<u>Information in terms of Clause 35A of the Listing Agreement in relation to 28th Annual General Meeting of</u> <u>M/s Usha Martin Limited held on 31st July 2014</u>

1. Date of AGM: 31st July, 2014

2. Total Number of Shareholders on record date (18th June, 2014): 48968

3. No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group / Public: 257

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 | 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, 2014. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 2 | Appointment of director in place of Mr. P Jhawar, who retires by rotation and being eligible, seeks re-appointment. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 3 | Appointment of director in place of Mr. P K Jain, who retires by rotation and being eligible, seeks re-appointment. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 4 | Appointment of Auditors & fixing their remuneration. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 5 | Appointment of Mrs. Ramni Nirula as an Independent Director in pursuance to provisions of Companies Act, 2013. | Ordinary | E-Voting/Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 6 | Appointment of Mr. Salil Singhal as an Independent Director in pursuance to provisions of Companies Act, 2013. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 7 | Appointment of Mr. G N Bajpai as an Independent Director in pursuance to provisions of Companies Act, 2013. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 8 | Appointment of Mr. Jitender Balakrishnan as an Independent Director in pursuance to provisions of Companies Act, 2013. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 9 | Approval of remuneration to the Cost Auditors for financial year ending March 31, 2015. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 10 | Appointment of Mr. R S Thakur as an advisor to the Company including fixation of remuneration | Item Withdrawn | Not Applicable | | |
| 11 . | Appointment of Mr. Apurv Jhawar (a related party) as Deputy Manager (Business Analysis) with the Company. | Special | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |
| 12 | Appointment of Mr. Partha S Bhattacharyya as an Independent Director in pursuance to provisions of Companies Act, 2013. | Ordinary | E-Voting/ Ballot Form sent along with Annual Report/ Ballot Paper at AGM | | |

For USHA MARTIN LIMITED

(K. Chatterjeet)

