**	**208,727**	**13,787**	**820,618**
	614,659	210,745	13,373	838,777
Segment Liabilities	**193,504**	**71,033**	**6,738**	**271,275**
	221,232	66,008	4,689	291,929
Capital Expenditure (Net)	**14,063**	**10,130**	**324**	**24,517**
	107,930	19,811	772	128,513
Depreciation and Amortisation	**31,676**	**9,431**	**511**	**41,618**
	25,018	7,510	624	33,152
Non cash expenses other than Depreciation and Amortisation	**4,832**	**47**	**13**	**4,892**
	99	147	7	253

@ Net of excise duty.

(a) After considering Exceptional Items (Expenses) as indicated in Note 33 (a) and (b) aggregating Rs.10,016 (Previous Year ; Rs. Nil)

Reconciliation of Reportable Segments with the Financial Statements

	Revenues	Results/ Net Profit	Assets	Liabilities @
Total of Reportable Segments	**546,064**	**26,672**	**820,618**	**271,275**
	500,907	48,062	838,777	291,929
Corporate - Unallocated / Others (Net)	**609**	**(3,182)**	**9,928**	**380,223**
	2,600	(1,439)	25,779	369,282
Inter Segment Sales	**(86,864)**	**-**	**-**	**-**
	(86,875)	-	-	-
Interest (Net)	**-**	**(52,194)**	**-**	**-**
	-	(43,956)	-	-
Tax Expenses - Current Tax	**-**	**(1,462)**	**-**	**-**
	-	(2,572)	-	-
MAT Credit Entitlement	**-**	**(5,287)**	**-**	**-**
(Net of reversal of Rs. 5,399)	-	27	-	-
Tax Expenses - Deferred Tax Charge/(Credit)	**-**	**(10,313)**	**-**	**-**
		(1,200)		
As per Financial Statements	**459,809**	**(25,140)**	**830,546**	**651,498**
	416,632	1,322	864,556	661,211

@ Excluding Shareholders' Funds and Minority Interest @@

@@ Profit After Taxation and before Minority Interest.

(All amounts in Rs. Lakhs, unless otherwise stated)

B. Secondary Segment Reporting (by Geographical Segments)

	Within India	Outside India	Total
Segment Revenue from external customers	**321,164**	**138,036**	**459,200**
	262,917	151,115	414,032
Total Assets	**710,290**	**110,328**	**820,618**
	730,135	108,642	838,777
Capital Expenditure	**15,362**	**9,155**	**24,517**
	111,228	17,285	128,513

Figures in normal type relate to previous year.

36. The Group's financial interest in the joint venture companies accounted for using proportionate consolidation principles based on its financial statements are set out below:

	PUMWPL	GWSCL (Refer (a) Below)	CCLUMSSL	DAPL	TUWCL
ASSETS as at 31st March, 2015					
Tangible Assets (Net Block)	**1,399**	**-**	**-**	**350**	**2,250**
	1,594	-	-	406	2,258
Intangible Assets (Net Block)	**1**	**-**	**-**	**-**	*****
	1	-	-	-	*
Capital Work-in-Progress	**25**	**-**	**-**	**-**	**-**
	*	-	-	-	1
Long-term Loans and Advances	**281**	**-**	**-**	**2**	**-**
	84	-	-	2	-
Other Non-current Assets	**10**	**-**	**-**	**-**	**-**
	27	-	-	12	-
Inventories	**580**	**-**	**-**	**-**	**266**
	457	-	-	-	32
Trade Receivables	**928**	**-**	**-**	**34**	**13**
	733	*	-	13	13
Cash and Bank Balances	**9**	**-**	**35**	**23**	**9**
	2	239	32	14	57
Short-term Loans and Advances	**246**	**-**	**2**	**86**	**10**
	107	26	1	85	8
Other Current Assets	**17**	**-**	**1**	**3**	**20**
	99	2	1	2	10
Total	**3,496**	**-**	**38**	**498**	**2,568**
	3,104	267	34	534	2,379
EQUITY and LIABILITIES as at 31st March, 2015					
Shareholders' Funds					
Securities Premium Account	**-**	**-**	**-**	**221**	**-**
	-	66	-	221	-
Surplus in Statement of Profit and Loss	**445**	**-**	**(12)**	**68**	**(304)**
	(63)	16	(14)	100	(63)
Long-term Borrowings	**351**	**-**	**-**	**-**	**-**
	551	-	-	-	-
Deferred Tax Liabilities (Net)	**-**	**-**	**-**	**28**	**-**
	-	-	-	28	-
Other Long-term Liabilities	**13**	**-**	**-**	**5**	**-**
	27	-	-	5	-
Long-term Provisions	**46**	**-**	**-**	**-**	**-**
	32	-	-	-	-
Short-term Borrowings	**248**	**-**	**-**	**-**	**368**
	221	80	-	-	-
Trade Payable	**419**	**-**	*****	**8**	**105**
	594	93	*	12	54
Other Current Liabilities	**296**	**-**	*****	**6**	**2**
	193	*	*	6	75
Short-term Provisions	**160**	**-**	**1**	**58**	**-**
	29	5	1	58	-
Total	**1,978**	**-**	**(11)**	**394**	**171**
	1,584	260	(13)	430	66

* Amount is below the rounding off norm adopted by the Group.
(a) Ceased to be a Joint Venture with effect from 9th February, 2015.

(All amounts in Rs. Lakhs, unless otherwise stated)

	PUMWPL	GWSCL (Refer (a) Below)	CCLUMSSL	DAPL	TUWCL
INCOME for the year ended 31st March, 2015					
Revenue from operations (Net of Excise Duty)	**3,186**	**1**	**-**	**248**	**222**
	2,517	1	-	220	25
Other Income	**11**	**10**	**3**	**2**	**7**
	5	2	2	1	*
Total	**3,197**	**11**	**3**	**250**	**229**
	2,522	3	2	221	25
EXPENSES for the year ended 31st March, 2015					
Cost of Materials Consumed	**1,741**	**-**	**-**	**-**	**376**
	1,385	-	-	-	49
Changes in inventories of finished goods, work-in-progress, stock-in-trade and product scrap	**(46)**	**-**	**-**	**-**	**(173)**
	17	-	-	-	(22)
Employees Benefits Expense	**121**	**-**	**-**	**57**	**71**
	100	-	-	55	27
Finance Costs	**74**	**-**	**-**	**-**	**3**
	90	*	*	*	-
Depreciation and Amortisation Expense	**193**	**-**	**-**	**57**	**105**
	161	-	-	79	9
Other Expenses	**588**	*****	*****	**168**	**88**
	604	15	1	157	22
Total	**2,671**	**-**	**-**	**282**	**470**
	2,357	15	1	291	85

RESULTS					
Profit/(Loss) before Tax	**526**	**11**	**3**	**(32)**	**(241)**
	165	(12)	1	(70)	(60)
Tax expenses - Current Tax	**112**	**2**	*****	**-**	**-**
	27	-	*	-	-
Less: MAT Credit Entitlement	**(112)**	**-**	**-**	**-**	**-**
	(27)	-	-	-	-
Tax expenses - Deferred Tax Charge/(Credit)	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-
Profit/(Loss) after Tax	**526**	**9**	**2**	**(32)**	**(241)**
	165	(12)	1	(70)	(60)
Share of estimated outstanding Capital Commitments.	**342**	**-**	**-**	**-**	**-**
	-	-	-	-	-

Figures in normal type relate to previous year.
* Amount is below the rounding off norm adopted by the Group.

(b) Income and Expenses of GWSCL relate to the period from 1st April, 2014 to 9th February, 2015.

