



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/

August 11, 2016

The Secretary
The Bombay Stock Exchange
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

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, 5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

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

Dear Sir,

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – details of the voting results of the 30th Annual General Meeting (AGM) of the Company held on 9th August, 2016.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking you,

Yours faithfully,
For Usha Martin Limited


Shampa Ghosh Ray
Company Secretary

Encl : as above 



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30th Annual General Meeting (AGM) of Usha Martin Limited – details of voting results

Date of AGM	:	9 th August, 2016
Total Number of Shareholders on record date	:	51189
No. of Shareholders present in the meeting either in person or through proxy		
Promoters and Promoters Group	:	25
Public	:	493
No. of shareholders attended the meeting through Video Conferencing		
Promoters and Promoters Group	:	Not Applicable
Public	:	Not Applicable



Agenda-wise disclosure

Resolution No. 1 : Adoption of the financial statements of the Company (both standalone and consolidated basis) for the year ended 31st March, 2016 together with the Directors' and Auditors' Reports thereon.									
Resolution required: (Ordinary / Special) :									
Whether promoter / promoter group are interested in the agenda/ resolution?									
Category	Mode of Voting	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	
Promoter and Promoter Group	E-Voting	15,19,96,900	-	0.00%	-	-	0.0000%	0.0000%	
	Poll *		12,82,52,580	84.38%	12,82,52,580	-	100.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		12,82,52,580	84.38%	12,82,52,580	-	100.0000%	0.0000%	
Public - Institutions	E-Voting	3,29,35,524	86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
	Poll *		-	0.00%	-	-	0.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
Public - Non Institutions	E-Voting	11,98,09,356	19,941	0.01%	19,541	400	97.9941%	2.0059%	
	Poll *		2,48,95,663	16.38%	2,48,95,458	205	99.9992%	0.0008%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		2,49,15,604	16.39%	2,49,14,999	605	99.9976%	0.0024%	
Total		30,47,41,780	16,18,58,621	53.11%	16,18,58,016	605	99.9996%	0.0004%	

* Voting through ballot paper at the AGM



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Agenda-wise disclosure

Resolution No. 2 : Appointment of a Director in place of Mr. P. Jhawar (DIN: 00353020), who retires by rotation and being eligible, offers himself for re-appointment.								
Resolution required: (Ordinary / Special) :					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?								
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	15,19,96,900	-	0.00%	-	-	0.0000%	0.0000%
	Poll *		12,61,91,792	83.02%	12,61,91,792	-	100.0000%	0.0000%
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%
	Total		12,61,91,792	83.02%	12,61,91,792	-	100.0000%	0.0000%
Public - Institutions	E-Voting	3,29,35,524	86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%
	Poll *		-	0.00%	-	-	0.0000%	0.0000%
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%
	Total		86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%
Public - Non Institutions	E-Voting	11,98,09,356	19,891	0.01%	18,871	1,020	94.8721%	5.1279%
	Poll *		2,48,95,663	16.38%	2,48,95,663	-	100.0000%	0.0000%
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%
	Total		2,49,15,554	16.39%	2,49,14,534	1,020	99.9959%	0.0041%
Total		30,47,41,780	15,97,97,783	52.44%	15,97,96,763	1,020	99.9994%	0.0006%

