



Usha Beltron Limited

Annual Report for Shareholders, 1997-98

MD	✓	1KC	✓
CS	✓	DEY	✓
RO	✓	NY	✓
TAN	✓	SI	✓
AGM	✓		✓
VE	✓		✓

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Usha Beltron Limited

Supplement to the Annual Report, 1997-98



Success through Synergy



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the TWELFTH ANNUAL GENERAL MEETING of the Members of USHA BELTRON LIMITED will be held at Ranchi Gymkhana Club, Ranchi - 834 009 (Bihar) on Wednesday, the 14th day of October, 1998 at 3.30 P.M. to transact the following business :

- 1) To receive and adopt the Profit & Loss Account of the Company for the year ended 31st March, 1998 and the Balance Sheet as at that date, together with the Director's and Auditor's Report thereon.
- 2) To declare a dividend on the Preference and Equity Shares for the year ended 31st March, 1998.
- 3) To appoint a Director in place of Mr. R. K. Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
- 4) To appoint a Director in place of Mr. Pradip P. Shah, who retires by rotation and being eligible offers himself for re-appointment.
- 5) To appoint a Director in place of Mr. N. J. Jhaveri, who retires by rotation and being eligible offers himself for re-appointment.
- 6) To appoint Auditors and fix their remuneration and for the purpose to pass the following Special Resolution :
 "RESOLVED that pursuant to the provisions of Section 224A of the Companies Act, 1956, M/s. Price Waterhouse, Chartered Accountants be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided mutually between the Board of Directors and the Auditors plus reimbursement of out of pocket expenses as incurred."

As SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following Resolutions :

- 7) **As a Special Resolution**
 "RESOLVED that pursuant to the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of Central Government and any other approval as may be necessary, the name of the Company be changed from "Usha Beltron Limited" to "Usha Martin Limited" and accordingly the name "Usha Beltron Limited" wherever it appears in the Memorandum and Articles of Association and in all records of the Company be substituted by the name "Usha Martin Limited".
- 8) **As a Special Resolution**
 "RESOLVED that if and when permitted by the law and subject to all applicable provisions of the law and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include a Committee thereof), or as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board, the consent of the Company be and is hereby accorded to the Board, to purchase such numbers of Ordinary Shares or other securities specified by the Government, of the Company, as may be thought fit, from the holders of the Ordinary Shares or other Securities of the Company in such proportion and manner as may be permitted by law, not exceeding 20% of the present paid-up capital of the Company, from such funds of the Company as are permitted to be used for this purpose or out of the proceeds of any issue made by the Company, on such terms and subject to such conditions as may be prescribed by the law.
 RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts and things and to give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the said purchase of Ordinary Shares or other Securities.
 RESOLVED FURTHER that nothing contained herein above shall confer any right on any shareholder or other securityholder to offer or any obligation on the Company to buy back any Ordinary Shares or other Securities."
- 9) **As a Special Resolution**
 "RESOLVED that pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered in the following manner :
 A. Insert the following Article as Article 11A after the existing Article 11 :
 11A. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such shares upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
 B. Replace the existing Article 64A with the following new Article :
 64A. Notwithstanding anything contained in these Articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if think fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by law."
- 10) **As a Special Resolution**
 "RESOLVED that pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered and extended by inserting the following sub-clause as new sub-clause 6 immediately after the existing sub-clause 5 of Clause III (A) of the Memorandum of Association of the Company :
 6. To manufacture and service, install, maintain and operate telecommunication services of all types in telecommunication field, switching and other instruments and accessories thereof and to design, manufacture, sell, service, install, erect, maintain and operate, all types of telecommunication network system(s) and to enter into joint venture agreement with Indian and or foreign parties in this regard."

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. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE ATTENDING THE MEETING.
- 2) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the items of Special Business is annexed hereto.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from the 7th day of October, 1998 to the 14th day of October, 1998 (both days inclusive).
- 4) The Dividend as recommended by the Board, if declared at the Meeting, will be payable to the Members, whose name appears on the Register of Members of the Company on the 14th day of October, 1998.
- 5) The Members are hereby informed that all unclaimed/unpaid dividends declared for and upto the financial year ended 31.03.1995 has been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants are requested to claim the same from the Office of the Registrar of Companies, Bihar & West Bengal.
- 6) Members are requested to intimate the change in their registered address, if any, to the Registrars, M/s, ABC Computers Pvt. Ltd., National Council of Education Building, Jadavpur University Campus, Jadavpur, Calcutta - 700 032.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**ITEM NO. 7**

The Company was incorporated with the Registrar of Companies, Bihar on 22nd May, 1986 under the name "Usha Beltron Limited". At the time of incorporation, the main object of the Company was to manufacture and deal in all kinds of Jelly Filled Cables and other insulated cables.