(All amounts in Rs. Lakhs, unless otherwise stated)

37. Related party disclosures pursuant to Accounting Standard 18 prescribed under the Act.

(i) Related Parties

Name	Relationship
Mr. Rajeev Jhawar, Managing Director	Key Management Personnel
Dr. Vijay Sharma, Joint Managing Director (Steel Business) - upto 24th May, 2014	-do-
Mr. P.K.Jain, Joint Managing Director (Wire & Wire Rope Business)	-do-
Mr. A. K. Somani, Chief Financial Officer and Company Secretary	-do-
Mr. Brij K Jhawar	Relative of a Key Management Personnel
Mrs. Shanti Devi Jhawar	-do-
Mrs. Susmita Jhawar	-do-
Mrs. Vineeta Ruia	-do-
Ms. Stuti Jhawar	-do-
Ms. Shreya Jhawar	-do-
Ms. Amisha Jhawar	-do-
Ambe International Pte. Limited	Enterprise over which Key Managerial Personnel is able to exercise significant influence

(ii) Particulars of Transactions during the year ended 31st March, 2015

Name and Relationship	Transactions during the year					Balance outstanding at the year end	
	Sale of Products and Services	Purchase of Goods	Reimbursement/ (Recovery) of Expenses (Net)	Dividend Paid	KMP-Remuneration	Trade Payable/ Other Current Liabilities	Guarantee Given
Key Management Personnel and Relatives							
Mr. Rajeev Jhawar	**-**	**-**	**-**	**-**	**172**	*****	**55,000** [Refer item (iii)below]
	-	-	-	2	170	-	35,000
Dr. Vijay Sharma	**-**	**-**	**-**	**-**	**73**	**-**	**-**
	-	-	-	*	296	-	-
Mr. P. K. Jain	**-**	**-**	**-**	**-**	**219**	**15**	**-**
	-	-	-	*	218	10	-
Mr. Brij K Jhawar	**-**	**-**	**-**	**-**	**3**	**-**	**-**
	-	-	-	1	2	-	-
Mrs. Shanti Devi Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	*	-	-	-
Mrs. Susmita Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	1	-	-	-
Mrs. Vineeta Ruia	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	*	-	-	-
Ms. Stuti Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	1	-	-	-
Ms. Shreya Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	*	-	-	-
Ms. Amisha Jhawar	**-**	**-**	**-**	**-**	**-**	**-**	**-**
				1			
Ms. A. K. Somani	**-**	**-**	**-**	**-**	**129**	**18**	**-**
	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**596**	**33**	**55,000**
				6	686	10	35,000
Enterprise over which Key Managerial Personnel are able to exercise significant influence							
Ambe International Pte. Limited	**1,707**	**4,027**	**66**	**-**	**-**	**-**	**-**
	9,943	15,532	453	-	-	128	-

* Amount is below the rounding off norm adopted by the Group.

(iii) Represents guarantee provided by Mr. Rajeev Jhawar in respect of Rupee Term Loan from a Bank [Refer Note 5].

(iv) Figures in normal type relate to previous year.

Notes to the financial statements (All amounts in Rs. Lakhs, unless otherwise stated)

38. Derivative Instruments and Unhedged Foreign Currency Exposure

(a) Derivative Instrument outstanding as at the reporting date

Particulars	Purpose	As at 31st March, 2015			As at 31st March, 2014		
		Currency	Amount in Foreign Currency	Amount	Currency	Amount in Foreign Currency	Amount
Forward Contracts	Hedge of Foreign Currency Payables	USD	34,829,681	21,769	USD	64,820,422	38,837
	Hedge of Foreign Currency Payables	EURO	528,815	355	EURO	906,950	750
	Hedge of Foreign Currency Payables	GBP	40,200	37	GBP	-	-
	Hedge of Foreign Currency Receivable	USD	5,343,009	3,339	USD	6,588,985	3,948
	Hedge of Foreign Currency Receivable	EURO	1,397,997	939	EURO	600,000	496
	Hedge of Foreign Currency Receivable	ZAR	2,269,504	116	ZAR	-	-
	Hedge of Foreign Currency Receivable	AUD	2,331,291	1,108	AUD	1,493,111	826
	Hedge of Foreign Currency Loan	USD	2,420,917	1,513	USD	-	-
Interest Rate Swaps	Hedge of Floating Interest Rate on Foreign Currency Loan	USD	-	-	USD	19,000,000	11,384
Principal Only Swaps	Hedge of Foreign Currency Loan	EURO	1,200,000	806	EURO	480,000	397
Call Spread Option	Hedge of Foreign Currency Loan	USD	-	-	USD	19,000,000	11,384
	Hedge of Foreign Currency Payables	USD	11,280,000	7,050	USD	8,500,000	5,093

(b) Particulars of unhedged foreign currency exposure as at the reporting date

Particulars	As at 31st March, 2015			As at 31st March, 2014		
	Currency	Amount in Foreign Currency	Amount	Currency	Amount in Foreign Currency	Amount
Loans Payable	USD	128,962,907	80,602	USD	125,000,000	74,894
Loans Payable	GBP	37,398	35	GBP	-	-
Loans Payable	EURO	133,111	89	EURO	-	-
Loans Payable	SGD	374,135	170	SGD	-	-
Loan Receivables	THB	50,000,000	960	THB	50,000,000	924
Payables	USD	78,722,619	49,202	USD	35,915,405	21,519
Payables	EURO	6,057,733	4,070	EURO	6,060,497	5,011
Payables	GBP	88,072	81	GBP	73,829	74
Payables	JPY	1,363,360	711	JPY	-	-
Payables	SEK	321	*	SEK	31,600	3
Payables	SGD	100,577	46	SGD	577,101	275
Payables	VND	75,000,000	2	VND	75,000,000	2
Payables	NOK	11,056	1	NOK	84,310	8
Payables	IDR	-	-	IDR	281,537,048	15
Payables	CHF	-	-	CHF	7,192	5
Receivables	IDR	235,505,066	1,125	IDR	1,419,486,181	75
Receivables	NOK	188,932	15	NOK	170,752	17
Receivables	CAD	322,241	158	CAD	151,026	82
Receivables	USD	23,373,952	14,609	USD	27,761,343	16,633
Receivables	EURO	4,646,605	3,122	EURO	6,855,677	5,669
Receivables	CHF	2,371	2	CHF	2,720	2
Receivables	SGD	277,596	126	SGD	204,295	97
Receivables	GBP	204,366	189	GBP	1,085,981	1,083
Receivables	JPY	999	1	JPY	999	*
Receivables	ZAR	179,730	9	ZAR	-	-
Receivables	AUD	257,024	122	AUD	1,798,824	995

	2014-2015	2013-2014
(c) Mark-to-Market losses provided for	5	43

* Amount is below the rounding off norm adopted by the Group.

39. Following items, to the extent indicated, have been measured and recognised on the basis of different accounting policies applied by certain Subsidiary Companies and a Joint Venture Company, as compared to those applied by the Parent Company. It is not practicable to use uniform accounting policies in preparing the Consolidated Financial Statements. Had the accounting policies of the Parent Company been applied, the impact thereof in the expenditure for the year and year-end carrying amounts of assets is not ascertainable at this stage.

	Note No.	Year ended 31st March, 2015	Year ended 31st March, 2014
Depreciation	1.3(d)	**3,031**	2,797
Accumulated Depreciation	1.3(d)	**32,725**	30,649
Inventory of Finished Goods	1.7	**13,751**	14,168

40. Operating Lease Commitments

(a) The Group has entered into various non-cancellable operating lease agreements in connection with certain Property and Plant and Equipment in earlier years. The Future minimum lease commitments of the Group are as follows :

	As at 31st March, 2015		As at 31st March, 2014	
	Lease Rent	Operation and Maintenance Charges	Lease Rent	Operation and Maintenance Charges
Up to one year	1,495	296	1,674	296
More than one year and up to five years	4,248	1,111	4,962	1,153
More than five years.	5,591	2,255	6,612	2,510

In the current financial year the Group has charged the following items in the Statement of Profit and Loss on account of the aforesaid operating lease.

