

**MINISTRY OF CORPORATE AFFAIRS****RECEIPT****G.A.R.7****SRN :** H28420750**Service Request Date :** 17/11/2018**Payment made into :** ICICI Bank**Received From :****Name :** SOUMENDRA NATH BORAL**Address :** 2A, SHAKESPEARE SARANI

KOLKATA, West Bengal

India - 700071

**Entity on whose behalf money is paid****CIN:** L31400WB1986PLC091621**Name :** USHA MARTIN LIMITED**Address :** 2A SHAKESPEAR SARANI

P S SHAKESPEAR SARANI

KOLKATA, West Bengal

India - 700071

**Full Particulars of Remittance****Service Type:** eFiling

<b>Service Description</b>	<b>Type of Fee</b>	<b>Amount(Rs.)</b>
Fee for Form MGT-7 for the financial year ending on 2018	Normal	600.00
<b>Total</b>		<b>600.00</b>

**Mode of Payment:** Credit Card- ICICI Bank**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

# FORM NO. MGT-7

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



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L31400WB1986PLC091621

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACU2339M

(ii) (a) Name of the company

USHA MARTIN LIMITED

(b) Registered office address

2A SHAKESPEARE SARANI  
P S SHAKESPEARE SARANI  
KOLKATA  
West Bengal  
700071  
११-११-११

(c) \*e-mail ID of the company

shampa\_ghoshray@ushamarti

(d) \*Telephone number with STD code

03371006300

(e) Website

www.ushamartin.com

(iii) Date of Incorporation

22/05/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

12/1/5 MANOHARPUKUR ROAD  
KOLKATA

(vii) \*Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM 18/09/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	79.33

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

\*No. of Companies for which information is to be given 22

Pre-fill All

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

3	BHARAT MINEX PRIVATE LIMIT	U13203WB2007PTC168604	Subsidiary	100
4	GUSTAV WOLF SPECIALITY CO	U28999WB2003PLC095883	Subsidiary	100
5	PENGG USHA MARTIN WIRES P	U27106WB2006PTC109694	Joint Venture	40
6	CCL USHA MARTIN STRESSING	U74210WB2006PLC108112	Joint Venture	49.99
7	USHA MARTIN INTERNATIONAL		Subsidiary	100
8	BRUNTON WOLF WIRE ROPES I		Subsidiary	60
9	USHA MARTIN AMERICAS INC		Subsidiary	100
10	USHA SIAM STEEL INDUSTRIES		Subsidiary	97.98
11	USHA MARTIN SINGAPORE PTE		Subsidiary	100
12	USHA MARTIN AUSTRALIA PTY		Subsidiary	100
13	P T USHA MARTIN INDONESIA		Subsidiary	100
14	USHA MARTIN VIETNAM COMP		Subsidiary	100
15	USHA MARTIN CHINA COMPAN		Subsidiary	100
16	DE RUITER STAALKABEL BV SLI		Subsidiary	100
17	USHA MARTIN ITALIA SRL.		Subsidiary	100
18	USHA MARTIN EUROPE B.V		Subsidiary	100
19	USHA MARTIN UK LIMITED		Subsidiary	100
20	BRUNTON SHAW UK LIMITED		Subsidiary	100
21	EUROPEAN MANAGEMENT AN		Subsidiary	100
22	TESAC USHA WIREROPE COMP		Joint Venture	50

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

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

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

Number of classes

1

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

**(b) Preference share capital**

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

Number of classes

1

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

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	304,741,780	304,741,780	304,741,780	

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

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

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

Date of the previous annual general meeting	21/09/2017		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

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

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

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



**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			34,708,851,518
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			127,925,322
Deposit			0
<b>Total</b>			<b>34,836,776,840</b>

**Details of debentures**

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

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

0

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

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

41,461,549,642

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

1,735,571,818

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

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,812,267	1.91	0	
	(ii) Non-resident Indian (NRI)	2,492,983	0.82	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	124,948,070	41	0	
10.	Others GDRs	18,743,580	6.15	0	
	<b>Total</b>	151,996,900	49.88	0	0

