



**Usha Martin Limited**

2A, Shakespeare Sarani, Kolkata (formerly Calcutta) - 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/

10<sup>th</sup> October 2018

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
[Scrip Code: USHAMART]

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

Societe de la Bourse de Luxembourg  
Societe Anonyme / R.C.B 6222  
B.P.165, L-2011 Luxembourg  
[Scrip Code: US9173002042]

Dear Sirs / Madam,

**Sub : Notice of Extraordinary General Meeting**

We are enclosing herewith the Notice convening the Extraordinary General Meeting (“EGM”) of the Company to be held on Saturday, 10<sup>th</sup> November, 2018 at 10.45 A M at Vidya Mandir, 1, Moira Street, Kolkata – 700 071.

The aforementioned Notice of the EGM is also available on the website of the Company i.e. [www.ushamartin.com](http://www.ushamartin.com).

This disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information, record and necessary dissemination on your website.

Thanking you,

Yours sincerely,  
For Usha Martin Limited

  
Shantanu Ghosh Ray  
Company Secretary

Encl: as mentioned above

**NOTICE TO THE SHAREHOLDERS**

Notice ("Notice") is hereby given that an EXTRA ORDINARY GENERAL MEETING ("EGM") of the Members of Usha Martin Limited ("Company") will be held at "Vidya Mandir", 1, Moira Street, Kolkata – 700 017 on Saturday, the 10th day of November, 2018 at 10.45 A.M. to transact the following business:

**SPECIAL BUSINESS****Item No 1: Sale of the steel business undertaking of the Company to Tata Steel Limited [CIN: L27100MH1907PLC000260] as a going concern on a slump sale basis.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution: -

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 and the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions, as may be required from the appropriate authorities to the extent applicable and fulfilment of the applicable conditions precedent under the business transfer agreement dated 22 September 2018 ("**Business Transfer Agreement**"), approval and consent of the members of the Company be and is hereby accorded for the sale and transfer, as a going concern, by way of slump sale (as defined in Section 2(42C) of Income Tax Act 1961), of the steel business undertaking of the Company (inter-alia including a steel manufacturing facility, an operative iron ore mine situated at Ghatkuri block, coal mine under development situated in the Brinda and Sisai districts and captive power plants) situated in the State of Jharkhand ("**Business Undertaking**") to Tata Steel Limited [CIN L27100MH1907PLC000260], or its subsidiary(ies)/associate(s), ("**Purchaser**") at such price and on such terms and conditions (including the receipt of the consideration thereof), with effect from such date, and in such manner, as contained in the Business Transfer Agreement and the Board of Directors of the Company ("**Board**") is hereby authorized to finalise and execute all the required documents, memoranda, deeds of assignment/conveyance and any other incidental documents with such modifications or amendments thereto as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for consummation of the transaction as aforesaid.

**RESOLVED FURTHER THAT** the Key Management Personnel of the Company be and are hereby severally authorized to sign, execute and deliver for and on behalf of the Company, any documents in relation to the sale of the Business Undertaking as contemplated under the Business Transfer Agreement together with any such modification or amendments thereto as such signatory may deem fit in his/her discretion and do such acts, matters, deeds and things necessary or desirable including delegating the aforementioned powers to other officials of the Company and persons wherever required in connection with or incidental to giving effect to the above resolution, including, but not limited to making any necessary filings with any governmental authority."

**By Order of the Board**

**Shampa Ghosh Ray**

*Company Secretary*

ACS 16737

Place : Kolkata

Date : 24th September, 2018

**NOTES :**

- 1) **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. A Member holding more than ten percent (10%) of the total Share Capital of the Company may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

Proxies, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, at least 48 hours before commencement of the Meeting. A proxy form is sent herewith.

Proxies submitted on behalf of Companies / Association of Persons (AOPs) should be supported by an appropriate Resolution / Authorization, as applicable.

- 2) Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent by the permitted mode.
- 3) The Notice of the Extra Ordinary General Meeting will be available on the Company's website **www.ushamartin.com**. The physical copies of the aforesaid document will also be available at the Company's Registered Office for inspection during 11 AM to 2 PM on all working days from the date of despatch of the Notice till the last date for receipt of votes by e-voting. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may send emails to **investor@ushamartin.co.in**.
- 4) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out details relating to Item No. 1 i.e. the Special Business proposed to be transacted at the Meeting is annexed hereto.