	Year ended 31st March, 2015	Year ended 31st March, 2014
Lease Rent	1,885	1,578
Operation and Maintenance Charges	349	296
Escalation Charges and Taxes	151	517
Total	**2,385**	**2,391**

(b) The Group has entered into cancellable operating leases and transactions for taking on lease gaseous oxygen plant, accommodation for office spaces, employees' residential accommodations etc. Tenure of leases generally vary between 1 and 10 years. Terms of the lease include operating term for renewal, increase in rent in future periods and term of cancellation. Related lease rentals aggregating Rs. 678 (31st March, 2014: Rs.641) have been debited to the Statement of Profit and Loss for the year.

(c) The Group has given a certain portion of a building under cancellable operating lease for 2 years (Refer Note 13A) at the prevailing market and on such terms and conditions that contained or such variations or modifications thereof as shall be mutually agreed. Related lease rental income aggregating Rs. 237 [United States Dollar 4 lakhs] (Previous Year : Rs. 226 [United States Dollar 4 lakhs]) has been recognized in the Statement of Profit and Loss for the year.

41. (a) Land of a subsidiary company was appraised in 1992-93 and was reappraised in 2005-06 by an independent appraiser on the basis of Market Approach. The resultant increase (at the current exchange rate) of Rs. 2,153 [Thai Baht 1,122 lakhs] [31st March, 2014 : Rs.2,072 (Thai Baht 1,122 lakhs)] was added to the carrying amount of the Land and the corresponding amount was recognised as Fixed Assets Revaluation Reserve.

(b) Building and Plant and Machinery of three subsidiary companies were appraised by independent appraisers on an open Market Approach basis / the basis of fair values in 2005-06. The resultant increases of Rs. 3,125 (Thai Baht 1,627 lakhs)] [31st March, 2014 : Rs.3,007 (Thai Baht 1,627 lakhs)] and Rs. 317 [Great Britain Pound 3 lakhs] [31st March, 2014: Rs. 342 (Great Britain Pound 3 lakhs)] at the current exchange rate, have been added to the carrying amount of respective assets and the corresponding amounts were credited to the Fixed Assets Revaluation Reserve.

(c) Buildings of a subsidiary company have been appraised in 2006-07 by independent appraisers on an open market basis. The resultant increase (at the current exchange rates) of Rs. 596 [Great Britain Pound 6 lakhs] [31st March, 2014 : Rs.643 (Great Britain Pound 6 lakhs)] has been added to the carrying amount of said asset and credited to Fixed Assets Revaluation Reserve.

(d) Land, Building and Machinery of a subsidiary company were appraised in 2008-09 by an independent appraiser using Market Approach basis. The resultant increases (at the current exchange rate), of Rs. 170 (Thai Baht 88 lakhs), [31st March, 2014 : Rs.163 (Thai Baht 88 lakhs)] have been added to the carrying amount of respective assets and credited to the Fixed Assets Revaluation Reserve.

(e) Land, Building and Machinery of a subsidiary company were appraised in 2009-10 by an independent appraiser using Market Approach basis. The resultant increases (at the current exchange rate), of Rs. 2057 [Thai Baht 1,072 lakhs] [31st March, 2014 : Rs.1,980 (Thai Baht 1,072 lakhs)] have been added to the carrying amount of respective assets and credited to the Fixed Assets Revaluation Reserve.

(f) Land, Building and Machinery of a subsidiary company were appraised in 2014-15 by an independent appraiser using Market Approach basis and Machinery using Cost Approach. The resultant increases (at the current exchange rate), of Rs. 3,323 [Thai Baht 1,731 lakhs] [31st March, 2014 : Rs. Nil (Thai Baht ; Nil)] have been added to the carrying amount of respective assets and credited to the Fixed Assets Revaluation Reserve.

42. The remuneration payable to the Joint Managing Director of the Parent Company aggregating Rs. 41 (Previous Year ; Rs. Nil) for the period from 1st February, 2015 to 31st March, 2015 has been approved by the Shareholders of the Parent Company and being in excess of the limits specified in Schedule V (read with Section 197) to the Companies Act, 2013, the Parent Company has filed an application for approval of the Central Government, which is pending. The Parent Company however, has paid remuneration amounting to Rs. 36 for the said period to the Joint Managing Director as per the terms of the earlier appointment.

43. Additional Information, pursuant to the requirement of Schedule III to the Act of enterprises consolidated Financial statements are set out below:

(All amounts in Rs. Lakhs, unless otherwise stated)

Name of the entity in the	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
Usha Martin Limited (Standalone)	55.41	97,467	(124.39)	(31,486)
Subsidiaries				
Indian				
UM Cables Limited	5.54	9,747	5.17	1,309
Usha Martin Power and Resources Limited	0.00	3	-	*
Bharat Minex Private Limited	0.02	42	(0.19)	(48)
Gustav Wolf Speciality Cords Limited #	0.08	148	0.07	17
Foreign				
Usha Martin International Limited $	17.42	30,634	1.51	383
Usha Martin Singapore Pte Limited $	6.70	11,777	28.94	7,325
Usha Siam Steel Industries Public Company Limited $	9.35	16,451	(35.50)	(8,985)
Usha Martin Americas Inc	2.35	4,140	9.57	2,423
Brunton Wolf Wire Ropes FZCO	3.49	6,132	12.21	3,090
Minority Interest in all subsidiaries	(1.79)	(3,149)	0.68	172
Joint Ventures (as per proportionate consolidation) Indian				
Pengg Usha Martin Wires Pvt Ltd	1.19	2,099	2.04	517
CCL Usha Martin Stressing Systems Limited	0.02	35	0.01	2
Dove Airlines Private Limited	0.21	373	(0.13)	(32)
Total	**100**	**175,899**	**(100)**	**(25,313)**
		##		##

* Amount is below the rounding off norm adopted by the Group.

$ Financial information is inclusive of its subsidiaries / joint venture company, as applicable.

\# Refer Note 2 (c)

\# # The above amounts represent the figures after adjustment of inter company balances and transactions and elimination of unrealised profit / (loss) ,as considered for the preparation of these financial statements.

@ Ceased to be a Joint Venture with effect from 9th February, 2015 and accordingly Share of Profit relates to the period from 1st April, 2014 to 9th February, 2015.

This being the first year of disclosure , previous year figures have not been presented.

44. The previous year figures have been reclassified where considered necessary to conform to this year's classification.

For PRICE WATERHOUSE
Firm Registration Number : 301112E
Chartered Accountants

Pradip Law
Partner
Membership No. 51790

Place : Kolkata
Date : 25th May, 2015

P. Jhawar
Chairman

R. Jhawar
Managing Director

A. K. Somani
Chief Financial Officer & Company Secretary

CORPORATE SOCIAL RESPONSIBILITY

Total Village Management (TVM), For Integrated & Sustainable Development of Rural Jharkhand

(Supported by CSR of Usha Martin Limited)

Usha Martin Ltd is one of the corporate leaders in the state for making the community realise its potential by partnering them in the rural development process. The efforts of Usha Martin in rural development started way back in 1972 when the founders realized that they cannot create islands of prosperity in the sea of poverty. The company has been involved in sustainable development of communities, not just around the plants and mines in Ranchi, Saraikella Kharsawan and West Singhbhum districts, but many other areas of Jharkhand. It is the commitment of the founders of Usha Martin towards sustainable development of Jharkhand that has led, KGVK, an organization started as CSR arm of Usha Martin, to reach out to 278 villages. These villages are spread across 10 blocks of five districts of Jharkhand.

At KGVK, it is an integrated approach that is driving the march towards sustainable rural development. Since 2008, KGVK has implemented its proprietary Total Village Management (TVM) model to synergize its development initiatives in rural Jharkhand. Ably supported by its corporate anchor, Usha Martin Limited, KGVK has successfully established an ecosystem that is built to sustain itself, drawing from the ability, knowledge and skills of the people of the community.