**Total number of shareholders (promoters)**

24

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	71,827,899	23.57	0	
	(ii) Non-resident Indian (NRI)	3,062,511	1	0	
	(iii) Foreign national (other than NRI)	520	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	7,989,856	2.62	0	
4.	Banks	96,074	0.03	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	24,578,638	8.07	0	
7.	Mutual funds	136,134	0.04	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	40,343,878	13.24	0	
10.	Others GDRS	4,709,370	1.55	0	
	<b>Total</b>	152,744,880	50.12	0	0

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

57,530

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

57,554

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

12

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ELARA INDIA OPPORT	ICICI BANK LTD., 414 SENAPATI BA			430,000	0.14
ELARA CAPITAL PLC	THE GROVE 248A MARYLEBONE RO			380,600	0.12
ASPIRE EMERGING FU	ICICI BANK LTD., 414 SENAPATI BA			24,100	0.01
BRIDGE INDIA FUND	ICICI BANK LTD., 414 SENAPATI BA			8,840,100	2.9
AQUARIUS INDIA OPP	DEUTSCHE BANK AG, DB HOUSE H			8,600,000	2.82
THE INDIAMAN FUND	DEUTSCHE BANK AG, DB HOUSE H			6,258,733	2.05
MORGAN STANLEY M	CITIBANK N.A. CUSTODY SERVICES			3,915	0
MORGAN STANLEY (F	CITIBANK N.A. CUSTODY SERVICES			39,695	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
JARDINE FLEMING IN	CITY BANK N.AC/O SULTANALLY'S			500	0
FOREIGN & COLONIA	THE HONGKONG & SANGHAI BAN			500	0
I L F MAURITIUS	C/O SULTANALLY'S BUSINESS CEN			165	0
ADVANTAGE ADVISER	A/C STATE BANK OF INDIA BOMB			330	

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

Details	At the beginning of the year	At the end of the year
Promoters	24	24
Members (other than promoters)	51,637	57,530
Debenture holders	0	0

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

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

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	3	1	3	0.51	1.01
<b>B. Non-Promoter</b>	1	6	1	6	0	0.01
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0.01
<b>C. Nominee Directors representing</b>	0	1	0	1	0	0
(i) Banks & FIs	0	1	0	1	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>10</b>	<b>2</b>	<b>10</b>	<b>0.51</b>	<b>1.02</b>

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BASANT KUMAR JHAV	00086237	Director	82,310	
PRASHANT JHAWAR	00353020	Director	2,060,788	
BRIJ KISHORE JHAWA	00086200	Director	945,865	
RAJEEV JHAWAR	00086164	Managing Director	1,561,741	
GHYANENDRA NATH	00946138	Director	20,000	
SALIL SINGHAL	00006629	Director	0	
JITENDER BALAKRISH	00028320	Director	0	
PARTHA SARATHI BH	00329479	Director	0	
VENKATACHALAM RA	02194830	Nominee director	0	
MUKESH RAMBIHARI	00136067	Director	0	
AARTHI RAMAKRISHN	07672826	Director	0	
PRAVIN KUMAR JAIN	02583519	Managing Director	10,000	
ROHIT NANDA	AAIPN8292R	CFO	0	
SHAMPA GHOSH RAY	AGLPR9574R	Company Secretar	0	

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
AARTHI RAMAKRISHN	07672826	Director	21/09/2017	CHANGE IN DESIGNATION
MUKESH ROHATGI	00136067	Director	21/09/2017	CHANGE IN DESIGNATION

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
31ST ANNUAL GENERAL M	21/09/2017	51,753	395	26.44

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2017	12	9	75
2	30/05/2017	12	11	91.67
3	08/08/2017	12	9	75
4	19/08/2017	12	9	75
5	10/11/2017	12	10	83.33
6	05/02/2018	12	10	83.33

## C. COMMITTEE MEETINGS

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	29/05/2017	3	3	100
2	AUDIT COMM	08/08/2017	3	3	100
3	AUDIT COMM	10/11/2017	3	3	100
4	AUDIT COMM	05/02/2018	3	2	66.67
5	NOMINATION	29/05/2017	3	3	100
6	NOMINATION	05/02/2018	3	2	66.67
7	STAKEHOLDE	29/05/2017	3	3	100
8	STAKEHOLDE	08/08/2017	3	2	66.67
9	STAKEHOLDE	10/11/2017	3	3	100
10	STAKEHOLDE	05/02/2018	3	2	66.67