Dy. General Manager-Secretarial

6. The combined result of the E-Voting EVEN: 100400], voting through ballot forms as sent alongwith annual report and the votes casted through ballot paper by the shareholders attended / present in the annual general meeting held on 31st July, 2014, 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 |
|--------------------------------------|--|--|--|---------------------------------|------------------------------|---|---|
| both Standalon | i : Adoption of Sta e & Consolidated) i | itement Adoption for the year ender | n of Statement of Profit | and Loss, Balance | Sheet, Report of B | loard of Directors an | ıd Auditors (for |
| Promoter and | | The year chack | a majen 31, 2014. | | ··· | | |
| Promoter Group | 152156900 | 125599073 | 82.55% | 125599073 | 0 | 100 00% | 0,00% |
| Public - Institutional | 70700 | | | • | | | |
| holders | 72790277 | 46239310 | | 46239310 | 0 | 100 00% | 0.00% |
| Public - Others | 79794603 | 409802 | 0.51% | 409184 | 618 | 99.85% | 0.15% |
| Total | 304741780 | 172248185 | 56.52% | 172247567 | 618 | 100 00% | 0.00% |
| | 2 : Appointment of | director in place | of Mr. P Jhawar, who r | etires by rotation : | and being eligible, | secks re-appointmen | nt. |
| Promoter and Promoter | | | | | | | |
| Group Public - Institutional | 152156900 | 125599073 | 82 55% | 125599073 | 0 | 100.00% | 0.00% |
| holders | 72790277 | 47889310 | 65.79% | 47889310 | 0 | 100.00% | 0 00% |
| Public - Others | 79794603 | 409502 | 0.51% | 408184 | 1318 | 99 68% | 0.32% |
| Total | 304741780 | | 57.06% | 173896567 | 1318 | 100 00% | 0.00% |
| | 3 : Appointment of | director in place | of Mr. P K Jain, who re | tires by rotation ar | nd being eligible, s | eeks re-appointment | <u>.</u> |
| Promoter and Promoter | | | | | | | |
| Group | 152156900 | 125599073 | 82 55% | 125599073 | 0 | 100 00% | 0 00% |
| Fuone - Institutional | | | 02,5574 | 123335073 | | 100 0078 | 0.00% |
| holders | 72790277 | 47889310 | 65,79% | 47889310 | 0 | 100 00% | 0.00% |
| Public - Others | 79794603 | 409502 | 0.51% | 408139 | 1363 | 99,67% | 0,33% |
| Total | 304741780 | 173897885 | 57.06% | 173896522 | 1363 | 100.00% | 0.00% |
| Resolution No. 4 | 1: Appointment of | Auditors & fixin | g their remuneration | | | | |
| Promoter and Promoter Group | 152156900 | 125599073 | 82 55% | 125599073 | 0 | 100.00% | 0.00% |
| Public - Institutional holders | 70700077 | 47700000 | | | | | |
| | 72790277 | 47889310 | 65.79% | 46239310 | 1650000 | 96.55% | 3.45% |
| Public - Others Total | 79794603 304741780 | 407037 173895420 | 0.51% 57.06% | 405883 172244266 | 1154 1651154 | 99.72% | 0.28% 0.95% |
| | | | ula as an Independent D | | | | |
| Promoter and | | | | parsault | p. 0 1 13 0113 01 | Companies Act, 201 | ~- |
| Promoter Group | 152156900 | 125599073 | 82.55% | 125599073 | 0 | 100,00% | . 0.00% |
| Public - Institutional | | | | | | 100,0070 | 0,0070 |
| holders | 72790277 | 47889310 | 65.79% | 47889310 | 0 | 100.00% | 0.00% |
| Public - Others Total | 79794603 304741780 | 409452 173897835 | 0.51% 57 06% | 407954 173896337 | 1498 | 99.63% 100.00% | 0 37% |
| | | | l as an Independent Dire | | | | 0 00% |
| Promoter and Promoter | ppointment of | outi onigha | . a., a., moepeniciii Dift | cio in pursuance | to provisions of Ci | ompanies Act, 2015. | |
| Group Public - | 152156900 | 125599073 | 82.55% | 125599073 | 0 | 100.00% | 0,00% |
| Institutional holders | 72790277 | 47889310 | 65.79% | 47889310 | o | 100 00% | 0.00% |
| Public - Others | 79794603 | 409502 | 0.51% | 408954 | 548 | 99 87% | 0.13% |
| Total | 304741780 | 173897885 | 57 06% | 173897337 | 548 | 100.00% | 0.13% |
| | | | | | | | |