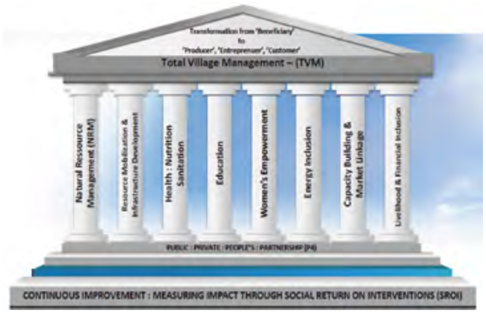
The area of operation under KGVK on behalf of Usha Martin Ltd can be divided in two separate categories. First, under TVM operations in villages, which may not necessarily fall in the areas around Usha Martin's operations, and second, work done in the villages around the area of operation of mines and plants of Usha Martin. It shows the commitment of the company to work beyond areas which may justify their immediate business needs. The commitment to work for the underprivileged people of Jharkhand drives the operations of KGVK.

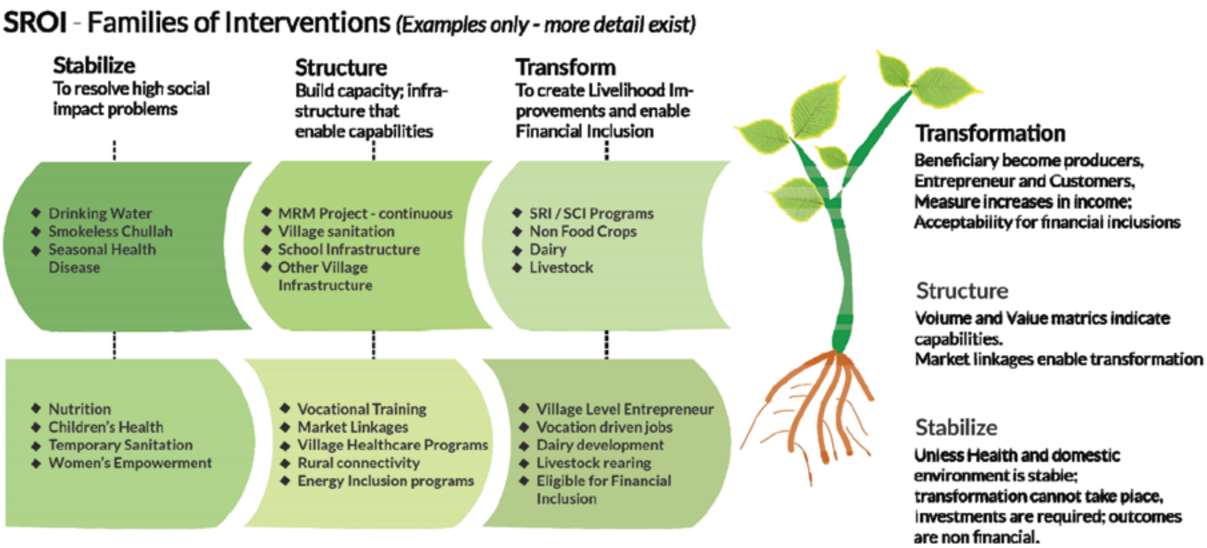
Convergence of Resources: P-4 Partnership

Usha Martin is the primary anchor for the efforts of KGVK. But the enormity of tasks to bring the poor people of Jharkhand to a sustainable path of development needs convergence of resources. The fundamental edifice of TVM is igniting initiatives at the grassroots level through People-Public-Private Partnerships – the P4 approach. Over the years, P4 has come to define an approach that increases community ownership, promotes participation and encourages collaboration among various stakeholders which at various times may include Government agencies, Corporate entities, worldwide NGOs, Scientific institutions and Financial establishments.

Our Eight Pillars of strength

TVM has been spreading its wings very fast to bring in its fold more rural communities for improved livelihood and social wellbeing. TVM's operational area has increased from 190 villages last year to 278 villages across five districts in Jharkhand. It is a measure of its efficacy and effectiveness how people across the state have enthusiastically taken to and successfully adopted the various interventions over the 8 TVM pillars. Continuing on a journey of transformation that is witness to beneficiaries becoming producers, entrepreneurs and customers.





TVM is all about interventions. Identifying Planning, Executing and Measuring.
While each village is unique; interventions are common because of the shared history of problems
At KGVK we learn as we implement; Our cutomers are being trained to identify, plan, execute and measure

Measuring the Impact: Social Return on Interventions (SROI)

Impact measurement and community participation are two key aspects of TVM. Every initiative is implemented through 80:20 model, where 80% of the workforce is derived from within the community and 20% is made up by KGVK personnel. Upon completion of one year of implementation cycle, the impact of each initiative is measured using Social Return on Interventions (SROI)– a tool developed at KGVK to enable transparency and increase accountability.

SROI is a unique tool, in that it places utmost importance on stakeholders' involvement, a feature that sets it apart from conventional cost-benefit analysis. The impact of interventions is measured not only in monetary terms but also social and environmental outcomes.

Different activities under TVM in the villages which are not affected with Plants/Mines:

Presently, TVM is being implemented by KGVK in 225 villages which are not in the close vicinity of operational areas of its mines or plants.

Natural Resource Management

Conservation of natural resources, especially in a region where people are dependent on it for their survival, is a major concern. To address this, KGVK and the rural community of Jharkhand, in collaboration with government agencies and corporate entities, have taken up the cudgels to safeguard this precious gift and ensure that future generations to come also benefit from it.

In its area of operations, KGVK has mobilised the community to identify issues in order of priority and then develop a plan to address them in a timely fashion. The resources are classified under the 5 J(s), namely Jal (water), Jangal (forests), Jameen (land), Jaanwar (animals) and Jan (the people). The approach involves implementation of NRM activities, featuring technological interventions complemented by the participation of community members. Over the period of reportage, NRM activities have been spread over Rajnagar of Saraikela, Patratu block of Ramgarh district, Ormanjhi, Angara, Burmu, Bundu and Namkum.

Following are the interventions which ensure the environmental sustainability, ecological balance, protection of flora and fauna, animal welfare agro forestry, conservation of natural resources and maintaining quality of soil, air and water as prescribed under schedule VII of Companies Act 2013

S N	Structures	Number
	Safe Drinking Water	
1	Micro -Drinking water Systems (Repairing)	02
2	Drinking Well renovation	35
	Water Conservation	
1	Pond (New/ Renovation)	98
2	Dova (small pond) (New/ Renovation)	07
3	Irrigation/ Diversion Channel	362 Mtr
4	Irrigation Well / Valley Line Well	13
5.	Check Dam (Earthen)	01
6.	Others	02

SN	Particulars	Number	Remarks
	Soil & Moisture Conservation		
1	Contour trenching (Ha)	42.82	
2	Field/farm Bunding(Ha.)	172.2	
3	Gully Plugging (Nos.)	18	
4	Field outlets (Nos)	99	
5	Land leveling	81.4	
6	Water Absorption trench (WAT)(ha)	21.6	
7.	Boulder Check	15	
	Productivity Enhancement		
1.	Paddy cultivation through SRI	1601 Acre	11198 (farmers)
2.	Rabi Crop	1656 Acre	6705(farmers)
3.	Summer Crop	373 Acre	4991 (Farmers)

Less than 10% of cultivable land is covered under irrigation. Rain water, if conserved properly, could provide a lifeline to the people of Jharkahnd where agriculture continues to be the mainstay of livelihood. The table above provides a glimpse of the work done by KGVK in 2014-15.

Health

For rural community health can be an asset or a liability if preventive and curative efforts are not made at the right time. Often people fall in poverty if preventive or curative care is not taken on time. The future of a community is intrinsically connected to the prevailing health of the people who constitute it. Feeble-bodied men, undernourished youth and weary women do not make a social revolution nor do they inspire much hope in the quest for sustainable development. KGVK works in both the areas of preventive and curative healthcare of rural population. Precisely the reason why, KGVK has placed the greatest emphasis on ensuring that the people of rural Jharkhand have access to the best possible medical care, the requisite nutrition essential for a healthy childhood and living conditions that are hygienic and free from disease.

