



**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

1<sup>st</sup> August, 2015

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

The Secretary  
Bombay Stock Exchange Limited  
25, P J Towers,  
Dalal Street  
Mumbai-400001

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

Dear Sir,

**Re: Clause 35A of Listing Agreement**

Pursuant to the provisions of Clause 35A of the Listing Agreement, we enclose herewith the details with regard to the voting results for the resolutions passed by the members at the 29<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> July, 2015 alongwith a copy of the Scrutinizer Report for your information and record.

Thanking you,

Yours faithfully,  
For Usha Martin Limited

**K Chatterjee**  
Dy. General Manager - Secretarial

Encl: as above

**Information in terms of Clause 35A of the Listing Agreement in relation to 29<sup>th</sup> Annual  
General Meeting of M/s Usha Martin Limited held on 30<sup>th</sup> July 2015**

- A. Date of AGM : 30<sup>th</sup> July, 2015
- B. Book-Closure Date : 23<sup>rd</sup> July, 2015 to 30<sup>th</sup> July, 2015 ( both days inclusive)
- C. Total Number of Shareholders on cut-off date : 49,411
- D. No. of Shareholders present in the meeting either in person or through proxy :  
Promoters and Promoters Group / Public: 389
- E. No. of shareholders attended the meeting through Video Conferencing  
  
Promoters and Promoters Group : Not Applicable  
Public : Not Applicable
- F. Details of Agenda :

Agenda Item No..	Details of the Agenda	Resolution Required	Mode of Voting
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.	Ordinary	Remote E-Voting/ Ballot Form at AGM
2	Appointment of director in place of Mr. B. K. Jhavar (DIN: 00086237), who retires by rotation and being eligible, seeks re-appointment.	Ordinary	Remote E-Voting/ Ballot Form at AGM
3	Appointment of director in place of Mr. Brij. K. Jhavar (DIN: 00086200), who retires by rotation and being eligible, seeks re-appointment.	Ordinary	Remote E-Voting/ Ballot Form at AGM
4	Appointment of Auditors & fixing their remuneration.	Ordinary	Remote E-Voting/ Ballot Form at AGM
5	Approval of remuneration to the Cost Auditors for financial year ending March 31, 2016.	Ordinary	Remote E-Voting/ Ballot Form at AGM

For USHA MARTIN LIMITED

  
 (K. Chatterjee)  
 Dy. General Manager-Secretarial

G. The combined result of the E-Voting[ EVEN : 1781], remote e-voting & voting at the Annual General Meeting held on 30th July, 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 : Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors (both Standalone &amp; Consolidated) for the year ended March 31, 2015.</b>							
Promoter and Promoter Group	152091900	99780765	65.61%	99780765	0	100.00%	0.00%
Public - Institutional holders	79264109	37044228	46.74%	37044228	0	100.00%	0.00%
Public - Others	73385771	693118	0.94%	693108	10	100.00%	0.00%
<b>Total</b>	<b>304741780</b>	<b>137518111</b>	<b>45.13%</b>	<b>137518101</b>	<b>10</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 2 : Appointment of director in place of Mr. B. K. Jhawar (DIN : 00086237), who retires by rotation and being eligible, seeks re-appointment.</b>							
Promoter and Promoter Group	152091900	99780765	65.61%	99780765	0	100.00%	0.00%
Public - Institutional holders	79264109	37044228	46.74%	37044228	0	100.00%	0.00%
Public - Others	73385771	693268	0.94%	693198	70	99.99%	0.01%
<b>Total</b>	<b>304741780</b>	<b>137518261</b>	<b>45.13%</b>	<b>137518191</b>	<b>70</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 3 : Appointment of director in place of Mr. Brij K. Jhawar (DIN: 0086200), who retires by rotation and being eligible, seeks re-appointment.</b>							
Promoter and Promoter Group	152091900	99780765	65.61%	99780765	0	100.00%	0.00%
Public - Institutional holders	79264109	37044228	46.74%	37044228	0	100.00%	0.00%
Public - Others	73385771	693218	0.94%	693098	120	99.98%	0.02%
<b>Total</b>	<b>304741780</b>	<b>137518211</b>	<b>45.13%</b>	<b>137518091</b>	<b>120</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 4 : Appointment of Auditors &amp; fixing their remuneration</b>							
Promoter and Promoter Group	152091900	99780765	65.61%	99780765	0	100.00%	0.00%
Public - Institutional holders	79264109	37044228	46.74%	37044228	0	100.00%	0.00%
Public - Others	73385771	693291	0.94%	692813	478	99.93%	0.07%
<b>Total</b>	<b>304741780</b>	<b>137518284</b>	<b>45.13%</b>	<b>137517806</b>	<b>478</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 5 : Approval of remuneration to the Cost Auditors for financial year ending March 31, 2016.</b>							
Promoter and Promoter Group	152091900	99780765	65.61%	99780765	0	100.00%	0.00%
Public - Institutional holders	79264109	37044228	46.74%	37044228	0	100.00%	0.00%
Public - Others	73385771	693196	0.94%	692708	488	99.93%	0.07%
<b>Total</b>	<b>304741780</b>	<b>137518189</b>	<b>45.13%</b>	<b>137517701</b>	<b>488</b>	<b>100.00%</b>	<b>0.00%</b>