- 5) As per the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing remote e-voting (Electronic Voting) facility to its Members to cast their votes electronically on the Resolution set forth in this Notice convening the Extra Ordinary General Meeting.
- 6) The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the authorised agency to provide remote e-voting facilities as specified more fully in the instructions thereunder:
- The item of business set out in the attached notice may, however, be transacted also through the electronic voting system as an alternative mode of voting provided that once a vote on a Resolution is cast, a Member shall not be allowed to change it subsequently or cast the vote again.
  - Members who have not cast their votes through remote e-voting may attend and cast their votes at the Extra Ordinary General Meeting through Ballot Paper which shall be made available for use at the meeting.
  - Members who have cast their votes through remote e-voting prior to the Meeting may attend the meeting but shall not be entitled to cast their vote again.
- 7) A Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the “**cut-off date**” i.e. **3rd November, 2018** shall be entitled to avail the facility of either remote e-voting or voting at the Extra Ordinary General Meeting through Ballot Paper. A Person who is not a Member on the cut-off date should treat this Notice for information purpose only.
- 8) For those Members opting for remote e-voting, the process and manner of remote e-voting will be as follows:  
The voting period begins from **9.00 A.M. on 7th November, 2018** and ends at **5.00 P.M. on 9th November, 2018**. During this period, Members of the Company, holding Shares either in physical form or in de-materialised form, as on the **cut-off date (“record date”) i.e. 3rd November, 2018**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The facility for voting through Ballot Paper shall be made available at the Meeting to the Members as on the “**cut-off date**” i.e. **record date**, attending the Meeting, who has not cast their vote by remote e-voting, shall be able to exercise their right to vote at the Meeting through Ballot Paper.

#### Instruction for voting electronically using NSDL e-Voting system

I. **Step 1** :- Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. Please enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to 8(II) i.e. Cast your vote electronically.*
- Your User ID details are given below :

	Shareholding in Demat Form with		Shareholding in Physical form
	NSDL	CDSL	
User ID	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - How to retrieve your ‘initial password’?
    - If your email ID is registered in your Demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
  - If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- v. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- vi. Now, you will have to click on “Login” button.
- vii. After you click on the “Login” button, Home page of e-Voting will open.

II. **Steps 2** :- Cast your vote electronically on NSDL e-Voting system.

- A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- B. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- C. Select “EVEN” of company for which you wish to cast your vote.
- D. Now you are ready for e-Voting as the Voting page opens.
- E. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- F. Upon confirmation, the message “Vote cast successfully” will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Further queries relating to voting by electronic means or Resolution proposed to be passed at the Extra Ordinary General Meeting may be addressed to the Company Secretary at email : [investor@ushamartin.co.in](mailto:investor@ushamartin.co.in)
- 9) Any person who acquires shares and become a Member of the Company after dispatch of Notice for the Extra Ordinary General Meeting and is holding shares as on the cut – off date i.e. **3rd November, 2018**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@ushamartin.co.in](mailto:investor@ushamartin.co.in).
- 10) The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s A K Labh & Co., Company Secretaries, Kolkata as Scrutinizer to scrutinise the Ballot Form (Form No. MGT-12) and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- 11) Voting rights of Members shall be in proportion to their shares in Company’s Paid-up Equity Capital as on the cut-off date.
- 12) The Chairman shall, at the end of discussion on the Resolution on which voting are to be held, allow voting by use of Ballot Paper for those Members present at the Meeting but have not cast their votes through the remote e-voting facility.
- 13) The Scrutinizer, after scrutinising the votes cast at the Meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutiniser’s report and submit the same to the Chairman or the Joint Managing Director. The results declared along with the consolidated scrutiniser’s report shall be placed on the website of the Company [www.ushamartin.com](http://www.ushamartin.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the Registered Office at 2A, Shakespeare Sarani, Kolkata – 700 071.
- 14) On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Extra Ordinary General Meeting.
- 15) The landmark and route map of the venue of the Extra Ordinary General Meeting are given on the reverse of the Attendance Slip cum Proxy Form.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013**

