

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

1. Date of AGM : 31<sup>st</sup> July, 2014
2. Total Number of Shareholders on record date (18<sup>th</sup> 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. Chatterjee)

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 shafholder's 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
<b>Resolution No. 1 : Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors (for both Standalone &amp; Consolidated) for the year ended March 31, 2014.</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	46239310	63.52%	46239310	0	100.00%	0.00%
Public - Others	79794603	409802	0.51%	409184	618	99.85%	0.15%
<b>Total</b>	<b>304741780</b>	<b>172248185</b>	<b>56.52%</b>	<b>172247567</b>	<b>618</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 2 : Appointment of director in place of Mr. P Jhwar, who retires by rotation and being eligible, seeks re-appointment.</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	47889310	0	100.00%	0.00%
Public - Others	79794603	409502	0.51%	408184	1318	99.68%	0.32%
<b>Total</b>	<b>304741780</b>	<b>173897885</b>	<b>57.06%</b>	<b>173896567</b>	<b>1318</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 3 : Appointment of director in place of Mr. P K Jain, who retires by rotation and being eligible, seeks re-appointment.</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	47889310	0	100.00%	0.00%
Public - Others	79794603	409502	0.51%	408139	1363	99.67%	0.33%
<b>Total</b>	<b>304741780</b>	<b>173897885</b>	<b>57.06%</b>	<b>173896522</b>	<b>1363</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	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	46239310	1650000	96.55%	3.45%
Public - Others	79794603	407037	0.51%	405883	1154	99.72%	0.28%
<b>Total</b>	<b>304741780</b>	<b>173895420</b>	<b>57.06%</b>	<b>172244266</b>	<b>1651154</b>	<b>99.05%</b>	<b>0.95%</b>
<b>Resolution No. 5 : Appointment of Mrs. Ramni Nirula as an Independent Director in pursuance to provisions of Companies Act, 2013.</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	47889310	0	100.00%	0.00%
Public - Others	79794603	409452	0.51%	407954	1498	99.63%	0.37%
<b>Total</b>	<b>304741780</b>	<b>173897835</b>	<b>57.06%</b>	<b>173896337</b>	<b>1498</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 6 : Appointment of Mr. Salil Singhal as an Independent Director in pursuance to provisions of Companies Act, 2013.</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	47889310	0	100.00%	0.00%
Public - Others	79794603	409502	0.51%	408954	548	99.87%	0.13%
<b>Total</b>	<b>304741780</b>	<b>173897885</b>	<b>57.06%</b>	<b>173897337</b>	<b>548</b>	<b>100.00%</b>	<b>0.00%</b>

For USHA MARTIN LIMITED

*K Chatterjee*  
(K. Chatterjee)

Dy. General Manager-Secretarial

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. 7 : Appointment of Mr. G N Bajpai as an Independent Director in pursuance to provisions of Companies Act, 2013.</b>							
Promoter and Promoter Group	152156900	122343215	80.41%	122343215	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	46239310	1650000	96.55%	3.45%
Public - Others	79794603	3662715	4.59%	3662036	689	99.98%	0.02%
<b>Total</b>	<b>304741780</b>	<b>173895240</b>	<b>57.06%</b>	<b>172244551</b>	<b>1650689</b>	<b>99.05%</b>	<b>0.95%</b>
<b>Resolution No. 8 : Appointment of Mr. Jitender Balakrishnan as an Independent Director in pursuance to provisions of Companies Act, 2013</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	46239310	1650000	96.55%	3.45%
Public - Others	79794603	409502	0.51%	408708	794	99.81%	0.19%
<b>Total</b>	<b>304741780</b>	<b>173897885</b>	<b>57.06%</b>	<b>172247091</b>	<b>1650794</b>	<b>99.05%</b>	<b>0.95%</b>
<b>Resolution No. 9 : Approval of remuneration to the Cost Auditors for financial year ending March 31, 2015.</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	47889310	0	100.00%	0.00%
Public - Others	79794603	408232	0.51%	407004	1228	99.70%	0.30%
<b>Total</b>	<b>304741780</b>	<b>173896615</b>	<b>57.06%</b>	<b>173895387</b>	<b>1228</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 10 (Item Withdrawn) : Appointment of Mr. R S Thakur as an advisor to the Company including fixation of remuneration</b>							
Promoter and Promoter Group	152156900	0	0.00%	0	0	0.00%	0.00%
Public - Institutional holders	72790277	47558258	65.34%	47558258	0	100.00%	0.00%
Public - Others	79794603	23751	0.03%	21913	1838	92.26%	7.74%
<b>Total</b>	<b>304741780</b>	<b>47582009</b>	<b>15.61%</b>	<b>47580171</b>	<b>1838</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 11 : Appointment of Mr. Apurv Jhawar (a related party) as Deputy Manager (Business Analysis) with the Company.</b>							
Promoter and Promoter Group	152156900	125203828	82.29%	125203828	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	47889310	0	100.00%	0.00%
Public - Others	79794603	404157	0.51%	401759	2398	99.41%	0.59%
<b>Total</b>	<b>304741780</b>	<b>173497295</b>	<b>56.93%</b>	<b>173494897</b>	<b>2398</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Resolution No. 12 : Appointment of Mr. Partha S Bhattacharyya as an Independent Director in pursuance to provisions of Companies Act, 2013.</b>							
Promoter and Promoter Group	152156900	125599073	82.55%	125599073	0	100.00%	0.00%
Public - Institutional holders	72790277	47889310	65.79%	47889310	0	100.00%	0.00%
Public - Others	79794603	407212	0.51%	405814	1398	99.66%	0.34%
<b>Total</b>	<b>304741780</b>	<b>173895595</b>	<b>57.06%</b>	<b>173894197</b>	<b>1398</b>	<b>100.00%</b>	<b>0.00%</b>

Date : 2nd August, 2014

Place : Kolkata

For USHA MARTIN LIMITED

*K Chatterjee*  
(K. Chatterjeet)

Dy. General Manager-Secretarial