Date : 1st August, 2015

Place : Kolkata

For USHA MARTIN LIMITED

*K. Chatterjee*  
(K. Chatterjee)  
Dy. General Manager-Secretarial

**A. K. LABH**

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

## **SCRUTINIZER'S REPORT**

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

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

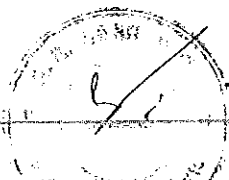
*Dear Sir,*

I, Atul Kumar Labh, Practicing 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 29<sup>th</sup> Annual General Meeting of the members of “*Usha Martin Limited*” (“*Company*”) held on Thursday, 30<sup>th</sup> day of July 2015 at 2:00 P.M. at Shripati Singhania Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata-700 020, for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 30<sup>th</sup> June, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical 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 remote e-voting system of Karvy Computershare Private Limited (“*Karvy*”) and of voting through physical ballots as provided by M/s MCS Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9:00 AM IST on Monday, the 27<sup>th</sup> day of July, 2015 up to 5.00 PM IST on Wednesday, the 29<sup>th</sup> July, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. 23<sup>rd</sup> July, 2015 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 30<sup>th</sup> day of June, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 30<sup>th</sup> day of July, 2015 around 5.00 PM after the completion of the Annual General Meeting 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 Karvy (<https://www.evoting.karvy.com>).
5. The result of the remote e-voting is as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1**

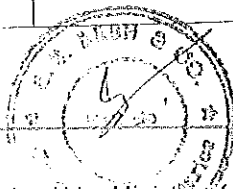
*To receive, consider & adopt the Financial Statements of the Company (both standalone and consolidated basis) for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37050677	37050667	10

**b) Resolution 2**

*To appoint a director in place of Mr. B. K. Jhawar (DIN- 00086237), who retires by rotation and being eligible, seeks reappointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37050827	37050757	70



**c) Resolution 3**

To appoint a director in place of Mr. Brij K Jhawar (DIN- 00086200), who retires by rotation and being eligible, seeks reappointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37050777	37050657	120

**d) Resolution 4**

To ratify the appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

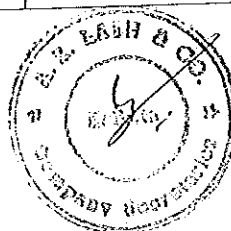
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37050852	37050374	478

**<B> SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution : Ordinary Resolution

Fixing the remuneration of M/s Guha, Ghosh, Kar & Associates, Cost Auditor of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37050757	37050269	488





6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1**

*To receive, consider & adopt the Financial Statements of the Company (both standalone and consolidated basis) for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
100467434	100467434	0

**b) Resolution 2**

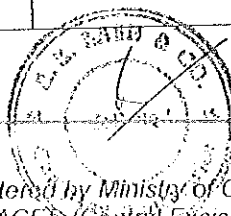
*To appoint a director in place of Mr. B. K. Jhawar (DIN- 00086237), who retires by rotation and being eligible, seeks reappointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
100467434	100467434	0

**c) Resolution 3**

*To appoint a director in place of Mr. Brij K Jhawar (DIN- 00086200), who retires by rotation and being eligible, seeks reappointment.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
100467434	100467434	0



**d) Resolution 4**

*To ratify the appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
100467432	100467432	0

**<B> SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution : Ordinary Resolution

*Fixing the remuneration of M/s Guha, Ghosh, Kar & Associates, Cost Auditor of the Company*

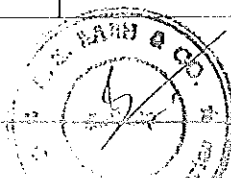
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
100467432	100467432	0

8. Thus, the combined result of the e-voting and votes casted through physical ballot papers distributed at the venue are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1**

*To receive, consider & adopt the Financial Statements of the Company (both standalone and consolidated basis) for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
137518111	137518101	10





**b) Resolution 2**

*To appoint a director in place of Mr. B. K. Jhawar (DIN- 00086237), who retires by rotation and being eligible, seeks reappointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
137518261	137518191	70

**c) Resolution 3**

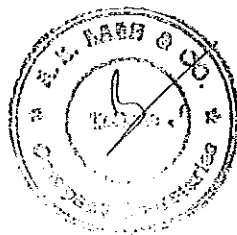
*To appoint a director in place of Mr. Brij K Jhawar (DIN- 00086200), who retires by rotation and being eligible, seeks reappointment.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
137518211	137518091	120

**d) Resolution 4**

*To ratify the appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
137518284	137517806	478



# A. K. LABH

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

<B> SPECIAL BUSINESS:

e) Resolution 5

Type of Resolution : Ordinary Resolution

*Fixing the remuneration of M/s Guha, Ghosh, Kar & Associates, Cost Auditor of the Company*


Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
137518189	137517701	488

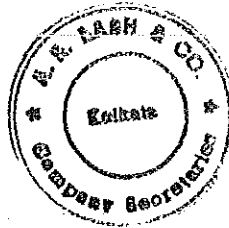
9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The Registers, physical ballots and all relevant records relating to electronic voting and ballot papers 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: 31.07.2015

Verified the contents and received the Report of the Scrutinizer  
For Usha Martin Limited

  
(K. Chatterjee)  
Dy. General Manager - Secretarial