**ITEM NO. 1**

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 (“**the Act**”) mandates that the Board of Directors (“**Board**”) of a company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the company by way of a Special Resolution. Explanation (i) to Section 180(1)(a) of the Act states that the meaning of an ‘undertaking’ for the purposes of Section 180(1)(a) of the Act is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

The Company has identified its steel business as an ‘undertaking’ in terms of Section 180(1)(a) of the Act and therefore requires members’ approval by way of ‘Special Resolution’ for disposal of the said business undertaking. The Company is in significant debt and the objective of the sale of the steel business undertaking (inter-alia comprising of a steel manufacturing facility, an operative iron ore mine situated at Ghatkuri block, coal mine under development in the Brinda and Sisai districts and captive power plants) situated in the State of Jharkhand would be

to reduce the debt burden of the Company. Further, post divestment of the steel business undertaking and repayment of existing lenders, the Company will operate a significantly deleveraged Wire & Wire Rope Business. Tata Steel Limited is a reputed business house already having experience in steel business and have shown interest in buying the steel business undertaking by itself or through a subsidiary ("**Purchaser**") through slump sale on going concern basis. The Board of the Company at their Meeting held on 22 September 2018, accorded their approval to sale so that the residual business of the Company i.e. Wire & Wire Rope Business gets the requisite opportunity to grow to their full potential and create value for the Company in the overall interest of all stakeholders. The Company will seek for a long term contract with the Purchaser for supply of wire-rods post consummation of the sale of steel business undertaking. The net proceeds from the sale of the steel business undertaking will be utilised to repay existing lenders of the Company. In this relation, the Company has entered into a business transfer agreement with Tata Steel Limited on 22 September 2018 ("**Agreement**").

Some of the significant terms of the Agreement are set out below.

**Purchase consideration:** The agreed purchase consideration is INR 4525 crores which is based on a debt free, cash free and nil net working capital basis, payable as per the terms of the Agreement. The actual consideration to be received on the date of closing shall be adjusted upwards or downwards based on the actual delivered working capital and debt-like items.

**Long Stop Date:** 21st September 2019 (12 months from the date of the Agreement, i.e. 22 September 2018). The management believes that the Condition Precedents as noted below are reasonably expected to be completed within this Long Stop Date. If the Company's Conditions Precedents are not completed even after bona fide attempts have been made, the Purchaser shall have the right to extend the Agreement for a period of 3 months or can exercise a right of first refusal for a period of 6 (six) months from the Long Stop Date in case the Company proposes to transfer to any person the steel business undertaking or a substantial part thereof during such period.

**Exclusivity obligations:** Between the date of the Agreement, i.e. 22 September 2018 and the earlier of the (i) closing date or the (ii) termination of the Agreement, the Company, its Board and none of its officers, representatives or affiliates or advisors shall directly or indirectly initiate, solicit, negotiate or participate in any manner with any person in relation to the sale, restructuring, amalgamation etc. of the steel business undertaking.

**Key conditions precedent:** The aforesaid sale of the steel business undertaking shall be subject to fulfilment of certain conditions precedent, which include approvals/ consents from the Government of Jharkhand and local authorities, Adityapur Industrial Area Development Authority, the Competition Commission of India, the lenders of the Company and approvals from the Government and nominated authorities for transfer of the iron ore and coal mines respectively. Additionally, there are representations, warranties and indemnity related provisions incorporated in the Agreement which are customary in transactions of this nature.

**Right of first refusal:** In the event the Company is unable to obtain the approval of its shareholders for the aforesaid sale of the steel business undertaking, the Purchaser shall have the right for a 30 day period to require the Company to again seek the approval of the shareholders; and further, if the Company intends to sell the steel business undertaking to any other person within a period of 1 year from the date of such first non-approval from shareholders, the Purchaser shall have a right of first refusal on such transaction.

**Break Fee:** The Agreement provides a payment of break fee by both the Purchaser and the Company, as applicable, in case either party doesn't consummate the transaction, subject to agreed exclusions. The Purchaser shall pay a break fee of INR 200 crores to the Company in case it fails to fulfil its payment obligations under the Agreement. The Company, on the other hand is required to pay a break fee of INR 500 crores ("**Purchaser Break Fee**") in case of the Company being unable to fulfil the conditions precedent under the Agreement. However, such Purchaser Break Fee will not apply if the Company makes efforts and bona fide attempts in this regard to complete the conditions precedent.