Following interventions, conducted under TVM, as prescribed under the Schedule VII of Companies Act 2013 which eradicate the hunger, poverty and malnutrition. Promoting preventive health care and sanitation and making available safe drinking water:

S N	Particulars	Number	Remarks
1	Health Camp	137 Nos	2435 Patient treated
2	Nav Dampatti Sammelan	2 Nos.	Counseling of 65 couples
3	Sas bahu Pati Sammelan	1 Nos.	Counseling of 61 groups
4	MTC Referral	11 cases	6 Malnourished children benefited
5	Counseling of 3rd grade children	57	
6	DDT Spray	4192 HH	
7	Well Chlorination	468	4210 family benefited
8	Counseling of lactating Mother on breast feeding	2560	Rural women

Work in healthcare is divided in two broad categories of prevention and curative care. Health camps and MTC referral focus on treatment and rest of the efforts, like chlorination, counseling on family planning, maternal and child health care, focus on prevention of disease and better living conditions.

TVM- Education

Education builds the platform for future generations to make development sustainable. TVM-Education is one of the cornerstones of KGVK's efforts, without which we will be unable to make the next generation come out of poverty and underdevelopment. We have two schools running at present. The endeavor is to provide good quality education at low cost. Besides these schools, KGVK works with govt primary schools in its area of operation to improve the learning outcomes of the students. In a unique effort KGVK is training para teachers to create Learning Resource Centres in villages to provide first generation learners support which they should otherwise have got at home. We have increased these LRCs from 10 to 20 last year and intend to take it to many more villages this year. There are 455 students benefiting from these Learning Resource Centres.

Following are the intervention which are being conducted by us during the year as prescribed under the schedule VII of Companies Act 2013 which promote education, including special education and employment enhancing vocation skill especially among children, women, elderly and differently abled and livelihood enhancement project.

SN	Particulars	Number	
1	Learning Enhancement classes	25	3536 students
2	Adult Education Centre	6	170 Adult women
3	KGVK Gurukul School	3	307 students
4	Para Teacher Training to Rural youths	77	77 Rural youths trained as para teachers
5	Village level Learning Resource Centre	19	455 Rural Children

TVM-Livelihood

Among our different initiatives, under livelihood we have been able to touch maximum number of lives. The incremental benefits of small incomes have made people become a little more self-reliant and take care of their children's future. In the year 2014-15 we have trained 2636 women in Mushroom cultivation. The mushroom produced by women is sold in the local market. In the longer run we also intend to provide them marketing support. KGVK is working to help villagers grow vegetables, Lac, fish and pigs. Duck rearing is also catching up as the eggs from ducks are sold at almost 50% higher rates compared to the hen's eggs. We are also helping villagers venture into poultry. We have observed that when started at a relatively larger scale it is successful but not when it is started at a small scale. As villagers tend to consume themselves when do it at a small scale. Though it improves their nutrition quality, the entrepreneurial purpose is not served. This is the reason why we have are going slow on this.

Following are the intervention which are being conducted by us during the year as prescribed under the schedule VII of Companies Act 2013 which promote education , including special education and employment enhancing vocation skill especially among children, women, elderly and differently abled and livelihood enhancement project.

S N	Particulars	Number (House Hold)
1	Mushroom Cultivation	2636
2	Duck rearing	9025
3	Backyard Poultry	58
4	Goat breed improvement plan	1520
5	Fishery	61
6	Piggery	28
	Total	**13328**

Renewable energy-TVM operations

In Jharkhand, more than 90% of the villages are off the electricity grid and it will take some time before they become part of the grid. In a situation like this KGVK has been working on developing small micro grid which connects them with a small grid that generates solar power to provide them lighting and charge their mobile phones. In this work, to make it sustainable KGVK seeks some contribution from villagers which helps us reach more households in given resource. A genuinely innovative idea of KGVK has been transparent sheet. Transparent sheet of 4x2 ft is installed on the thatched roof which provides them sun light through day, in an otherwise dark room. This helps villagers in the extreme weather conditions and increases their working hours. Bio gas plants and smokeless stoves are other activities undertaken by the renewable energy pillar.

Following are the intervention which ensure the environmental sustainability, ecological balance, protection of flora and fauna, animal welfare agro forestry, conservation of natural resources and maintaining quality of soil, air and water as prescribed under schedule VII of Companies Act 2013

SN	Particulars	Number	Remarks
1	Installation of Solar based Micro Grid	8	165 HH benefited
2	Installation of Bio gas Plant	146	146 HH benefited
3	Smokeless Chullah	495	495 HH benefited
4	Installation of Transparent sheet for natural light	355	355 HH benefited

Activities in operational areas of Usha Martin

There are 54 villages in and around the operational area of plant and mines where similar activities are undertaken as villages under Total Village Management (TVM). The difference between the villages under TVM and villages around operations of the factory/mines is that we always want to have people's stake in the TVM approach which sometimes we have to give up because of the legacy of providing things in the charitable mode in these villages in past. Slowly we will approach all villages with TVM approach.

The table below provides a list of activities undertaken in 2013-14 in the villages around

Activities undertaken in villages around factory/mines

Activities	Palamu	Ranchi	West Singhbhum
Following are the intervention which ensure the environmental sustainability , ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water as prescribed under schedule VII of Companies Act 2013			
Natural resource management			
SRI promotion		1006 farmers	92 farmers
Kitchen garden	150	162	150
Plantation	14000	4625	35000
Renewable energy			
Transparent sheet	40	199	
Solar street lights	35		
Solar lamps	200		47
Smokeless stove		86 families	
Drinking Water			
Hand pump installation	26	5	5
Hand pump repairing	47	35	48
Following are the intervention conducted by us during 2014-15, as prescribed under the Schedule VII of Companies Act 2013 which eradicate the hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water			
Healthcare			
Health care centres	5 centers		
Health camp	32	332	348
Village health Committee strengthening	72 meetings	124 meeting	168
Adolescents health camps	46	279	65
Free cataract operation camp	15 patients	190 patients	
Bio Toilet		10 No (50 Women)	
Following are the intervention which are being conducted by us during the year as prescribed under the schedule VII of Companies Act 2013 which promote education, including special education and employment enhancing vocation skill especially among children, women, elderly and differently abled and livelihood enhancement project.			
Education			
KGVK school	196 children	133 Children	
Tuition Class / Remedial classes	2 centers (55 students)	7 centers (214 students)	6 centers(99 students)
Adult literacy centres	5 villages	16 villages	
Livelihood			
Poultry	12 Micro Enterprises	15 Micro Enterprises	
Goat breed improvement		29 male bucks to 29 SHGs	
Fishery		37 ponds	12 ponds
Mushroom	330 women	370 women	157 women
Grocery store	2		
Lac cultivation			45
Duck rearing	100 women		
Capacity building			
Training for Tassar silk production	30 person		
Workshop on TVM	54 person	171 person	46 person
Traning of village spark	28 person	56 person	22 person
Training on SRI cultivation		1527 farmers	128 farmers





Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

i)	CIN	L31400WB1986PLC091621
ii)	Registration Date	22/05/1986
iii)	Name of the Company	Usha Martin Limited
iv)	Category / Sub-Category of the Company	Public Limited Company
v)	Address of the Registered office and contact details	2A, Shakespeare Sarani, Kolkata-700071; Ph - (033) 39800300; Fax - (033) 39800400
vi)	Whether listed company (Yes / No)	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Limited; 77/2A, Hazra Road, Kolkata-700 029; Ph - 033 – 24541892-93/40724051-53; Fax – (033) 24541961 / 24747674 / 40724050, Email : mcskol@rediffmail.com

II. Principal business activities of the company

All the Business activities contributing 10 % or more of the total turnover of the company are:-

Sl. No	Name and Description of main products / services	NIC Code of the Product	% to total turnover of the Company*
1	Wires	3310	10.53
2	Wire Rods	3302	14.02
3	Wire Ropes, Strands including Locked Coil Wire Ropes	3310	24.18
4	Bars	3313	29.44