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	18/09/2018
								(Y/N/NA)
1	BASANT KUM	6	3	50	1	1	100	No
2	PRASHANT J	6	2	33.33	2	0	0	No
3	BRIJ KISHOR	6	2	33.33	6	4	66.67	No
4	RAJEEV JHA	6	6	100	3	2	66.67	Yes
5	GHYANENDR	6	6	100	14	14	100	Yes
6	SALIL SINGH,	6	4	66.67	7	5	71.43	No
7	JITENDER BA	6	6	100	10	10	100	Yes
8	PARTHA SAR	6	6	100	4	4	100	No
9	VENKATACH,	6	6	100	0	0	0	No
10	MUKESH RAM	6	5	83.33	1	1	100	Yes
11	AARTHI RAM,	6	6	100	1	1	100	Yes
12	PRAVIN KUM,	6	6	100	7	7	100	Yes

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

Nil

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJEEV JHAWAR	MANAGING DIF	15,719,758	0	0	0	15,719,758
2	PRAVIN KUMAR JA	JOINT MANAGI	18,500,561	0	0	0	18,500,561
	Total		34,220,319	0	0	0	34,220,319

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ROHIT NANDA	CHIEF FINANCE	15,281,616	0	0	0	15,281,616
2	SHAMPA GHOSH	COMPANY SEC	2,712,165	0	0	0	2,712,165
	Total		17,993,781	0	0	0	17,993,781

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BASANT KUMAR J	CHAIRMAN EM	0	0	0	200,000	200,000
2	GHYANENDRA NA	CHAIRMAN	0	0	0	1,150,000	1,150,000
3	BRIJ KISHORE JH	DIRECTOR	0	0	0	300,000	300,000
4	PRASHANT JHAW	DIRECTOR	0	0	0	100,000	100,000
5	SALIL SINGHAL	DIRECTOR	0	0	0	600,000	600,000
6	JITENDER BALAK	DIRECTOR	0	0	0	950,000	950,000
7	PARTHA SARATHI	DIRECTOR	0	0	0	650,000	650,000
8	VENKATACHALAM	DIRECTOR	0	0	0	300,000	300,000
9	MUKESH ROHATG	DIRECTOR	0	0	0	450,000	450,000
10	AARTHI RAMAKRIS	DIRECTOR	0	0	0	500,000	500,000
	Total		0	0	0	5,200,000	5,200,000

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

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

B. If No, give reasons/observations

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

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

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



(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

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

Name

ASIT KUMAR LABH

Whether associate or fellow

Associate  Fellow

Certificate of practice number

14664

**I/We certify that:**

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

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

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

08a

dated

08/08/2016

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

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

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

**To be digitally signed by**

Director

PRAVIN  
KUMAR JAIN  
Digitally signed by  
PRAVIN KUMAR JAIN  
Date: 2016.11.15  
10:35:05 +0530

DIN of the director

02583519

**To be digitally signed by**

SHAMPA  
GHOSH  
RAY  
Digitally signed by  
SHAMPA GHOSH  
RAY  
Date: 2016.11.15  
10:41:37 +0530

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Details of Committee Meetings.pdf
Transfer details.pdf
MGT-8_Usha Martin_2017-18.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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



**Usha Martin Limited**

2A, Shakespeare Sarani, Kolkata (formerly Calcutta) - 700 071, India  
Phone : (00 91 33) 71006300/599, Fax : (00 91 33) 2282 9029, 71006400/500  
CIN : L31400WB1986PLC091621  
Website : www.ushamartin.com

**IX. (C) Committee Meetings**

Serial Number	Types of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Number of Members attended	% of attendance
11.	CORPORATE SOCIAL RESPONSIBILITY	30-05-2017	3	3	100
12.	RISK MANAGEMENT COMMITTEE	19-02-2018	4	3	75
13.	FINANCE COMMITTEE	08-08-2017	5	4	80
14.	FINANCE COMMITTEE	10-11-2017	6	5	83.33
15.	COMMITTEE OF INDEPENDENT DIRECTORS	29-05-2017	4	4	100
16.	COMMITTEE OF INDEPENDENT DIRECTORS	02-02-2018	4	4	100