The Agreement shall remain available for inspection by shareholders on working days between 11 AM to 2 PM at the Registered Office.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and all its stakeholders and hence recommends the Special Resolution as set out at Item No. 1 of this Notice for approval of members.

No Director or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the Resolution set out at Item No. 1 of the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

**By Order of the Board**

**Shampa Ghosh Ray**  
Company Secretary  
ACS 16737

Place: Kolkata  
Date: 24th September, 2018





**Usha Martin Limited**

**ATTENDANCE SLIP**

CIN: L31400WB1986PLC091621  
Regd. Office : 2A, Shakespeare Sarani, Kolkata 700 071 India  
Ph.: 033-7100 6300, Fax : 033-7100 6415  
e-mail: investor@ushamartin.co.in. Website: www.ushamartin.com

**Extra-Ordinary General Meeting on Saturday, 10<sup>th</sup> November, 2018 at 10:45 A.M.**

Name and Registered Address of the :  
sole/ first named Member

Name of the joint holders (if any) :

Registered Folio / DP ID & Client ID :

No. of Equity Share(s) held :

I/We, hereby record my/our presence at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Saturday, 10<sup>th</sup> day of November, 2018 at 10:45 A.M. at "Vidya Mandir", 1, Moira Street, Kolkata 700 017 and at any adjournment thereof.

Name of the Member/ Proxy (IN BLOCK LETTERS)

Signature of the Member/ Proxy

Note: Please fill and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.

**ELECTRONIC VOTING PARTICULARS**

EVEN (Remote e-Voting Event Number)	User ID	Password / PIN

Note: This forms an integral part of the Notice dated 24<sup>th</sup> September, 2018 for the Extra-Ordinary General Meeting scheduled to be held on 10<sup>th</sup> November, 2018, which is being sent to you. Please read the instructions printed under Note No. 8 to the Notice of Extra-Ordinary General Meeting for exercising the vote. The e-Voting period starts from 9:00 A.M. on 7<sup>th</sup> November, 2018 and ends at 5:00 P.M. on 9<sup>th</sup> November, 2018. At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by NSDL

..... Please cut here and bring the above attendance slip to the Meeting Hall .....



**Usha Martin Limited**

**PROXY FORM Form No. MGT-11**

CIN: L31400WB1986PLC091621  
Regd. Office : 2A, Shakespeare Sarani, Kolkata 700 071 India, Ph.: 033-7100 6300, Fax : 033-7100 6415  
e-mail: investor@ushamartin.co.in. Website: www.ushamartin.com

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Extra-Ordinary General Meeting on Saturday, 10<sup>th</sup> November, 2018 at 10:45 A.M.**

Name of the Member(s) :  
Registered Address :

E-mail ID :