Usha Martin Industries Limited, vide orders of the Hon'ble High Court at Calcutta and the Hon'ble High Court of Judicature at Patna, Ranchi Bench, Ranchi dated 13th April, 1998 and 21st April, 1998, respectively, has been merged with the Company with effect from 1st October, 1997. Usha Martin Industries Limited was engaged in the manufacture of wires and wire ropes, pig iron, steel billets, wire rods, rolled products, wire drawing and allied machines and crimping tools & lugs, prestressed equipment and accessories and mechanical splicing system. The Scheme provided that subsequent to amalgamation, the name of the Company shall be changed to "Usha Martin Industries Limited" subject to compliance of appropriate provisions of the Companies Act, 1956.

It is considered that adoption of same name "Usha Martin Industries Limited" may not truly reflect the image of the merged entity. At the same time, the name "Usha Martin" is well known in the domestic as well as international market. Therefore to avail the benefit of the brand equity of "Usha Martin" and further to make the name some what different, it has been suggested that the new name be "Usha Martin Limited".

The proposed name has been made available by the Registrar of Companies, Bihar under section 20 of the Companies Act, 1956.

The Resolution set out in item No. 7 of the convening notice has to be considered accordingly and the Directors recommend the same.

None of the Directors are concerned or interested in the Resolution.

ITEM NO. 8

The Act presently prohibits a company from purchasing its own shares and securities. However, it is anticipated that the law may in future, permit a company to buy back its own securities (buy back of securities).

Subject to the buy back of securities being legally permissible, it is proposed to enable the Company to buy back its Ordinary Shares or such other permissible securities, not exceeding 20% of the paid up capital of the Company, from the Members of the Company, either from the open market or from the holders of odd lots or from the holders of the shares that may be issued under the Employees Stock Option Scheme or as permitted by the law. The buy back of shares or securities would be at the rate and from the funds permitted by the law, as set out in the resolution.

The Resolution, if approved, will be operative for and will be given effect to within a period of 15 months from the date of passing the Resolution or such other time limit laid by the law.

The Resolution as contained in item No. 8 of the convening notice has to be considered accordingly and the Directors recommend the same.

None of the Directors are concerned or interested in the resolution.

ITEM NO. 9

It is proposed to introduce a new Article 11A after the existing Article 11 and to replace the existing Article 64A as set out at Item No. 9 of the convening Notice so as to enable the Company to issue shares with differential rights as to dividend, voting or otherwise and to buy back its own shares or securities in accordance with the provisions of the law prevailing from time to time. The Companies Bill, 1997 contains certain provisions permitting such issue of shares with differential rights as to dividend, voting or otherwise as also buy back its own shares/securities. On the enactment of the aforesaid Bill or upon introduction of similar provisions in law in any other legislation, the addition & replacement of Articles, as aforesaid sought by the Resolution at Item No. 9 confers authority on the Company for the purpose hereinabove mentioned.

The Resolution as contained in item No. 9 of the convening notice has to be considered accordingly and the Directors recommend the same.

None of the Directors are concerned or interested in the resolution.

ITEM NO. 10

The Company is presently engaged in manufacture of jelly-filled cables, wires & wire ropes. With a view to extend its activities in different fields of operating, maintaining and providing telecommunication services of all types, in the aforesaid field and all other value added services in telecommunications sector and to design, install and/or erect all types of telecommunication network system(s), the Memorandum of Association of the Company is hereby altered by inserting a new sub-clause 6 immediately after the existing sub-clause 5 of Clause III (A) to effect the aforesaid objects.

The Resolution as contained in item No. 10 of the convening notice has to be considered accordingly and the Directors recommend the same.

None of the Directors are concerned or interested in the resolution.



USHA BELTRON LIMITED
Regd. Office : Tatisilwai - 835 103, Ranchi
Phone Nos. (0651) 525897, 525816, Fax - (0651) 525169

1st Sept, 1998

SCHEME OPENS ON 15TH OCTOBER, 1998.

Dear Shareholder,

Re : Scheme for disposal of 'Odd lot' Equity Shares

At the Meeting of the Board of Directors of the Company held on 8th July, 1998, the Chairman announced a scheme for the benefit of small shareholders for disposal of Odd Lot Shares in a manner that such shareholders realise the full market value without having to suffer a discount for odd lots.

The Department of Company Affairs, Government of India, has also recommended that the companies listed on the Stock Exchanges provide services to their investors for disposing the odd lot shares held by them.