**For Usha Martin Limited**

  
Shampa Ghosh Ray  
Company Secretary  
ACS 16737



DETAILS OF TRANSFER OF SHARES

TRN DT	TYPE OF TRN	SHARES	FACE VAL	SELLER FOLIO	SELLER NAME	BUYER FOLIO	BUYER NAME
10/04/17	1	15		1 N002815	FUSHPA NATARAJAN	R007291	D.JAYACHANDRA REDDY
10/04/17	1	110		1 J001913	KRISHNAKUMAR JOSHI	K010654	SHASHI KALA
29/04/17	1	640		1 S010487	GAJANAN D SHE/WALKAR	S016369	SHASHIKANT GAJANAN SHE/WALKAR
29/04/17	1	1000		1 S011227	KSHETRAMOHAN SINGH	S016370	JALPANA SINGH
02/05/17	1	640		1 S016369	SHASHIKANT GAJANAN SHE/WALKAR	S010487	GAJANAN D SHE/WALKAR
19/05/17	1	165		1 M004851	MANJULA DEVI	K010655	RAJESH KUMAR
19/05/17	1	330		1 S009025	JAINA CHANDRAKANT SHAH	S016371	AMITA ASIT SHAH
19/05/17	1	80		1 G006160	KISHAN GOPAL GUPTA	G003569	KISHANGOPAL GUPTA
19/05/17	1	500		1 H003603	M VIJAY KUMAR	C007303	VIJAY CHORDIA
02/06/17	1	165		1 C004163	PARITOSH KHUSHMAN CHOXS	C007304	PARUL CHOXS
02/06/17	1	130		1 K005350	KAILASH KAUSHIK	K010656	KAILASH KAUSHIK
30/06/17	1	80		1 G005832	SUNITA GUPTA	G005571	SUNITA GUPTA
30/06/17	1	140		1 R010495	ZAINAB F BAKER	B015557	ZAINAB FAKHRUDDIN BAKER
30/06/17	1	140		1 R010496	FAKHRUDDIN A BAKER	B015557	ZAINAB FAKHRUDDIN BAKER
31/07/17	1	125		1 P005744	KANUBHAI RAMBIBHAI PATEL	P010640	USHABEN KANUBHAI PATEL
31/07/17	1	2000		1 G001319	MRINAL KANTI GHOSH	G009572	DOLLY GHOSH
12/08/17	1	165		1 K004290	K KALYANI	S016372	RADHA S
12/09/17	1	55		1 M006024	HIROO MERANI	M010679	HIROO HIRO MERANI
03/10/17	1	330		1 K004743	JAYSING DHARAMSY KAPADIA	K010657	MRIDULA JAYSINH KAPADIA
03/10/17	1	500		1 Y004003	SHILPA SUNIL YERAVADEKAR	Y004009	SUNIL KRISHNA YERAVADEKAR
24/10/17	1	15		1 J009532	SUNIL JAIN	B015558	SHARATHY
24/10/17	1	80		1 T002703	SHRIKANT NANASAHEB THARAGE	T007186	SHOBHA SHRIKANT THARAGE
24/10/17	1	15		1 K006988	PRAVEEN KUMAR	B015558	SHARATHY
24/10/17	1	15		1 S007113	SARLA	B015558	SHARATHY
24/10/17	1	165		1 V002266	KISHOR CHANDRA VARDHAN	S016373	CHETANI B SHAH
10/11/17	1	40		1 R011840	MUKESH MAHESH SHANKHARIA	B015559	MUKESH MAHESH SHANKHARIA
10/11/17	1	330		1 D004255	SHARDABEN RAMANLAL DESAI	D007547	MAHADEV RAMANLAL DESAI
10/11/17	1	80		1 X004016	RAJENDRA PAO K	K010658	RAJENDRA PAO K
10/11/17	1	165		1 X006681	V S KRISHANAN	H004082	S HARIHARAN
27/11/17	1	10		1 R010063	KALA DEVI BACHHAWAT	B015560	AJIT KUMAR BACHHAWAT
27/11/17	1	2430		1 P002396	VASANT JAGANNATH PUNTAMBEKAR	P010642	RAJENDRA S PUNTAMBEKAR
18/12/17	1	15		1 A003484	SUSHILA AGARWAL	B015561	INDRA KUMAR BAGRI
18/12/17	1	330		1 R011346	SANJIVUKH SINGH BHALLA	S016374	NAVJIT SINGH
18/12/17	1	2000		1 V002768	L VISHNUDAS	A007384	ASHA VISHNUDAS ASWANI
10/01/18	1	40		1 G004890	DOLLY GHOSH	G005574	DOLLY GHOSH
10/01/18	1	40		1 G004890	AMIT GHOSH	G005573	SWATI GHOSH
10/01/18	1	10		1 G004910	SWATI GHOSH	G009573	SWATI GHOSH
10/01/18	1	125		1 M007017	MAHARUKH FAREDOON MOTAFRAM	A007385	AMITA ACHAREKAR
10/03/18	1	90		1 M007016	MAHARUKH FAREDOON MOTAFRAM	M007017	MAHARUKH FAREDOON MOTAFRAM
10/03/18	1	165		1 K005899	SHRIKRISHNA KHANNA	K010660	DINESH KHANNA
08/02/18	1	125		1 N002907	GHEWERCHAND NIRBHAILAL	N005164	GHEWERCHAND NIRBHAILAL HUF
08/02/18	1	150		1 S006244	SUKANTA SAHA	S016375	SUKANTA SAHA
08/02/18	1	125		1 S006790	N GHEWERCHAND SANKLECHA	G009575	NEELESH GHEWERCHAND (H.U.F.)
08/02/18	1	80		1 T002735	GOPAL KRISHNA THAREJA	T007187	ANJU THAREJA
08/02/18	1	125		1 S006791	G CHANDRA SANKLECHA	S016376	CHANDRA G SANKLECHA
24/02/18	1	110		1 A002320	RAMESH KUMAR AGARWAL	S016377	SUMAN SAIN
24/02/18	1	130		1 R010117	SANGEETA BAGAL	S016378	EKTA S
24/02/18	1	2185		1 D004215	SHARAD CHANDRA DESAI	D007548	ARCHANA S DESAI
23/03/18	1	80		1 S010264	USHA SHARMA	G009576	SHIMLASH KUMARI GUPTA
23/03/18	1	330		1 A003772	SUNIL RATAN AGARWAL	A007386	SUMIT RATAN AGARWAL