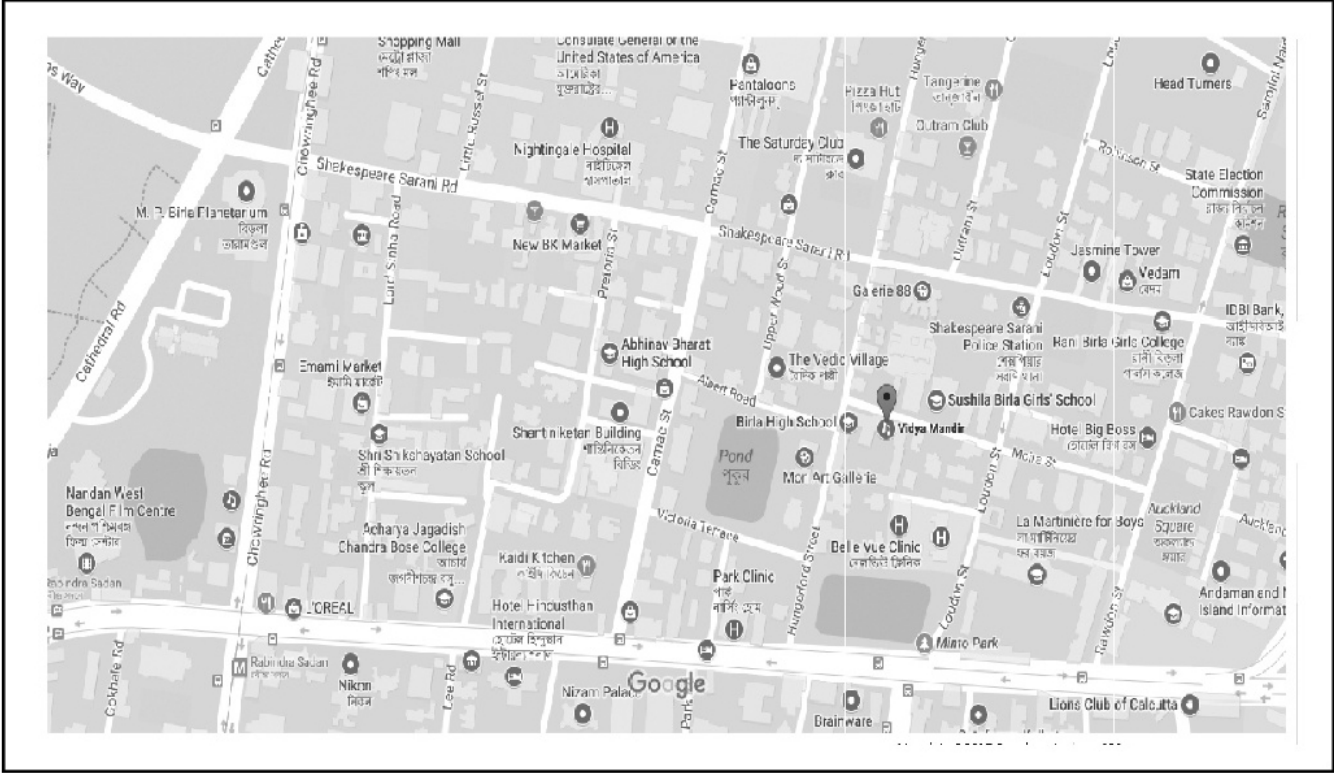
Registered Folio/  
DP & Client ID :  
No. of Share(s) held :

I/We, being the member(s) of Shares of Usha Martin Limited, hereby appoint :

- Name : .....  
Address : .....  
Email : .....Signature : \_\_\_\_\_ or failing him / her
- Name : .....  
Address : .....  
Email : .....Signature : \_\_\_\_\_ or failing him / her
- Name : .....  
Address : .....  
Email : .....Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, 10<sup>th</sup> day of November, 2018 at 10:45 A.M. at "Vidya Mandir", 1, Moira Street, Kolkata 700 017 and at any adjournment thereof in respect of such resolution as are indicated on reverse:

**Route Map of Extra-Ordinary General Meeting Venue**  
 'Vidya Mandir', 1, Moira Street, Kolkata - 700 017



Reso- lution No.	Resolution Proposed
1	For sale of steel business undertaking of the Company under Section 180(1) (a) of the Companies Act, 2013.

Signed this ..... day of ..... 2018

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note :**

- This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the text of the Resolution, Statement & Notes, please refer to the Notice dated 24<sup>th</sup> September, 2018 convening the Extra-Ordinary General Meeting.
- A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Paid up Share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the Paid up Share Capital of the Company, then such proxy shall not act as a proxy for any other person or Member.
- The Proxy shall prove his/her identity at the time of attending the Meeting.

UML/SECT/

10<sup>th</sup> October 2018

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
[Scrip Code: USHAMART]

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

Societe de la Bourse de Luxembourg  
Societe Anonyme / R.C.B 6222  
B.P.165, L-2011 Luxembourg  
[Scrip Code: US9173002042]

Dear Sirs / Madam,

**Sub : Notice of Extraordinary General Meeting**

We are enclosing herewith the Notice convening the Extraordinary General Meeting (“EGM”) of the Company to be held on Saturday, 10<sup>th</sup> November, 2018 at 10.45 A M at Vidya Mandir, 1, Moira Street, Kolkata – 700 071.

The aforementioned Notice of the EGM is also available on the website of the Company i.e. [www.ushamartin.com](http://www.ushamartin.com).

This disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information, record and necessary dissemination on your website.