For USHA MARTIN LIMITED

(K. Chatterjee) Dy. General Manager-Secretarial

| Promoter/ Public | No. of Shares held (1) | No. of votes polled (2) | % of Votes poiled 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 |
|---|---|--|---|--|--|---|---|
| Resolution No. 3 | 7 : Appointment of | Mr. G N Bajpai | as an Independent Direc | tor in pursuance to | provisions of Cor | npanies Act, 2013. | |
| Promoter and | | | | | | | |
| Promoter Group | 152150000 | 1000 1001 5 | | | _ | | |
| Public - | 152156900 | 122343215 | 80 41% | 122343215 | 0 | 100,00% | 0.00% |
| Institutional | | | | | | | |
| holders | 72790277 | 47889310 | 65.79% | 46239310 | 1650000 | 96.55% | 3 45% |
| Public - Others | 79794603 | 3662715 | 4.59% | 3662026 | 689 | 99.98% | 0.02% |
| Total | 304741780 | | | 172244551 | 1650689 | 99.05% | 0.95% |
| Resolution No. 8 | 3 : Appointment of | Mr. Jitender Bal | akrishnan as an Indeper | ndent Director in p | ursuance to provis | sions of Companies A | Act, 2013 |
| Promoter and | | | | | | | |
| Promoter | 150156000 | 125500022 | | 1000000 | | | |
| Group Public - | 152156900 | 125599073 | 82.55% | 125599073 | 0 | 100 00% | 0.00% |
| Institutional | | | | | | , | |
| holders | 72790277 | 47889310 | 65.79% | 46239310 | 1650000 | 96.55% | 3.45% |
| Public - Others | 79794603 | 409502 | 0,51% | 408708 | 794 | 99,81% | 0.19% |
| Total | 304741780 | 173897885 | 57.06% | 172247091 | 1650794 | 99.05% | 0.95% |
| Resolution No. 9 | : Approval of ren | nuneration to the | Cost Auditors for finan | cial year ending M | arch 31, 2015. | | |
| Promoter and | | | | | | | |
| Promoter | | | | | | | |
| Group Public - | 152156900 | 125599073 | 82.55% | 125599073 | 0 | 100.00% | 0.00% |
| Institutional | ÷ | , , | | | | | |
| holders | 72790277 | 47889310 | 65.79% | 47889310 | 0 | 100.00% | 0 00% |
| Public - Others | 79794603 | 408232 | 0.51% | 407004 | 1228 | 99 70% | 0.30% |
| Total | 304741780 | 173896615 | 57,06% | 173895387 | 1228 | 100 00% | 0.00% |
| Resolution No. 1 | 0 (Item Withdraw | n): Appointmen | t of Mr. R S Thakur as : | n advisor to the C | ompany including | fixation of remuner | ation |
| Promoter and | | | | | | | |
| Promoter | | | | | | 1 | |
| Group | 152156900 | 0 | 0 00% | 0 | 0 | 0 00% | 0.00% |
| Public - Institutional | ļ | | | | | | |
| holders | 72790277 | 47558258 | 65 34% | 47558258 | 0 | 100.00% | 0,00% |
| Public - Others | | | | | | | |
| | 70704603 | | | | | | |
| Total | 79794603 304741780 | 23751 | 0.03% | - 21913 | 1838 | 92.26% | 7.74% |
| Total Resolution No. 1 | 304741780 | 23751 47582009 | 0.03% 15.61% | - 21913 47580171 | 1838 1838 | 92.26% 100.00% | 0.00% |
| | 304741780 | 23751 47582009 | 0.03% | - 21913 47580171 | 1838 1838 | 92.26% 100.00% | 0.00% |
| Resolution No. 1 | 304741780 | 23751 47582009 | 0.03% 15.61% | - 21913 47580171 | 1838 1838 | 92.26% 100.00% | 0.00% |
| Resolution No. 1 Promoter and Promoter Group | 304741780 | 23751 47582009 | 0.03% 15.61% | - 21913 47580171 | 1838 1838 | 92.26% 100.00% | 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - | 304741780 1 : Appointment (| 23751 47582009 of Mr. Apurv Jha | 0.03% 15.61% war (a related party) as | 21913 47580171 Deputy Manager (| 1838 1838 Business Analysis | 92.26% 100.00%) with the Company | 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional | 304741780 11: Appointment of 152156900 | 23751 47582009 of Mr. Apurv Jha 125203828 | 0.03% 15.61% war (a related party) as 82.29% | 21913 47580171 Deputy Manager (125203828 | 1838 1838 Business Analysis | 92.26% 100.00%) with the Company 100.00% | 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders | 304741780 1: Appointment of 152156900 72790277 | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 | 0.03% 15.61% war (a related party) as 82.29% 65.79% | - 21913 475801711 Deputy Manager (125203828 47889310 | 1838 1838 Business Analysis 0 | 92.26% 100.00%) with the Company 100.00% | 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Public - Others | 304741780 1: Appointment of 152156900 72790277 79794603 | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% | 21913 47580171 Deputy Manager (125203828 47889310 401759 | 1838 1838 