



**Usha Martin Limited**

Regd. Office : 2A, Shakespeare Sarani, Kolkata - 700 071, India  
Phone : (00 91 33) 39800300, Fax : (00 91 33) 2282 9029, 39800400/500  
CIN : L31400WB1986PLC091621  
Website : www.ushamartin.com

UML/SECT/

March 18, 2015

The Secretary  
The Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001  
[Fax No. 022-22723719]

Societe de la Bourse de Luxembourg  
Societe Anonyme/R.C.B 6222  
B.P.165, L-2011, Luxembourg

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
[Fax No. 022-26598347]

The Vice President  
National Securities Depository Limited  
Trade World, 5<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai- 400013

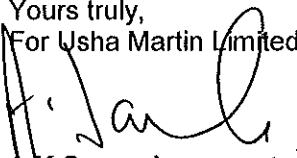
Dear Sir,

We would like to inform you that an Extra Ordinary General Meeting of the Company was held on 16<sup>th</sup> March, 2015 at Vidya Mandir, 1, Moira Street, Kolkata – 700 017 at 2.30 P.M and all the resolutions proposed therein were passed with requisite majority. Mr. A K Labh, Practicing Company Secretary was the scrutinizer to conduct the voting process and a copy of the Scrutinizer's report alongwith information required under Clause 35A of the listing agreement are enclosed for your reference and record. The proceedings of the meeting shall be sent to you in due course.

This is for your information and record.

Thanking you,

Yours truly,  
For Usha Martin Limited

  
A K Somani  
Company Secretary

Encl. : as above





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**Information in terms of Clause 35A of the Listing Agreement in relation to Extra Ordinary General Meeting of M/s Usha Martin Limited held on 16<sup>th</sup> March, 2015**

1. Date of EGM : 16<sup>th</sup> March, 2015
2. Total Number of Shareholders on record date (13<sup>th</sup> February, 2015) : 46965
3. No. of Shareholders present in the meeting either in person or through proxy :  
Promoters and Promoters Group / Public : 142
4. No. of shareholders attended the meeting through Video Conferencing  
Promoters and Promoters Group : Not Applicable  
Public : Not Applicable
5. Details of Agenda :

Agenda Item No.	Details of the Agenda	Resolution Required	Mode of Voting
1	Issue of Convertible Warrants on Preferential basis to Promoters and Promoters' Group	Special	E-Voting/ Ballot Form sent along with Notice of EGM/ Ballot Paper at EGM
2	Issue of Debt Instruments on Private Placement basis.	Special	E-Voting/ Ballot Form sent along with Notice of EGM / Ballot Paper at EGM
3	Re-appointment of Mr. P K Jain as Joint Managing Director [Wire & Wire Rope Business]	Special	E-Voting/ Ballot Form sent along with Notice of EGM / Ballot Paper at EGM

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6. The combined result of the E-Voting[ EVEN : ], voting through ballot forms as sent alongwith Notice of EGM and the votes casted through ballot paper by the shareholders attended / present in the Extra Ordinary general meeting held on 16th March, 2015, are as under :

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2) / (1)] *100	No. of Votes - In favour (4)	No. of Votes- Against (5)	% of Votes In favour on votes polled (6) = [(4) / (2)]*100	% of Votes against on votes polled (7) = [(5) / (2)] *100
<b>Resolution No. 1 : Issue of Convertible Warrants on Preferential basis to Promoters and Promoters' Group</b>							
Promoter and Promoter Group	152,031,900	-	-	-	-	-	-
Public - Institutional holders	80,375,738	56,937,295	70.84%	40,234,999	16,702,296	70.67%	29.33%
Public - Others	72,334,142	28,131,943	38.89%	28,119,939	12,004	99.96%	0.04%
<b>Total</b>	<b>304,741,780</b>	<b>85,069,238</b>	<b>27.92%</b>	<b>68,354,938</b>	<b>16,714,300</b>	<b>80.35%</b>	<b>19.65%</b>
<b>Resolution No. 2 : Issue of Debt Instruments on Private Placement basis.</b>							
Promoter and Promoter Group	152,031,900	128,074,820	84.24%	128,074,820	-	100%	-
Public - Institutional holders	80,375,738	56,937,295	70.84%	56,937,295	-	100%	-
Public - Others	72,334,142	28,251,563	39.06%	28,245,589	5974	99.98%	0.02%
<b>Total</b>	<b>304,741,780</b>	<b>213,263,678</b>	<b>69.98%</b>	<b>213,257,704</b>	<b>5974</b>	<b>99.99%</b>	<b>0.01%</b>
<b>Resolution No. 3 : Re-appointment of Mr. P K Jain as Joint Managing Director [Wire &amp; Wire Rope Business]</b>							
Promoter and Promoter Group	152,031,900	128,074,820	84.24%	128,074,820	-	100%	-
Public - Institutional holders	80,375,738	56,937,295	70.84%	47,312,298	9,624,997	83.10%	16.90%
Public - Others	72,334,142	28,251,473	39.06%	28,229,401	22,072	99.92%	0.08%
<b>Total</b>	<b>304,741,780</b>	<b>213,263,588</b>	<b>69.98%</b>	<b>203,616,519</b>	<b>9,647,069</b>	<b>95.48%</b>	<b>4.52%</b>



**A. K. LABH**

M.Com., MBA, ICS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGDMS, DIRPM  
Practising Company Secretary



**A. K. LABH & Co.**

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381  
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9  
e-mail aklabh@aklabh.com / aklabhcs@gmail.com  
Website : www.aklabh.com