For USHA MARTIN LIMITED

Company Secretary

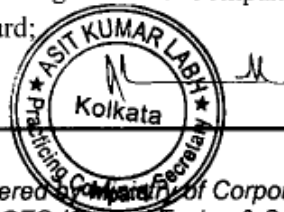
ACS 16737

**FORM - MGT-8**

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

I have examined the registers, records and books and papers of **M/s. Usha Martin Limited** (the Company) having its Registered Office at 2A, Shakespeare Sarani, Kolkata - 700071 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **31.03.2018**. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

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





5. Closure of Register of Members / Security holders, as the case may be: The Company has closed the Register of Members / Security holders during the financial year and the applicable provisions in this regard were compiled;
6. Advances / loans to its directors and / or persons or firms or companies referred in Section 185 of the Act: The Company is in compliance with the applicable provisions in this regard;
7. Contracts / arrangements with related parties as specified in Section 188 of the Act: All the related party transactions during the year were made on arm's length basis and in the ordinary course of business;
8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances: The Company is in compliance with the applicable provisions in this regard;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act: No such case was reported during the year under report;
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act : The Company is in compliance with the applicable provisions in this regard;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3),(4) and (5) thereof: The Company is in compliance with the applicable provisions in this regard;
12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them: The Company is in compliance with the applicable provisions in this regard;





13. Appointment / reappointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act: The re-appointment of statutory auditors was ratified by the members at the Annual General Meeting held during the year under report in accordance with the applicable provisions of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act : No such case was reported during the year under report;
15. Acceptance / renewal / repayment of deposits : The Company has not accepted / renewed / repaid any kind of deposit during the period;
16. Borrowings from directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable: The Company is in compliance with the applicable provisions in this regard;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act : The Company is in compliance with the applicable provisions in this regard;
18. Alteration of the provisions of the Memorandum and Articles of Association of the Company: The Company has adopted a new set of Articles of Association in accordance with the provisions of the Act in substitution and to the entire exclusion of the Regulations contained in the existing Articles of Association of the Company during the year under report.

Place : Kolkata  
Dated : 14.11.2018



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