Business Analysis 0 0 2398 | 92 26% 100.00%) with the Company 100.00% 100.00% 99.41% | 0.00% - 0.00% 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Public - Others Total | 304741780 1: Appointment of 152156900 72790277 79794603 304741780 | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 173497295 | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% 56.93% | 21913 47580171 Deputy Manager (125203828 47889310 401759 173494897 | 1838 1838 Business Analysis 0 0 2398 2398 | 92.26% 100.00%) with the Company 100.00% 100.00% 99.41% 100.00% | 0.00% 0.00% 0.00% 0.59% 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Public - Others Total Resolution No. 1 | 304741780 1: Appointment of 152156900 72790277 79794603 304741780 | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 173497295 | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% | 21913 47580171 Deputy Manager (125203828 47889310 401759 173494897 | 1838 1838 Business Analysis 0 0 2398 2398 | 92.26% 100.00%) with the Company 100.00% 100.00% 99.41% 100.00% | 0.00% 0.00% 0.00% 0.59% 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Public - Others Total Resolution No. 1 Promoter and | 304741780 1: Appointment of 152156900 72790277 79794603 304741780 | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 173497295 | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% 56.93% | 21913 47580171 Deputy Manager (125203828 47889310 401759 173494897 | 1838 1838 Business Analysis 0 0 2398 2398 | 92.26% 100.00%) with the Company 100.00% 100.00% 99.41% 100.00% | 0.00% 0.00% 0.00% 0.59% 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Public - Others Total Resolution No. 1 | 304741780 1: Appointment of 152156900 72790277 79794603 304741780 | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 173497295 | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% 56.93% | 21913 47580171 Deputy Manager (125203828 47889310 401759 173494897 | 1838 1838 Business Analysis 0 0 2398 2398 | 92.26% 100.00%) with the Company 100.00% 100.00% 99.41% 100.00% ovisions of Compan | 0.00% 0.00% 0.00% 0.00% 0.59% 0.00% ies Act, 2013. |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Total Resolution No. 1 Promoter and Promoter Group Public - | 304741780 1: Appointment of 152156900 72790277 79794603 304741780 2: Appointment of | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 173497295 of Mr. Partha S B | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% 56.93% | 21913 47580171 Deputy Manager (125203828 47889310 401759 173494897 ependent Director i | 1838 Business Analysis 0 0 2398 2398 in pursuance to pr | 92.26% 100.00%) with the Company 100.00% 100.00% 99.41% 100.00% ovisions of Compani | 0.00% 0.00% 0.00% 0.59% 0.00% |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Public - Others Total Resolution No. 1 Promoter and Promoter Group Public - Institutional | 304741780 1: Appointment of 152156900 72790277 79794603 304741780 2: Appointment of | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 173497295 of Mr. Partha S B | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% 56.93% thattacharyya as an Ind | 21913 47580171 Deputy Manager (125203828 47889310 401759 173494897 ependent Director i | 1838 1838 Business Analysis 0 0 2398 2398 10 pursuance to pr | 92.26% 100.00%) with the Company 100.00% 100.00% 99.41% 100.00% ovisions of Compan | 0.00% 0.00% 0.00% 0.59% 0.00% ies Act, 2013. |
| Resolution No. 1 Promoter and Promoter Group Public - Institutional holders Total Resolution No. 1 Promoter and Promoter Group Public - | 304741780 1: Appointment of 152156900 72790277 79794603 304741780 2: Appointment of | 23751 47582009 of Mr. Apurv Jha 125203828 47889310 404157 173497295 of Mr. Partha S B | 0.03% 15.61% war (a related party) as 82.29% 65.79% 0.51% 56.93% | 21913 47580171 Deputy Manager (125203828 47889310 401759 173494897 ependent Director i | 1838 Business Analysis 0 0 2398 2398 in pursuance to pr | 92.26% 100.00%) with the Company 100.00% 100.00% 99.41% 100.00% ovisions of Compani | 0.00% 0.00% 0.00% 0.00% 0.59% 0.00% ies Act, 2013. |

Date: 2nd August, 2014 Place: Kolkata

For USHA MARTIN LIMITED

(K. Chatterjee Dy. General Manager-Secretarial