Thanking you,

Yours sincerely,  
For **Usha Martin Limited**

**Shampa Ghosh Ray**  
*Company Secretary*

Encl: as mentioned above



## NOTICE TO THE SHAREHOLDERS

Notice (“Notice”) is hereby given that an EXTRA ORDINARY GENERAL MEETING (“EGM”) of the Members of Usha Martin Limited (“Company”) will be held at “Vidya Mandir”, 1, Moira Street, Kolkata – 700 017 on Saturday, the 10<sup>th</sup> day of November, 2018 at 10.45 A.M. to transact the following business:

### SPECIAL BUSINESS

#### **Item No 1: Sale of the steel business undertaking of the Company to Tata Steel Limited [CIN: L27100MH1907PLC000260] as a going concern on a slump sale basis.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution: -

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 and the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions, as may be required from the appropriate authorities to the extent applicable and fulfilment of the applicable conditions precedent under the business transfer agreement dated 22 September 2018 (“**Business Transfer Agreement**”), approval and consent of the members of the Company be and is hereby accorded for the sale and transfer, as a going concern, by way of slump sale (as defined in Section 2(42C) of Income Tax Act 1961), of the steel business undertaking of the Company (inter-alia including a steel manufacturing facility, an operative iron ore mine situated at Ghatkuri block, coal mine under development situated in the Brinda and Sisai districts and captive power plants) situated in the State of Jharkhand (“**Business Undertaking**”) to Tata Steel Limited [CIN L27100MH1907PLC000260], or its subsidiary(ies)/associate(s), (“**Purchaser**”) at such price and on such terms and conditions (including the receipt of the consideration thereof), with effect from such date, and in such manner, as contained in the Business Transfer Agreement and the Board of Directors of the Company (“**Board**”) is hereby authorized to finalise and execute all the required documents, memoranda, deeds of assignment/conveyance and any other incidental documents with such modifications or amendments thereto as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for consummation of the transaction as aforesaid.

**RESOLVED FURTHER THAT** the Key Management Personnel of the Company be and are hereby severally authorized to sign, execute and deliver for and on behalf of the Company, any documents in relation to the sale of the Business Undertaking as contemplated under the Business Transfer Agreement together with any such modification or amendments thereto as such signatory may deem fit in his/her discretion and do such acts, matters, deeds and things necessary or desirable including delegating the aforementioned powers to other officials of the Company and persons wherever required in connection with or incidental to giving effect to the above resolution, including, but not limited to making any necessary filings with any governmental authority.”

**By order of the Board**  
**Shampa Ghosh Ray**  
*Company Secretary*  
ACSI6737

**Place: Kolkata**

**Date: 24<sup>th</sup> September, 2018**

**NOTES:**

- 1) **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. A Member holding more than ten percent (10%) of the total Share Capital of the Company may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

Proxies, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, at least 48 hours before commencement of the Meeting. A proxy form is sent herewith.

Proxies submitted on behalf of Companies / Association of Persons (AOPs) should be supported by an appropriate Resolution / Authorization, as applicable.

- 2) Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent by the permitted mode.
- 3) The Notice of the Extra Ordinary General Meeting will be available on the Company's website **www.ushamartin.com**. The physical copies of the aforesaid document will also be available at the Company's Registered Office for inspection during 11AM to 2 PM on all working business from the date of despatch of the Notice till the last date for receipt of votes by e-voting. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may send emails to **investor@ushamartin.co.in**.
- 4) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out details relating to Item No. 1 i.e. the Special Business proposed to be transacted at the Meeting is annexed hereto.

- 5) As per the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing remote e-voting (Electronic Voting) facility to its Members to cast their votes electronically on the Resolution set forth in this Notice convening the Extra Ordinary General Meeting.
- 6) The Company has engaged the services of National Services Depository Limited (“NSDL”) as the authorised agency to provide remote e-voting facilities as specified more fully in the instructions thereunder:
- (a) The item of business set out in the attached notice may, however, be transacted also through the electronic voting system as an alternative mode of voting provided that once a vote on a Resolution is cast, a Member shall not be allowed to change it subsequently or cast the vote again.
  - (b) Members who have not cast their votes through remote e-voting may attend and cast their votes at the Extra Ordinary General Meeting through Ballot Paper which shall be made available for use at the meeting.
  - (c) Members who have cast their votes through remote e-voting prior to the Meeting may attend the meeting but shall not be entitled to cast their vote again.
- 7) A Person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **“cut-off date” i.e. 3<sup>rd</sup> November, 2018** shall be entitled to avail the facility of either remote e-voting or voting at the Extra Ordinary General Meeting through Ballot Paper. A Person who is not a Member on the cut-off date should treat this Notice for information purpose only.
- 8) For those Members opting for remote e-voting, the process and manner of remote e-voting will be as follows:

