



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/

10th November, 2018

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]

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 Vice President
National Securities Depository Ltd
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

Dear Sirs,

Sub: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of the voting results of the Extra-Ordinary General Meeting (EOGM) of the Company held on 10th November, 2018.

Pursuant to the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the EOGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the EOGM. The above are also being uploaded on the Company's website.

Thanking you,

Yours faithfully,
For **Usha Martin Limited**

Shampa Ghosh Ray
Company Secretary

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

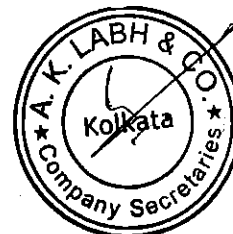
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the Extra Ordinary General Meeting of
Usha Martin Limited
2A, Shakespeare Sarani
Kolkata - 700071**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the Extra Ordinary General Meeting of the members of “*Usha Martin Limited*” (“*Company*”) held on Saturday, 10th November, 2018 at “Vidya Mandir”, 1, Moira Street, Kolkata-700017 at 10:45 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolution referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolution contained in the Notice of the Extra Ordinary General Meeting dated 24th September, 2018. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast “in favour” or “against” the resolution, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”) and of voting through physical ballots as provided by MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



A. K. LABH

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



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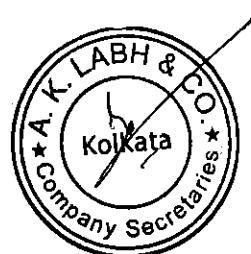
Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Wednesday, the 7th November, 2018 up to 5.00 P.M. IST on Friday, the 9th November, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 3rd November, 2018 were entitled to vote on the proposed 1 (One) resolution as mentioned in the Notice dated 24th September, 2018 of the Extra Ordinary General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Extra Ordinary General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Saturday, the 10th November, 2018 around 12:05 P.M. after the completion of the Extra Ordinary General Meeting in the presence of two witnesses, namely, Mr. Sonal Kumar residing at 7, Vidyasagar Sarani, East Barisha, Silpara, Kolkata – 700008 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [**EVEN : 110159**] and votes casted through physical ballot papers distributed at the EGM venue are as under:



A. K. LABH

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



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SPECIAL BUSINESS:

Resolution 1 : Special Resolution

Sale of the steel business undertaking of the Company to Tata Steel Limited (CIN: L27100MH1907PLC000260) or its subsidiary(ies) / associate(s) as a going concern on a slump sale basis

(i) Voted in favour of the Resolution:

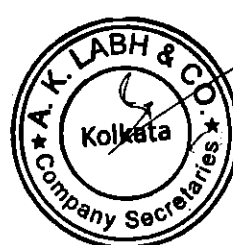
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	137	201093679	
Voting by ballot	95	8326123	
Total	232	209419802	99.9984%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2300	
Voting by ballot	1	1005	
Total	3	3305	0.0016%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
20	1320444



A. K. LABH

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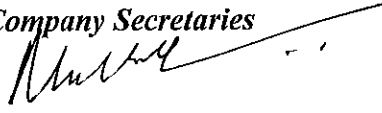
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

8. The resolution proposed hereinabove has been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 10.11.2018



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
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Website : www.aklabh.com

Witness:

1. *Sonal Kumar*

(Sonal Kumar)

7, Vidyasagar Sarani
East Barisha, Silpara
Kolkata-700008



2. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

Received the Report of the Scrutinizer
For Usha Martin Limited

(Shampa Ghosh Ray)
Company Secretary
ACS 16737



UML/SECT/

10th November, 2018

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]

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
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Societe de la Bourse de Luxembourg
35A Boulevard Joseph II
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Yours truly
For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238

Place: Kolkata
Dated:

Witness:

1.

(Sonal Kumar)
7, Vidyasagar Sarani
East Barisha, Silpara
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2.

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata – 700 050

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For Usha Martin Limited

(Shampa Ghosh Roy)
Company Secretary
ACS 16737