* For computation of percentage - Total Revenue from Operations (Gross) has been considered)

III. Particulars of holding, subsidiary and associate companies

Sl. No	Name and Address of The company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable section
1	U M Cables Limited 2A, Shakespeare Sarani, Kolkata – 700 071	U26932WB1987PLC091221	Wholly Owned Subsidiary	100%	2(87)
2	Usha Martin Power and Resources Limited 2A, Shakespeare Sarani, Kolkata – 700 071	U74999WB2008PLC126847	Wholly Owned Subsidiary	100%	2(87)
3	Bharat Minex Private Limited 2A, Shakespeare Sarani, Kolkata – 700 071	U13203WB2007PTC168604	Wholly Owned Subsidiary	100%	2(87)
4	Gustav Wolf Speciality Cords Limited 2A, Shakespeare Sarani, Kolkata – 700 071	U28999WB2003PLC095883	Wholly Owned Subsidiary	100%	2(87)
5	Pengg Usha Martin Wires Private Limited 2A, Shakespeare Sarani, Kolkata – 700 071	U27106WB2006PTC109694	Associate	40%	2(6)
6	CCL Usha Martin Stressing Systems Limited 2A, Shakespeare Sarani, Kolkata – 700 071	U74210WB2006PLC108112	Associate	49.99%	2(6)
7	Dove Airlines Private Limited 2A, Shakespeare Sarani, Kolkata – 700 071	U35301WB2006PTC107699	Associate	50%	2(6)
8	Usha Martin International Limited Sandy Lane, Workshop Nottinghamshire, S80 3Es	Company incorporated outside India	Subsidiary	92%	2(87)
9	Brunton Wolf Wire Ropes FZCO. Plot No. MO 0301, P.o. Box 17491, Jebel Ali Free Zone Dubai, U.A.E.	Company incorporated outside India	Subsidiary	60%	2(87)
10	Usha Martin Americas Inc. 701, Plastic Avenue, Houston, Texas 77020, USA	Company incorporated outside India	Wholly Owned Subsidiary	100%	2(87)
11	Usha Siam Steel Industries Public Company Limited 209/1 K Tower Building B, Unit 3/1, 22th Floor, Sukhumvit 21 (Asoke) Road, Bangkok 10110	Company incorporated outside India	Subsidiary	97.98%	2(87)
12	Usha Martin Singapore Pte. Limited No. 91 Tuas Bay Drive, Singapore 637307	Company incorporated outside India	Wholly Owned Subsidiary	100%	2(87)
13	Tesac Usha Wirerope Co. Ltd. 20, Navanakorn Industrial Estate, Phaholyo Road, Klongnuang, Pathumthani, Bangkok 12120	Company incorporated outside India	Associate	50%	2(6)

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	6,042,267	-	6,042,267	1.98	5,977,267	-	5,977,267	1.96	(0.02)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	86,311,935	-	86,311,935	28.32	86,611,935	-	86,611,935	28.42	0.10
e) Banks / FI	-	-	-	-	-	-	-		-
f) Any Other	-	-	-	-	-	-	-		-
Sub-total (A) (1):-	**92,354,202**	**-**	**92,354,202**	**30.31**	**92,589,202**	**-**	**92,589,202**	**30.38**	**0.08**
(2) Foreign									
a) NRIs - Individuals	2,422,983	-	2,422,983	0.80	2,422,983	-	2,422,983	0.80	0.00
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	33,336,135	-	33,336,135	10.94	33,336,135	-	33,336,135	10.94	0.00
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	**35,759,118**	**-**	**35,759,118**	**11.73**	**35,759,118**	**-**	**35,759,118**	**11.73**	**0.00**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**128,113,320**	**-**	**128,113,320**	**42.04**	**128,348,320**	**-**	**128,348,320**	**42.12**	**0.08**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	43,041,318	14,355	43,055,673	14.13	36,583,778	8,165	36,591,943	12.01	(2.12)
b) Banks / FI	12,090	1,690	13,780	0.00	48,920	7,880	56,800	0.02	0.01
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	12,006,129	-	12,006,129	3.94	9,897,981	-	9,897,981	3.25	(0.69)
g) FIIs	8,885,529	1,495	8,887,024	2.92	31,893,751	1,495	31,895,246	10.47	7.55
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**63,945,066**	**17,540**	**63,962,606**	**20.99**	**78,424,430**	**17,540**	**78,441,970**	**25.74**	**4.75**
2.Non-Institutions									
a) Bodies Corp.									
i) Indian	22,451,030	31,005	22,482,035	7.38	18,755,898	30,675	18,786,573	6.16	1.22
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	22,202,019	2,464,553	24,666,572	8.09	22,359,237	2,381,848	24,741,085	8.12	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	21,424,072	-	21,424,072	7.03	18,590,282	-	18,590,282	6.10	(0.93)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	**66,077,121**	**2,495,558**	**68,572,679**	**22.50**	**59,705,417**	**2,412,523**	**62,117,940**	**20.38**	**(2.12)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**130,022,187**	**2,513,098**	**132,535,285**	**43.49**	**138,129,847**	**2,430,063**	**140,559,910**	**46.12**	**2.63**
C. Shares held by Custodian for GDRs & ADRs	44,093,175	-	44,093,175	14.47	35,833,550	-	35,833,550	11.76	2.71
Grand Total (A+B+C)	**302,228,682**	**2,513,098**	**304,741,780**	**100**	**302,311,717**	**2,430,063**	**304,741,780**	**100**	

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Akshay Goenka	37,210	0.01	-	37,210	0.01	-	-
2	Amisha Jhawar	518,500	0.17	-	518,500	0.17	-	-
3	Anupama Jhawar	36,950	0.01	-	36,950	0.01	-	-
4	Anupama Jhawar – Trustee of Anupriya Welfare Trust	620,359	0.20	-	620,359	0.20	-	-
5	Apurv Jhawar	395,245	0.13	-	395,245	0.13	-	-
6	Basant Kumar Jhawar	82,310	0.03	-	82,310	0.03	-	-
7	Brij Investments Private Limited	5,111,823	1.68	-	5,111,823	1.68	-	-
8	Brij Kishore Jhawar	945,865	0.31	-	945,865	0.31	-	-
9	Jhawar Venture Management Private Limited	859,825	0.28	-	859,825	0.28	-	-
10	Kenwyn Overseas Limited	14,364,680	4.71	-	14,364,680	4.71	-	-
11	Madhushree Goenka	49,460	0.02	-	49,460	0.02	-	-
12	Madhushree Goenka – Trustee of Nidhi Family Trust	10,000	0.00	-	10,000	0.00	-	-
13	Nidhi Rajgarhia	321,139	0.11	-	321,139	0.11	-	-
14	Peterhouse Investment India Limited	20,767,330	6.81	-	20,767,330	6.81	-	-
15	Peterhouse Investment Limited	18,971,455	6.23	-	18,971,455	6.23	-	-
16	Prajeev Investments Limited	207,000	0.07	-	357,000	0.12	-	0.05
17	Prashant Jhawar	1,990,788	0.65	-	1,990,788	0.65	-	-
18	Rajeev Jhawar	1,561,741	0.51	-	1,561,741	0.51	-	-
19	Shanti Devi Jhawar	279,243	0.09	-	279,243	0.09	-	-
20	Shreya Jhawar	213,500	0.07	-	213,500	0.07	-	-
21	Stuti Jhawar	558,330	0.18	-	558,330	0.18	-	-
22	Susmita Jhawar	438,195	0.14	-	438,195	0.14	-	-
23	Uma Devi Jhawar	246,415	0.08	-	246,415	0.08	-	-
24	UMIL Share & Stock Broking Services Limited	38,888,369	12.76	-	38,888,369	12.76	-	-
25	Usha Martin Ventures Limited	20,477,588	6.72	-	20,627,588	6.77	-	0.05
26	Vineeta Ruia	160,000	0.05	-	95,000	0.03	-	(0.02)
	Total	**128,113,320**	**42.04**	**-**	**128,348,320**	**42.12**	**-**	**0.08**