## **FINAL COMBINED REPORT OF THE SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

**The Chairman**  
**Usha Martin Limited**  
**2A, Shakespeare Sarani,**  
**Kolkata-700 071**

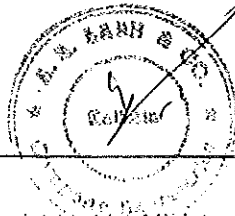
*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with Extra Ordinary General Meeting of the members of “*Usha Martin Limited*” (“*Company*”) held on Monday, 16<sup>th</sup> March 2015 at Vidya Mandir, 1 Moira Street, Kolkata – 700 017 at 2.30 P.M. for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (3) (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolution contained in the Notice of the Extra-ordinary General Meeting dated the 16<sup>th</sup> day of February, 2015. My responsibility as a scrutinizer for the voting process through electronic means and ballots is restricted to make a Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through ballots as provided by MCS Limited, the agencies engaged by the Company to provide e-voting / ballot facilities.

I submit my report as under :

1. The e-voting period remained open from 9.00 AM IST on Tuesday, the 10<sup>th</sup> day of March, 2015 up to 6.00 PM IST on Thursday, the 12<sup>th</sup> day of March, 2015.





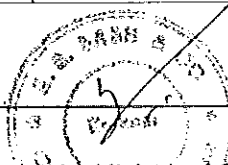
2. The Shareholders holding shares as on the "cut off" date, i.e. 13<sup>th</sup> day of February, 2015 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the notice dated 16<sup>th</sup> day of February, 2015 of the Extra Ordinary General Meeting of the Company.
3. The votes were unblocked on Friday, the 13<sup>th</sup> day of March, 2015 around 3.00 PM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>)
5. The result of the e-voting [EVEN : 101610] is as under:

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution****Issue of Convertible Warrants on Preferential Basis.**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
56981143	40270650	16710493

**b) Resolution 2****Type of Resolution : Special Resolution****Issue of Debt Instrument on Private Placement Basis.**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
56982153	56978859	3294



**c) Resolution 3****Type of Resolution : Special Resolution*****Re-appointment of Mr. P. K. Jain as Joint Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
56982063	47336244	9645819

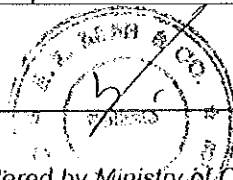
6. The Company has also issued the ballot forms to enable the shareholders to cast the votes physically instead of electronically. All the physical ballot forms received upto 6.00 PM IST on 12<sup>th</sup> day of March, 2015 were taken into record for the said purpose.
7. The result of the voting through ballot forms are as under:

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution*****Issue of Convertible Warrants on Preferential Basis.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
28084123	28080366	3757

**b) Resolution 2****Type of Resolution : Special Resolution*****Issue of Debt Instrument on Private Placement Basis.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
92008068	92005388	2680



**c) Resolution 3****Type of Resolution : Special Resolution*****Re-appointment of Mr. P. K. Jain as Joint Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
92008068	92006848	1220

8. The Company also provided the opportunity to the shareholders attending the Extra-ordinary General Meeting to cast vote physically through ballot distributed at the venue of the Extra-ordinary General Meeting and all the shareholders not casted vote electronically or through ballot earlier were eligible to cast vote at the venue.
9. The result of the votes casted through ballot paper by the shareholders attended / present in the Extra-ordinary General Meeting are as under :

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution*****Issue of Convertible Warrants on Preferential Basis.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
3972	3922	50

**b) Resolution 2****Type of Resolution : Special Resolution*****Issue of Debt Instrument on Private Placement Basis.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
64273457	64273457	0

**c) Resolution 3****Type of Resolution : Special Resolution*****Re-appointment of Mr. P. K. Jain as Joint Managing Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
64273457	64273427	30

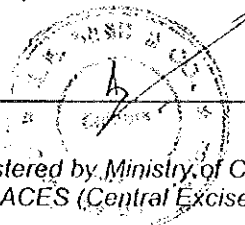
10. Thus, the combined result of the e-voting [EVEN : 101610], physical ballot form and the ballot papers distributed at the venue are as under:

**<A> SPECIAL BUSINESS ::****a) Resolution 1****Type of Resolution : Special Resolution*****Issue of Convertible Warrants on Preferential Basis.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>	<i>Result</i>
85069238	68354938 (80.35%)	16714300 (19.65%)	Carried by Requisite majority

**b) Resolution 2****Type of Resolution : Special Resolution*****Issue of Debt Instrument on Private Placement Basis.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>	<i>Result</i>
213263678	213257704 (99.99%)	5974 (0.01%)	Carried by Requisite majority





# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



# A. K. LABH & Co.

*Company Secretaries*

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Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9  
e-mail aklabh@aklabh.com / aklabhcs@gmail.com  
Website : www.aklabh.com

## c) Resolution 3

Type of Resolution : Special Resolution

*Re-appointment of Mr. P. K. Jain as Joint Managing Director.*

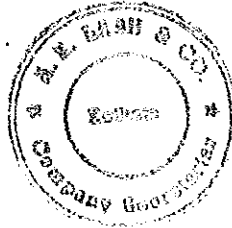
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Result
213263588	203616519 (95.48%)	9647069 (4.52%)	Carried by Requisite majority

11. The Registers, all other papers and relevant records relating to electronic voting and ballot forms are duly returned herewith.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries

(CS A. K. LABH)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 17.03.2015