The voting period begins from **9.00 A.M. on 7<sup>th</sup> November, 2018** and ends at **5.00 P.M. on 9<sup>th</sup> November, 2018**. During this period, Members of the Company, holding Shares either in physical form or in de-materialised form, as on the **cut-off date (“record date”) i.e. 3<sup>rd</sup> November, 2018**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The facility for voting through Ballot Paper shall be made available at the Meeting to the Members as on the **“cut-off date” i.e. record date**, attending the Meeting, who has not cast their vote by remote e-voting, shall be able to exercise their right to vote at the Meeting through Ballot Paper.

**Instruction for voting electronically using NSDL e-Voting system**

- I. Step 1 :- Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- C. A new screen will open. Please enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to 8(II) i.e. Cast your vote electronically.*

- D. Your User ID details are given below :

	Shareholding in Demat Form with		Shareholding in Physical form
	NSDL	CDSL	
<u>User ID</u>	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- E. Your password details are given below:
  - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.

- iii. How to retrieve your 'initial password'?
  - a) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - b) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- iv. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- v. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- vi. Now, you will have to click on "Login" button.
- vii. After you click on the "Login" button, Home page of e-Voting will open.

**II. Steps 2 :-** Cast your vote electronically on NSDL e-Voting system.

- A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- B. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- C. Select "EVEN" of company for which you wish to cast your vote.



- D. Now you are ready for e-Voting as the Voting page opens.
- E. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- F. Upon confirmation, the message “Vote cast successfully” will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Further queries relating to voting by electronic means or Resolution proposed to be passed at the Extra Ordinary General Meeting may be addressed to the Company Secretary at email : [investor@ushamartin.co.in](mailto:investor@ushamartin.co.in)
- 9) Any person who acquires shares and become a Member of the Company after dispatch of Notice for the Extra Ordinary General Meeting and is holding shares as on the cut – off date i.e. **3<sup>rd</sup> November, 2018**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@ushamartin.co.in](mailto:investor@ushamartin.co.in).
- 10) The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s A K Labh & Co., Company Secretaries, Kolkata as Scrutinizer to scrutinise the Ballot Form (Form No. MGT-12) and

remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

- 11) Voting rights of Members shall be in proportion to their shares in Company's Paid-up Equity Capital as on the cut-off date.
- 12) The Chairman shall, at the end of discussion on the Resolutions on which voting are to be held, allow voting by use of Ballot Paper for those Members present at the meeting but have not cast their votes through the remote e-voting facility.
- 13) The Scrutinizer, after scrutinising the votes cast at the Meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the Chairman or the Joint Managing Director. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company [www.ushamartin.com](http://www.ushamartin.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the Registered Office at 2A, Shakespeare Sarani, Kolkata – 700 071.
- 14) On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Extra Ordinary General Meeting.
- 15) The landmark and route map of the venue of the Extra Ordinary General Meeting are given on the reverse of the Attendance Slip cum Proxy Form.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE ACT 2013 ITEM NO. 1**

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 (“**the Act**”) mandates that the Board of Directors (“**Board**”) of a company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a Special Resolution. Explanation (i) to Section 180(1)(a) of the Act states that the meaning of an ‘undertaking’ for the purposes of Section 180(1)(a) of the Act is an undertaking in which the investment of the Company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the Company during the previous financial year.

