



Usha Martin Limited

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

UML/SECT/

May 27, 2019

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001
[Scrip Code:517146]

Societe de la Bourse de Luxembourg
35A Boulevard Joseph II
L-1840, Luxembourg
[Scrip Code: US9173002042]

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
[Scrip Code: USHAMART]

Dear Sir / Madam,

Annual Secretarial Compliance Report pursuant to SEBI Circular

Please find enclosed the Annual Secretarial Compliance Report of Usha Martin Limited dated 23rd May 2019 for the year ended March 31, 2019 certified by Mr. Manoj Kumar Banthia, Partner of M/s.MKB Associates, Company Secretaries in Practice.

This Report have been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

This is for your information and record.

Thanking you,

Yours faithfully,
For Usha Martin Limited


Shrinidhi Ghosh Ray
Company Secretary

Encl. as above



**SECRETARIAL COMPLIANCE REPORT OF USHA MARTIN LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**

I, Manoj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **USHA MARTIN LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, as amended, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the Review Period:



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

| <i>Sr. No.</i> | <i>Compliance Requirement (Regulations/ guidelines specific clause)</i> | <i>Deviations</i> | <i>Observations/ Remarks of the Practicing Company Secretary</i> |
|----------------|---|-------------------|--|
| None | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

| <i>Sr. No.</i> | <i>Action Taken by</i> | <i>Details of violation</i> | <i>Details of action taken e.g., fines, warning letter, debarment, etc.</i> | <i>Observations/ Remarks of the Practicing Company Secretary</i> |
|----------------|------------------------|-----------------------------|---|--|
| None | | | | |

- (d) This being the first reporting since the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 came into effect, the requirement of reporting on actions to comply with the observations made in previous reports is not applicable.

For MKB & Associates
Practicing Company Secretary
Manoj Kumar Bantia
Partner

ACS No: 11470

C P No.: 7596

FRN: P2010WB042700

Date: 23.05.2019

Place: Kolkata