In order to assist you in disposal of such odd lot shares, the Company formed a Trust known as "USHA MARTIN ODD LOT SHARES TRUST" to dispose off the odd lot shares on your behalf.

The salient features of the scheme are as under :

1. This facility is extended to Indian National Residents in respect of any master folio having holdings only upto 99 shares. The entire holding which is in odd lot under a master folio has to be offered under this scheme.
2. The scheme is purely to facilitate the disposal of odd lot shares and is absolutely optional. You are free to avail yourself of any other offer that may be available.
3. The odd lot holders interested in this scheme are required to fill and lodge the application form and a duly executed transfer deed alongwith the relevant share certificate(s). Documents which are not complete in all respects shall be returned to the Odd holders under objection, without any liability whatsoever on the part of the Trust or the Company.
4. The odd Lot Shares will be consolidated into marketable lots and sold on a first-come-first-served basis in the secondary market, through designated brokers in the Mumbai / Calcutta / National Stock Exchange.
5. All costs of implementing the scheme will be borne by the Company, and shareholders will receive the full sale proceeds of their holdings, without deduction for any service charge and brokerage.

The scheme in detail is appended hereto. We trust you will find this Odd Lot Scheme acceptable. Should you require any further clarifications, please feel free to contact us at 14, Princep Street, Calcutta - 700 072 or over Phone Nos. (033) 26-0552/27-2203 or Fax : (033) 225-0649.

Thanking you,

Yours faithfully,

For USHA BELTRON LIMITED

G. D. SAINI

VICE PRESIDENT (FINANCE) & SECRETARY

SCHEME FOR DISPOSAL OF 'ODD LOT' EQUITY SHARES**Objective of the Scheme**

The Company has formulated a scheme for the benefit of shareholders for disposal of Odd Lot Shares in a manner that such shareholders realise the full market value without having to suffer a discount for the shares being sold.

This scheme is not an invitation to the holders of odd lot shares of the Company but is an OPTIONAL FACILITY being extended to them.

Administration of the Scheme

The aforementioned scheme shall be administered by a Trust to be known as "Usha Martin Odd Lot Shares Trust" which is being formed by the Company for this purpose.

This scheme shall become effective from 15th October, 1998 and shall remain operative till such time as the Trustees may decide. However, whenever the Company announces book closure/record date for the purpose of the dividends, rights, bonus etc. the scheme will be temporarily suspended at any time at the discretion of the Trust.

The Trustees reserves the right to withdraw or suspend the scheme at any time assigning any reason for the same and without any intimation to the shareholders.

Applicability of the scheme

The scheme is applicable to the holders of shares of the Company, such shareholders being Indian National Residents in India, and having a clear & unencumbered title to such shares. Shares under court attachments, litigations, disputed ownerships, shares of notified persons and shares in the names of non-residents are excluded from the purview of this Scheme and the Trustees shall reject such an application.

Salient Features & Operations of the Scheme

1. This facility is extended in respect of any master folio having holdings only upto 99 shares. The entire holding which is in odd lot under a master folio has to be offered under this scheme.
2. The holders of odd lot shares who choose to utilise this facility may submit the enclosed application form duly completed in all respects and signed by all the shareholders and alongwith duly executed Transfer Deeds accompanied by the relevant share certificate(s) in original. Separate sets of documents should be executed for each master folio.
3. The documents complete in all respects may be submitted on any working day in the office of the Company at 14, Princep Street, Calcutta - 700 072. A receipt will be issued by the Company against lodgement of such documents.
4. The applicant shareholders are not permitted to revoke their offer subsequent to submission of their documents. However, the Trust reserves the right to

reject any application without assigning any reason whatsoever.