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Prajeev Investments Ltd. - 207000 equity shares	0.07		
	Usha Martin Ventures Ltd. - 20477588 equity shares	6.72		
	Vineeta Ruia - 160000 equity shares	0.05		
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Prajeev Investments Limited – 06.05.2014 – 150000 equity shares - (Transfer)	0.05	357000	0.12
	Usha Martin Ventures Ltd. – 06.05.2014 – 150000 equity shares - (Transfer)	0.05	20627588	6.77
	Vineeta Ruia – 07.05.2014 – 125000 equity shares – (Transfer)	(0.04)	35000	0.01
	Vineeta Ruia – 06.03.2014 – 60,000 equity shares – (Transfer)	0.02	95000	0.03
At the end of the year	Prajeev Investments Ltd. – 357000 equity shares	0.12	357000	0.12
	Usha Martin Ventures Ltd. – 20627588 equity shares	6.77	20627588	6.77
	Vineeta Ruia – 95000 equity shares	0.03	95000	0.03

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholding at the beginning of the year			Shareholding at the end of the year		
	Top Ten Shareholders	No. of shares	% of total shares of the Company	Top Ten Shareholders	No. of shares	% of total shares of the Company
1.	ICICI Prudential Discovery Fund	8261615	2.71	Resonance Opportunities Fund	10003625	3.28
2.	ICICI Prudential Infrastructure Fund	6893555	2.26	ICICI Prudential Infrastructure Fund	9997286	3.28
3.	Akash Bhanshali	5000000	1.64	ICICI Prudential Value Discovery Fund	8261615	2.71
4.	Reliance Capital Trustee Co Ltd a/c-Reliance Regul	4870509	1.60	Bridge India Fund	7311500	2.40
5.	ICICI Prudential Value Fund Series 1	4804774	1.58	Quant Foreign Value Small Cap Fund	7077298	2.32
6.	General Insurance Corporation of India	4,400,000	1.44	Sundaram Mutual Fund a/c Sundaram Select Midcap	5485151	1.80
7.	Life Insurance Corporation of India	4333005	1.42	ICICI Prudential Value Fund Series 1	5226968	1.72
8.	Lata Bhanshali	3958798	1.30	Akash Bhanshali	4686800	1.54
9.	ICICI Prudential Dynamic Plan	3805795	1.25	Life Insurance Corporation of India	4333005	1.42
10.	SBI Magnum Taxgain Scheme	3663098	1.20	General Insurance Corporation of India	3916560	1.29

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year -		Shareholding at the end of the year -	
	Name of the Director/KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Basant Kumar Jhawar	82310	0.03	82310	0.03
	Mr. Prashant Jhawar	1990788	0.65	1990788	0.65
	Mr. Brij Kishore Jhawar	945865	0.31	945865	0.31
	Mr. Rajeev Jhawar	1561741	0.51	1561741	0.51
	Mr. Ghyanendra Nath Bajpai	20000	0.01	20000	0.01
	Mr. Pravin Kumar Jain	10000	0.00	10000	0.00
	Mr. Ashok Kumar Somani	11000	0.00	11000	0.00

Dr. Vijay Sharma, Jt. Managing Director (Steel Business) ceased to be a director with effect from 25th May, 2014. At the beginning of the year be was holding 500,000 equity shares which was sold off on different dates, last being on 16th May, 2014.

V. Indebtedness : Indebtedness of the Company including interest outstanding/accrued but not due for payments

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3720.08	65.00	-	3785.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	21.50	-	-	21.50
Total (i+ii+iii)	**3741.58**	**65.00**	**-**	**3806.58**
Change in Indebtedness during the financial year				
Addition	545.28	-	-	545.28
Reduction	441.41	65.00	-	506.41
Net Change	**103.87**	**(65.00)**	**-**	**38.87**
Indebtedness at the end of the financial year				
i) Principal Amount	3824.05	-	-	3824.05
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	21.40	-	-	21.40
Total (i+ii+iii)	**3845.45**	**-**	**-**	**3845.45**

VI. Remuneration of Directors and Key Managerial Personel

A. Remuneration to Managing Director / Whole-time Directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total amount (Rs. in Lakhs)
		Mr. Rajeev Jhawar, Managing Director	Mr. P K Jain, Jt. Managing Director [Wire & Wire Rope Business]*	Dr. V Sharma, Jt. Managing Director [Steel Business]**	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	113.78	194.19	67.40	375.37
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	35.79	8.77	2.19	46.75
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -others, specify	-	-	-	-

5.	Others (includes PF, Gratuity, GPA, etc.)	22.76	15.60	2.94	41.30
	Total (A)	**172.33**	**218.56**	**72.53**	**463.42**
	Ceiling as per the Act	Rs.188.30 (Limit as approved by Central Government) The above remuneration of Rs.172.33 Lakhs was paid as minimum remuneration.	Mr. P K Jain is a professional director and the above remuneration of Rs.218.56 Lakhs was paid as minimum remuneration.	Dr. V Sharma was a professional director and the above remuneration of Rs.72.53 Lakhs was paid as minimum remuneration.	

* Includes remuneration for which approval of Central Government has been sought. , ** Ceased to be a director with effect from 25th May, 2014.

B. Remuneration to other directors:

I. Independent Directors

Sl. no.	Particulars of Remuneration	Name of Directors						Total Amount (Rs. in Lakhs)
		Mr. Jitender Balakrishnan	Mr. Salil Singhal	Mrs. Ramni Nirula	Mr. Ghyanendra Nath Bajpai	Mr. P S Bhattacharyya	Mr. R S Thakur	
1.	Fee for attending board / committee meetings	8.00	5.50	8.00	5.00	2.00	3.00	31.50
2.	Commission	Nil	Nil	Nil	Nil	Nil	Nil	-
3.	Others	-	-	-	-	-	-	-
	Total(1)	**8.00**	**5.50**	**8.00**	**5.00**	**2.00**	**3.00**	**31.50**

II. Other Non-Executive Directors

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount (Rs. in Lakhs)
		Mr. Basant Kumar Jhawar	Mr. Prashant Jhawar	Mr. Brij Kishore Jhwar	
1.	Fee for attending board / committee meetings	1.50	7.50	2.50	11.50
2.	Commission	Nil	Nil	Nil	-
3.	Others	-	-	-	-
	Total (2)	**1.50**	**7.50**	**2.50**	**11.50**
	Total (B)=(1+2)				**43.00**

Total Managerial Remuneration	**463.42**
Overall Ceiling as per the Act	#

\# In view of absence of profits, the above remuneration were paid as 'minimum remuneration' to executive directors.

C. Remuneration to Key Managerial Personnel other than Managing Director / Whole-time Directors:

Sl. no.	Particulars of Remuneration	Name of Key Managerial Personnel
		Mr. A K Somani, Chief Financial Officer and Company Secretary
1.	Gross salary	(Rs. In Lakhs)
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.11
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4.38
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit -others, specify	-
5.	Others (includes PF, Gratuity, GPA, etc.)	4.70
	Total (A)	**129.19**
	Ceiling as per the Act	Not Applicable

VII. Penalties / Punishment/ Compounding of offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	No penalty/ punishment was imposed on the Company during the year.				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	No penalty/ punishment was imposed on the Directors during the year.				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	No penalty/ punishment was imposed on the officers of the Company during the year.				
Punishment					
Compounding					

