

USHA MARTIN LIMITED

Details regarding the Postal Ballot / E-Voting results as per Clause 35(A) of Listing Agreement

Special resolution to authorize the Board of Directors to borrow up to Rs. 7500 crores ( Rupees Seven thousand five hundred crores only) and to create mortgage/ charge for securing the borrowings/ loans as per under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013

Promoter / Public	No. of Shares held (including GDRs)	No. of votes polled	% of Votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
	1	2		4	5		
Promoter and Promoter Group	152031900	128288320	84.38%	128288320	0	100.00%	0.00%
Public – Institutional holders	73277397	45012125	61.43%	39872604	5139521	88.58%	11.42%
Public – Others	79432483	16903792	21.28%	16885095	18697	99.89%	0.11%
<b>Total</b>	<b>304741780</b>	<b>190204237</b>	<b>62.41%</b>	<b>185046019</b>	<b>5158218</b>	<b>97.29%</b>	<b>2.71%</b>

Place : Kolkata

Date : 09th September, 2014



For USHA MARTIN LIMITED

*K. Chatterjee*  
(K. Chatterjee)  
Dy. General Manager-Secretarial



**SCRUTINIZER'S REPORT**

To  
*The Chairman*  
M/s. Usha Martin Limited  
2A, Shakespeare Sarani,  
Kolkata – 700 071.

*Dear Sir,*

- (1) The Board of Directors of the Company vide its meeting held on 27<sup>th</sup> day of May, 2014 has appointed us as Scrutinizer for conducting the postal ballot (both physical and electronic) voting process.
- (2) We submit our report as under :
  - (a) The Company has completed the dispatch of physical postal ballot forms alongwith postage prepaid business reply envelope on 31<sup>st</sup> day of July, 2014 and postal ballot via electronic mode also on 31<sup>st</sup> day of July, 2014 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 18<sup>th</sup> day of July, 2014.
  - (b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - (c) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes commencing the scrutiny of such postal ballot forms.
  - (d) The ballot boxes were opened after the closure of the working hours of the Company on 5<sup>th</sup> day of September, 2014 in our presence.
  - (e) The postal ballot forms were duly opened in our presence and scrutinized.
  - (f) All postal ballot forms received upto the closure of working hours of the Company on 5<sup>th</sup> day of September, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.
  - (g) Envelopes containing postal ballot forms received after the closure of the working hours of the Company on 5<sup>th</sup> day of September, 2014, *if any*, were not considered for our scrutiny.
  - (h) We did not find any defaced ballot paper.
  - (i) Members were also provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by National Securities Depository Limited (NSDL) e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).





- (j) The result of the electronic voting was downloaded after the closure of the working hours of the Company on 5<sup>th</sup> day of September, 2014 from NSDL website providing the platform for e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and were unlocked in the presence of Mr. Narayan Chandra Saha, residing at 108 Sarat Chatterjee Road, Howrah-711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 (who are not in employment of the company) and has been included in our report..

- (3) Summary of the Postal Ballot votes casted through Physical Mode is as follows :-

1.	Total No. of Postal Ballot Forms Received	430
2.	Total No. of Invalid Postal Ballot Forms	14
3.	Total No. of Valid Postal Ballot Forms	416
4.	Total No. of Valid Postal Ballot Forms in favour of the Resolution	367
5.	Total No. of Valid Postal Ballot Forms against the Resolution	49
6.	Total No. of Postal Ballot Forms not casting the Votes	0
7.	Total No. of Votes / Shares casted	145129738
8.	Total No. of Votes / Shares in favour of the Resolution	145096733
9.	Total No. of Votes / Shares against the Resolution	11140
10.	Total No. of Invalid Votes / Shares casted	21865

- (4) Summary of the Postal Ballot votes casted through Electronic Voting System is as follows :-

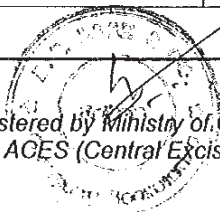
1.	Total No. of Folios for which votes casted	156
2.	Total No. of Folios casting in favour	118
3.	Total No. of Folios casting Against	38
4.	Total No. of Votes / Shares casted through e-voting system	45096364
5.	Total No. of Votes / Shares casted in favour of the Resolution	39949286
6.	Total No. of Votes / Shares casted against the Resolution	5147078

- (5) Total summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows :-

**Resolution No. 1 : To fix the borrowing limit and authorise the Board to create charge, mortgage, etc. for such borrowing (u/s 180(1)(c) / 180(1)(a) of the Companies Act, 2013)**

**Type of Resolution : Special Resolution**

Sr. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Votes / Shares	%	No. of Folios
1.	Favour	145096733	39949286	185046019	97.29	485
2.	Against	11140	5147078	5158218	2.71	87
<b>Total</b>				<b>190204237</b>	<b>100.000</b>	<b>572</b>



# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practising Company Secretary



# A. K. LABH & Co.

*Company Secretaries*

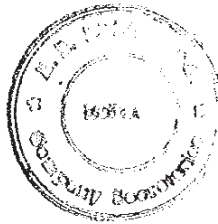
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☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381  
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9  
e-mail aklabh@aklabh.com / aklabhcs@gmail.com  
Website : www.aklabh.com

- (6) We have handed over the postal ballot forms, e-voting registers and other related papers / registers and records for safe custody to Mr. A. K. Somani, Company Secretary, authorised by the Board to supervise the postal ballot process.
- (7) The special resolution as proposed vide the postal ballot has therefore been approved by the shareholders of the Company with the requisite majority.
- (8) You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours truly,  
For A. K. LABH & CO.  
Company Secretaries

  
(CS A. K. LABH)  
Practising Company Secretary  
CP No.3238



Place : Kolkata  
Date : 09.09.2014