The Company has identified its steel business as an ‘undertaking’ in terms of Section 180(1)(a) of the Act and therefore requires members’ approval by way of ‘Special Resolution’ for disposal of the said business undertaking. The Company is in significant debt and the objective

of the sale of the steel business undertaking (inter-alia comprising of a steel manufacturing facility, an operative iron ore mine situated at Ghatkuri block, coal mine under development in the Brinda and Sisai districts and captive power plants) situated in the State of Jharkhand would be to reduce the debt burden of the Company. Further, post divestment of the steel business undertaking and repayment of existing lenders, the Company will operate a significantly deleveraged Wire & Wire Rope business. Tata Steel Limited is a reputed business house already having experience in steel business and have shown interest in buying the steel business undertaking by itself or through a subsidiary (“**Purchaser**”) through slump sale on going concern basis. The Board of the Company at their Meeting held on 22 September 2018, accorded their approval to sale so that the residual business of the Company i.e. Wire & Wire Rope Business gets the requisite opportunity to grow to their full potential and create value for the Company in the overall interest of all stakeholders. The Company will seek for a long term contract with the Purchaser for supply of wire-rods post consummation of the sale of steel business undertaking. The net proceeds from the sale of the steel business undertaking will be utilised to repay existing lenders of the Company. In this relation, the Company has entered into a business transfer agreement with Tata Steel Limited on 22 September 2018 (“**Agreement**”).

Some of the significant terms of the Agreement are set out below.

**Purchase consideration:** The agreed purchase consideration is INR 4525 crores which is based on a debt free, cash free and nil net working capital basis, payable as per the terms of the Agreement. The actual consideration to be received on the date of closing shall be adjusted upwards or downwards based on the actual delivered working capital and debt-like items.

**Long Stop Date:** 21<sup>st</sup> September 2019 (12 months from the date of the Agreement, i.e. 22 September 2018). The management believes that the Condition Precedents as noted below are reasonably expected to be completed within this Long Stop Date. If the Company’s Conditions Precedents are not completed even after bona fide attempts have been made, the Purchaser shall have the right to extend the Agreement for a period of 3 months or can exercise a right of first refusal for a period of 6 (six) months from the Long Stop Date in case the Company proposes to transfer to any person the steel business undertaking or a substantial part thereof during such period.

**Exclusivity obligations:** Between the date of the Agreement, i.e. 22 September 2018 and the earlier of the (i) closing date or the (ii) termination of the Agreement, the Company, its Board and none of its officers, representatives or affiliates or advisors shall directly or indirectly initiate, solicit, negotiate or participate in any manner with any person in relation to the sale, restructuring, amalgamation etc. of the steel business undertaking.

**Key conditions precedent:** The aforesaid sale of the steel business undertaking shall be subject to fulfilment of certain conditions precedent, which include approvals/ consents from the Government of Jharkhand and local authorities, Adityapur Industrial Area Development

Authority, the Competition Commission of India, the lenders of the Company and approvals from the Government and nominated authorities for transfer of the iron ore and coal mines respectively. Additionally, there are representations, warranties and indemnity related provisions incorporated in the Agreement which are customary in transactions of this nature.

**Right of first refusal:** In the event the Company is unable to obtain the approval of its shareholders for the aforesaid sale of the steel business undertaking, the Purchaser shall have the right for a 30 day period to require the Company to again seek the approval of the shareholders; and further, if the Company intends to sell the steel business undertaking to any other person within a period of 1 year from the date of such first non-approval from shareholders, the Purchaser shall have a right of first refusal on such transaction.

**Break Fee:** The Agreement provides a payment of break fee by both the Purchaser and the Company, as applicable, in case either party doesn't consummate the transaction, subject to agreed exclusions. The Purchaser shall pay a break fee of INR 200 crores to the Company in case it fails to fulfil its payment obligations under the Agreement. The Company, on the other hand is required to pay a break fee of INR 500 crores ("**Purchaser Break Fee**") in case of the Company being unable to fulfil the conditions precedent under the Agreement. However, such Purchaser Break Fee will not apply if the Company makes efforts and *bona fide* attempts in this regard to complete the conditions precedent.

The Agreement shall remain available for inspection by Shareholders on working days between 11 a.m to 2 p.m at the Registered Office.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and all its stakeholders and hence recommends the Special Resolution as set out at Item No. 1 of this Notice for approval of members.

No Director or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the Resolution set out at Item No. 1 of the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relates to or affect any other Company.

**By Order of the Board**  
**Shampa Ghosh Ray**  
*Company Secretary*  
*ACS 16737*

Place: Kolkata

Date: 24<sup>th</sup> September, 2018