Annexure to Directors Report

<table>
<tr><th colspan="2">The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:</th></tr>
<tr><th>Requirement</th><th>Disclosure</th></tr>
<tr><td>i. the ratio of the remuneration of each director to the median remuneration of the employees@ of the Company for the financial year;</td><td>a) Mr. Rajeev Jhawar, Managing Director – 39.49:1.
b) Mr. P K Jain, Jt. Managing Director [Wire & Wire Rope Business] – 50.09:1.</td></tr>
<tr><td>ii. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year;</td><td>a) Mr. Rajeev Jhawar, Managing Director – 1.33%.
b) Mr. P K Jain, Jt. Managing Director [Wire & Wire Rope Business] – 0.38%
c) Mr. A K Somani, CFO and CS – 21.16%</td></tr>
<tr><td>iii. Percentage increase in the median remuneration of employees in the financial year;</td><td>The median remuneration of the employees in the financial year was increased by 12.25%.</td></tr>
<tr><td>iv. Number of permanent employees on the rolls of Company;</td><td>1916 [only officers of the Company has been considered].</td></tr>
<tr><td>v. Explanation on the relationship between average increase in remuneration and company performance;</td><td>The following factors were considered while deciding on the average increase in remuneration:
a. Comparison with industry standards;
b. Adjustments towards increase of cost of living;
Average increase in employee remuneration for FY 2014 – 15 was 14.79%.
[While calculating the average increase, the employees who were not eligible for increment has not been considered.]</td></tr>
<tr><td>vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;</td><td>The following factors were considered while deciding on the increase in remuneration of Key Management Personnel:
a. Operating performance of the Company;
b. Comparison with industry standards;
c. Adjustments towards increase of cost of living;
d. Job profile, strategic role and responsibilities.</td></tr>
<tr><td>vii. Variation in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotation of the shares of the Company in comparison to the rate at which the Company came out with last public.</td><td>The market capitalization of the Company as on 31st March, 2015 was Rs. 701 crores as compared to Rs. 1071 crores as on 31st March, 2014. The Price to Earnings ratio as on 31st March, 2015 was (-)41.85x compared to (-)2.41x as on 31st March, 2014. The stock prices (as per National Stock Exchange) of the Company as on 31st March, 2015 were Rs.23.00 as compared to Rs. 85.90 in respect of QIP issue made during financial year 2009 – 10.</td></tr>
<tr><td>viii. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.</td><td>The average percentage increase in remuneration of employees (other than the Managerial Personnel) of the Company was 14.79%.</td></tr>
<tr><td>ix. Comparison of each remuneration of the KMP against the performance of the Company.</td><td>The comparison of remuneration of each of Key Managerial Personnel (KMP) against the Performance [Profit Before Depreciation and Tax] of the Company are as under:
<table>
<tr><th>Name of KMP</th><th>Remuneration as percentage of Profit Before Depreciation and Tax</th></tr>
<tr><td>Mr. Rajeev Jhawar, Managing Director</td><td>4.44</td></tr>
<tr><td>Mr. P K Jain, Jt. Managing Director [Wire & Wire Rope Business]</td><td>5.63</td></tr>
<tr><td>Mr. A K Somani, CFO & Company Secretary</td><td>3.33</td></tr>
</table></td></tr>
<tr><td>x. The key parameters for any variable component of remuneration availed by the directors;</td><td>There are no variable components of remuneration of the directors.</td></tr>
<tr><td>xi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.</td><td>None</td></tr>
</table>

The remuneration is as per the remuneration policies of the Company.

On behalf of Board of Directors

Place : Kolkata
P Jhawar
Date : 25th May, 2015
Chairman

Usha Martin Limited
2A, Shakespeare Sarani, Kolkata – 700 071, India, CIN : L31400WB1986PLC091621, Phone : 033 – 39800300
Fax : 033 – 39800400, Email : investor_relation@ushamartin.co.in, Website : www.ushamartin.com

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 Singhania 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. Jhawar (DIN : 00086237), who retires by rotation and being eligible, seeks re-appointment.
3.	Appointment of director in place of Mr. Brij. K Jhawar (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

Affix Re 1
Revenue
Stamp

Signature of Shareholder Signature of Proxyholder

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
Fax : 033 – 39800400, Email : investor_relation@ushamartin.co.in, Website : www.ushamartin.com

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 Singhania 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.

Financial Summary

Standalone

(Rs/crs except mentioned)

	31-03-06	31-03-07	31-03-08	31-03-09	31-03-10	31-03-11	31-03-12	31-03-13	31-03-14	31-03-15
Gross Turnover	1377.18	1573.74	1852.77	2307.21	1960.03	2742.24	3080.76	3346.98	3584.93	4113.59
Net Turnover	1231.78	1408.60	1655.90	2127.23	1850.39	2526.70	2836.89	3044.53	3287.12	3746.05
PBDIT	249.89	285.98	357.01	422.43	359.49	496.02	408.80	572.33	692.82	646.38
Profit Before Tax	100.74	138.40	200.71	214.04	139.21	145.30	-43.81	10.32	-36.86	-244.01
Profit After Tax	64.96	101.48	144.83	146.56	92.21	99.52	-32.77	7.05	-25.68	-292.41
EPS - Diluted - (Rs.) #	16.20	22.54	5.76	5.86	3.53	3.23	-1.08	0.23	-0.84	-9.60
Rate of Dividend - (%)	55%	75%	100%	100%	100%	100%	-	15%	-	-
Net Fixed Assets	954.28	1097.07	1449.08	2331.07	2857.54	3130.00	3671.38	4460.83	5256.95	4932.57
Investment	152.58	160.08	165.80	186.35	186.95	186.95	186.95	182.78	174.78	167.74
Net Current Assets	301.86	353.62	372.47	681.46	185.21	463.78	665.19	597.09	72.85	25.80
Including Cash & Bank Balances	51.75	37.08	46.36	76.47	10.30	113.01	253.18	123.11	154.95	39.33
Debt	687.61	749.37	943.20	2061.23	1560.91	2008.80	2788.14	3487.80	3785.07	3824.05
Net Worth	587.36	717.96	897.38	1015.55	1499.69	1557.06	1531.54	1544.92	1522.71	1226.44
Debt Equity Ratio (X)	1.17	1.04	1.05	2.03	1.04	1.29	1.82	2.26	2.49	3.12

Consolidated

(Rs/crs except mentioned)

	31-03-06	31-03-07	31-03-08	31-03-09	31-03-10	31-03-11	31-03-12	31-03-13	31-03-14	31-03-15
Gross Turnover	1969.31	2148.42	2527.66	3146.79	2630.33	3266.42	3614.74	3935.27	4388.32	4943.99
Net Turnover	1801.96	1964.71	2308.77	2949.85	2514.41	3044.59	3360.82	3621.83	4073.83	4561.10
PBDIT	313.41	367.96	444.94	531.36	495.01	595.03	497.76	705.03	799.43	753.48
Profit Before Tax	126.47	182.92	246.84	280.59	240.04	204.07	11.40	103.50	26.67	-287.04
Profit After Tax	84.34	137.44	175.38	185.33	168.62	137.03	3.61	78.84	10.70	-253.12
EPS - Diluted - (Rs.) #	21.03	30.52	6.97	7.41	6.46	4.50	0.12	2.59	0.35	-8.31
Net Fixed Assets	1194.77	1377.89	1740.97	2623.22	3177.69	3440.37	3988.73	4935.26	5873.13	5608.82
Investments	0.38	0.38	0.38	0.38	0.38	0.38	0.38	0.38	0.48	0.48
Net Current Assets	423.40	519.26	528.91	924.84	420.67	740.32	1006.57	926.52	435.28	390.06
Including Cash & Bank Balances	67.66	49.04	72.12	108.80	47.62	147.82	362.24	183.70	195.47	73.78
Debt	865.11	963.03	1137.47	2266.37	1716.58	2155.47	2931.62	3688.50	4071.18	4131.79
Net Worth	606.01	773.41	967.39	1135.50	1687.52	1784.34	1830.28	1935.28	2002.84	1758.99
Debt Equity Ratio (X)	1.43	1.25	1.18	2.00	1.02	1.21	1.60	1.91	2.03	2.35

Face value of each equity share is Rs.5 upto FY 07 and Re.1/- thereafter

* Including Capex L/Cs

USHA MARTIN LIMITED

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