5. Documents which are not complete in all respects shall be returned to the applicant shareholder under objection, without any liability whatsoever on the part of the Trust or the Company.
6. Shares found to be covered by valid documents shall be consolidated in the names of the Trustees on a first-come-first served basis (FIFO). Subsequent to such consolidation, the shares shall be disposed off through designated brokers in the Magadh/ Mumbai/ Calcutta/National Stock Exchange at the prevailing market price. The disposal of shares by the trust per week shall not exceed 1,00,000 share or such quantum as may be decided by the Trustees from time to time. The decision of the Trustees with regard to the mode & quantum of disposal shall be final and binding on all the applicants tendering shares under the scheme.
7. The proceeds received from the broker(s) will be distributed amongst the applicants, without deducting any administrative charges whatsoever, in the sequence of the dates of lodgement of shares (FIFO basis). The amount payable shall be sent to the first named shareholder by way of an "Account Payee" cheque payable at par. The Company shall absorb all expenses incurred on the administration of this scheme.
8. In the normal course the amount payable is expected to be remitted to the holders within 15 days from the receipt of valid set of documents. However, the above period is liable to get extended in case of any disruptions in the Stock Market operations or for any other reason beyond the control of the Trustees. The Trustees shall not be responsible for any delay in making payment to the shareholders for any reason whatsoever.
9. The liability of any loss to the applicant shareholders on account of fluctuations in the market rate or for loss in transit of any documents/cheques/drafts or for any other reason shall not lie either with the Trustees or the Company. The price at which the shares are sold by the Trustees shall be final and binding and shall not be disputed by the shareholder at a later date.
10. In the event any claim is subsequently made against the Trust, the Trustees and/or the Company in respect of any odd lot shares offered for disposal under this scheme, the applicant shareholder(s) shall be liable for all costs, damages, losses and consequences as may be included by the Trust and shall keep the Trustees and/or the Company fully indemnified in that regard.
11. The decisions of the Trustees in all matters relating to this scheme shall be final and binding on the applicant shareholders who wish to take advantage of the aforesaid scheme.

**APPLICATION FORM FOR PURCHASE OF ODD LOT EQUITY SHARES
FROM RESIDENT INDIAN INDIVIDUALS**

**PLEASE READ THE SCHEME AND FILL IN SEPARATE FORMS FOR EACH MASTER FOLIO'S
(Photocopies of the form may also be used)**

Date : _____

THE TRUSTEES
Usha Martin Odd Lot Shares Trust
14, Princep Street
Calcutta - 700 072

Dear Sir(s)

I/We hereby submit my/our application for disposal of my/our odd lot shares. I/We have read and understood the terms and conditions of the odd lot scheme and I/We agree to abide by the same. I/We confirm that my/our acceptance will not be reversed/revoked by me/us.

The particulars of my/our odd lot equity shares which I/We wish to sell are furnished below :

- A) Name of the Company : USHA BELTRON LIMITED
B) Master Folio No. :
C) No. of Shares enclosed :

I/We enclose herewith the following documents :

1. Transfer Deed with presentation date after the date of the last Book Closure duly completed and signed by all the holders (as per the specimen signature(s) registered with the Company) and witnessed.
2. Share Certificate(s) as listed below (if space is insufficient, please attach a separate sheet) :

CERTIFICATE NUMBER	DISTINCTIVE NUMBERS	NUMBER OF SHARES
TOTAL NUMBER OF CERTIFICATES ENCLOSED :		

You are requested to accept my/our application and arrange to send the sale proceeds by an A/c. Payee Cheque in my favour/favour of my/our Banker, as per details mentioned below, or to my/our address given below :

1. Name of Bank : _____
Branch : _____
2. Account Type : _____
Account Number : _____

Thanking you,

Yours faithfully,

NAME OF THE HOLDER(S)	SIGNATURE(S)**

** as per the specimen signatures registered with the Company.

P. S. : The Book Closure for payment of dividend for 1997 - 98 is from 7th Oct'98 to 14th Oct'98.

General Instructions :

1. This scheme is open to the Indian Resident Shareholders only.
2. The signatures of the transferor(s) shall be as per the specimen signature(s) recorded with the Company. In the event of the signature not tallying, the application shall stand rejected.
3. Applications should be surrendered to any of the Investor Relation Centres as per details given below or should directly be mailed to the following address, viz. Usha Martin Odd Lot Shares Trust at 14, Princep Street, Calcutta - 700 072.

Check List :

1. Disposal of partly paid up shares held in odd lots are not eligible under this scheme.
2. Shares which are a subject matter of a dispute or are sub judice shall not be offered under this scheme.
3. The applicant shall procure the transfer deeds of a recent presentation date and fill the following particulars before offering the shares under the scheme.
 - a) Name of the Company - Usha Beltron Limited.
 - b) Number of Shares, Distinctive Nos., Certificate No.(s) and Master Folio No.
 - c) Name of the Transferor(s) and signature(s) as per the specimen recorded with the Company.
 - d) Name, Address and Signature of the Witness.
4. In the event of death of any of the Holder(s), a certified copy of the death certificate shall be attached with the application form.
5. All Share Certificates, particulars of which are stated in the application form and transfer deed, should be lodged along with this form and the Transfer Deed.

All communications in respect of the scheme shall be addressed quoting folio no. to the Company at the address mentioned above.

List of Investor Relation Centres of the Company.

1. Usha Martin Industries
Agarwal Estate
168, C. S. T. Road, Kalina
Mumbai - 400 098
Phone : 6160178/6160179
2. Usha Beltron Limited
Tatisilwai - 835103
Ranchi
Phone : 525 353.