* Voting through ballot paper at the AGM



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Agenda-wise disclosure

Resolution No. 3 : Appointment of Auditors & fixing their remuneration.							
Resolution required: (Ordinary / Special) :				Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?				No			
Category	Mode of Voting	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)	% of Votes in favour on votes polled (6) = [(4) / (2)]*100	% of Votes against on votes polled (7) = [(5) / (2)] *100
Promoter and Promoter Group	E-Voting	15,19,96,900	-	0.00%	-	0.0000%	0.0000%
	Poll *		12,82,52,580	84.38%	12,82,52,580	100.0000%	0.0000%
	Postal Ballot		-	0.00%	-	0.0000%	0.0000%
	Total		12,82,52,580	84.38%	12,82,52,580	100.0000%	0.0000%
Public - Institutions	E-Voting	3,29,35,524	86,90,437	5.72%	86,90,437	100.0000%	0.0000%
	Poll *		-	0.00%	-	0.0000%	0.0000%
	Postal Ballot		-	0.00%	-	0.0000%	0.0000%
	Total		86,90,437	5.72%	86,90,437	100.0000%	0.0000%
Public - Non Institutions	E-Voting	11,98,09,356	19,641	0.01%	19,191	97.7089%	2.2911%
	Poll *		2,48,95,663	16.38%	2,48,95,663	100.0000%	0.0000%
	Postal Ballot		-	0.00%	-	0.0000%	0.0000%
	Total		2,49,15,304	16.39%	2,49,14,854	99.9982%	0.0018%
Total		30,47,41,780	16,18,58,321	53.11%	16,18,57,871	99.9997%	0.0003%

* Voting through ballot paper at the AGM



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Agenda-wise disclosure

Resolution No. 4 : Ratification of remuneration payable to the Cost Auditors for Financial Year ending 31st March, 2017									
Resolution required: (Ordinary / Special) :									
Whether promoter / promoter group are interested in the agenda/ resolution?									
Category	Mode of Voting	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	Ordinary Resolution No
Promoter and Promoter Group	E-Voting	15,19,96,900	-	0.00%	-	-	0.0000%	0.0000%	
	Poll *		12,82,52,580	84.38%	12,82,52,580	-	100.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		12,82,52,580	84.38%	12,82,52,580	-	100.0000%	0.0000%	
Public - Institutions	E-Voting	3,29,35,524	86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
	Poll *		-	0.00%	-	-	0.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
Public - Non Institutions	E-Voting	11,98,09,356	18,505	0.01%	17,955	550	97.0278%	2.9722%	
	Poll *		2,48,95,663	16.38%	2,48,95,663	-	100.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		2,49,14,168	16.39%	2,49,13,618	550	99.9978%	0.0022%	
Total		30,47,41,780	16,18,57,185	53.11%	16,18,56,635	550	99.9997%	0.0003%	

* Voting through ballot paper at the AGM



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Agenda-wise disclosure

Resolution No. 5 : Approval of remuneration payable to Mr. Rajeev Jhawar, Managing Director (DIN: 00086164).									
Resolution required: (Ordinary / Special) :									
Whether promoter / promoter group are interested in the agenda/ resolution?									
Category	Mode of Voting	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	Special Resolution
									Yes
Promoter and Promoter Group	E-Voting	15,19,96,900	-	0.00%	-	-	0.0000%	#DIV/0!	
	Poll *		12,66,90,839	83.35%	12,66,90,839	-	100.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		12,66,90,839	83.35%	12,66,90,839	-	100.0000%	0.0000%	
Public - Institutions	E-Voting	3,29,35,524	86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
	Poll *		-	0.00%	-	-	0.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
Public - Non Institutions	E-Voting	11,98,09,356	19,805	0.01%	17,485	2,320	88.2858%	11.7142%	
	Poll *		2,48,95,663	16.38%	2,48,95,663	-	100.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		2,49,15,468	16.39%	2,49,13,148	2,320	99.9907%	0.0093%	
Total		30,47,41,780	16,02,96,744	52.60%	16,02,94,424	2,320	99.9986%	0.0014%	

* Voting through ballot paper at the AGM



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Agenda-wise disclosure

Resolution No. 6 : Approval for keeping of Registers, Returns, etc under Section 88 and 92 of the Companies Act, 2013 at a place other than Registered Office.									
Resolution required: (Ordinary / Special) :									
Whether promoter / promoter group are interested in the agenda/ resolution?									
Category	Mode of Voting	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	Special Resolution
									No
Promoter and Promoter Group	E-Voting	15,19,96,900	-	0.00%	-	-	0.0000%	0.0000%	
	Poll *		12,82,52,580	84.38%	12,82,52,580	-	100.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		12,82,52,580	84.38%	12,82,52,580	-	100.0000%	0.0000%	
Public - Institutions	E-Voting	3,29,35,524	86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
	Poll *		-	0.00%	-	-	0.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		86,90,437	5.72%	86,90,437	-	100.0000%	0.0000%	
Public - Non Institutions	E-Voting	11,98,09,356	19,870	0.01%	18,436	1,434	92.7831%	7.2169%	
	Poll *		2,48,95,663	16.38%	2,48,95,663	-	100.0000%	0.0000%	
	Postal Ballot		-	0.00%	-	-	0.0000%	0.0000%	
	Total		2,49,15,533	16.39%	2,49,14,099	1,434	99.9942%	0.0058%	
Total		30,47,41,780	16,18,58,550	53.11%	16,18,57,116	1,434	99.9991%	0.0009%	

* Voting through ballot paper at the AGM



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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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, 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 30th Annual General Meeting of the members of “*Usha Martin Limited*” (“Company”) held on Tuesday, 9th August, 2016 at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 at 11.00 A.M 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 1st July, 2016. My responsibility as a scrutinizer for the remote e-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 e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s MCS Share Transfer Agent 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 Saturday, the 6th August, 2016 up to 5.00 PM IST on Monday, the 8th August, 2016.





2. The Shareholders holding shares as on the "cut off" date, i.e. 2nd August, 2016 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 1st July, 2016 of the Annual General Meeting of the Company.
3. 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.
4. The votes were unblocked on Tuesday, the 9th August, 2016 around 1.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVEN : 104220] and votes casted through physical ballot papers distributed at the AGM venue are as under:

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

Adoption of the Financial Statements of the Company (both standalone and consolidated basis) for the year ended 31st March 2016 together with the Directors' and Auditors' Reports thereon

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	42	8709978	
Voting by ballot	74	153148038	
Total	116	161858016	99.9996%



**(ii) Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	400	
Voting by ballot	2	205	
Total	5	605	0.0004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10003825

b) Resolution 2

Appointment of a Director in place of Mr. P. Jhawar (DIN : 00353020), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	38	8709308	
Voting by ballot	75	151087455	
Total	113	159796763	99.9994%



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	1020	
Voting by ballot	0	0	
Total	6	1020	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	10003825

c) Resolution 3 : Ordinary Resolution***Appointment of Auditors & fixing their remuneration*****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	39	8709628	
Voting by ballot	76	153148243	
Total	115	161857871	99.9997%



**(ii) Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	450	
Voting by ballot	0	0	
Total	4	450	0.0003%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	10003825

** SPECIAL BUSINESS:****d) Resolution 4 : Ordinary Resolution*****Ratification of remuneration payable to the Cost Auditors for the Financial Year ending 31st March 2017*****(i) Voted in favour of the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	37	8708392	
Voting by ballot	76	153148243	
Total	113	161856635	99.9997%



**(ii) Voted *against* the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	550	
Voting by ballot	0	0	
Total	5	550	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	10003825

e) Resolution 5 : Special Resolution

Approval of remuneration payable to Mr. Rajeev Jhawar, Managing Director (DIN:00086164)

(i) Voted *in favour* of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	8707922	
Voting by ballot	75	151586502	
Total	108	160294424	99.9986%



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	2320	
Voting by ballot	0	0	
Total	9	2320	0.0014%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	10003825

f) Resolution 6 : Special Resolution

Approval for keeping of Registers, Returns, etc. under Section 88 and 92 of the Companies Act, 2013 at a place other than Registered Office

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	38	8708873	
Voting by ballot	76	153148243	
Total	114	161857116	99.9991%



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 : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	1434	
Voting by ballot	0	0	
Total	5	1434	0.0009%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	10003825

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

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: 10.08.2016

