S.R. BATLIBOI & CO. LLP
Chartered Accountants

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Certificate for non-applicability of requirements prescribed in Part I (A)(10)(b) read with Part I (A)(10)(a) of Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by Securities and Exchange Board of India (together referred as "SEBI Master Circular")

The Board of Directors,
Usha Martin Limited
2A, Shakespeare Sarani,
Kolkata – 700 071, India

1. This Certificate is issued in accordance with the terms of our service scope letter dated May 17, 2021 read with master engagement agreement dated November 30, 2016 and various addendums thereto with Usha Martin Limited (hereinafter the "Company")

2. We have examined the undertaking approved by the Board of Directors in its meeting held on May 20, 2021 (the "Undertaking") stating the reasons for non-applicability of paragraph 10(b) read with paragraph 10(a) of Part I (A) of the SEBI Master Circular. The said Undertaking has been prepared by the Management of the Company and signed by us for identification, pursuant to the requirements of paragraph 10(c) of the SEBI Master Circular in connection with the proposed scheme of arrangement between the Company and its shareholders (hereinafter referred to as the "Scheme").

Management's Responsibility

3. The preparation of the Undertaking is the responsibility of the management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Undertaking.

4. The management is also responsible for ensuring that the Company complies with the requirements of the aforesaid SEBI Master Circular and Companies Act 2013, in relation to the Scheme and for providing all the information to the Securities Exchange Board of India (SEBI) and the BSE Limited and National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges").

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Master Circular, our responsibility is to express reasonable assurance on whether the conditions prescribed in paragraph 10(b) read with paragraph 10(a) of Part I (A) of the SEBI Master Circular as set out in the Undertaking are applicable to the Scheme.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

8. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the Scheme and compliances thereof other than the matters referred to in this certificate.

9. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria, mentioned in paragraph 5 above. Accordingly, we have performed the following procedures in relation to the Certificate:

   a) Obtained a certified copy of the Scheme.

   b) Obtained a certified copy of the Undertaking as per the SEBI Master Circular.

c) Examined and reviewed the certified copy of the Scheme and the Undertaking given by the Company and ensured that:

i) The Scheme does not envisage any issue of shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company;

ii) There is no scheme of arrangement between the Company and an entity of the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group;

iii) The Company has not acquired, directly or indirectly, the equity shares of the subsidiary, from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company, under the Scheme;

iv) The Scheme does not envisage merger of an unlisted entity which results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity; and

v) The Scheme does not envisage the transfer of the whole or substantially the whole of the undertaking, as defined under the SEBI Circular, of a listed company in consideration in a form other than listed equity shares.

Opinion

10. Based on the procedures performed by us, as referred in paragraph 9 above and according to the information and explanations given to us and based on management representations, we are of the opinion that the conditions prescribed in paragraph 10(b) read with paragraph 10(a) of Part I (A) of the SEBI Master Circular as set out in the Undertaking are not applicable to the Scheme.

Restriction on use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the aforesaid SEBI Master Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

12. This Certificate has been issued at the request of the Company and is addressed to and provided to the Company, solely for the purpose pursuant to the requirements of SEBI Master Circular for onward submission to the Stock Exchanges. This Certificate should not be used for any other purpose without our prior written consent. Our examination relates to the matters specified in this certificate and does not extend to the Company as a whole. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Bhaswar Sarkar Digitally signed by Bhaswar Sarkar
Date: 2021.05.20 22:37:54 +05'30'

per **Bhaswar Sarkar**
Partner
Membership Number: 055596

UDIN: 21055596AAAABJ9574

Place of Signature: Kolkata
Date: May 20, 2021

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Usha Martin Limited
2A, Shakespeare Sarani, Kolkata (formerly Calcutta) - 700 071, India
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UNDERTAKING IN RELATION TO NON-APPLICABILITY OF PARAGRAPH 10(b) READ WITH PARAGRAPH 10(a) OF PART I OF SEBI MASTER CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2020/249 DATED DECEMBER 22, 2020 ("SEBI MASTER CIRCULAR")

1. Background

1.1. This is with reference to the proposed Scheme of Arrangement between Usha Martin Limited ("**Company**") and their respective shareholders ("**Scheme**") under Section 230 and other applicable provisions of the Companies Act, 2013 ("**Act**").

1.2. The Scheme *inter alia* provides for reduction and reorganization of capital of the Company.

2. No consideration under the Scheme

The Scheme does not entail any discharge of consideration by the Company in form of cash, shares or otherwise.

3. Requirement of SEBI Master Circular

3.1. SEBI Master Circular mandates all the listed companies to ensure that the scheme submitted with the jurisdictional National Company Law Tribunal for sanction, shall be acted upon in certain cases as mentioned in of Paragraph 10(b) read with Paragraph 10(a) of Part I of the SEBI Master Circular, if the votes cast by public shareholders in favour of the Scheme are more than the votes cast by the public shareholders against the Scheme.

3.2. The SEBI Master Circular further provides that in cases where the Scheme does not fall within the cases mentioned in Paragraph 10(b) read with Paragraph 10(a) of Part I of the SEBI Master Circular, the listed entity shall furnish an undertaking certified by the auditor and duly approved by the Board of the company, clearly stating the reasons for non-applicability of the aforesaid requirement.

3.3. In terms of the Scheme and as mentioned in Paragraph 2 above, no consideration shall be issued pursuant to the Scheme.

3.4. Thus, in terms of Paragraph 10(b) read with Paragraph 10(a) of Part I of the SEBI Master Circular, the Company hereby undertakes that the requirements under the SEBI Master Circular pertaining to obtaining approval of the majority of public shareholders of the Company to the Scheme is not applicable to the Company.

4. Reasons for non-applicability

The detailed reasons for non-applicability of obtaining approval of the majority of Public shareholders to the Scheme are as follows:

4.1. Paragraph 10 (b)(i):

"Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity, or"

Reason for non – applicability

This requirement of the SEBI Master Circular is not applicable as the Scheme does not contemplate any issue of consideration.

4.2. Paragraph 10 (b)(ii)

"Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group."

Reasons for non-applicability

This requirement of SEBI Master Circular is not applicable as the proposed Scheme is an arrangement between the Company and its shareholders only.

4.3. Paragraph 10 (b)(iii)

Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.

Reasons for non-applicability

This requirement of the SEBI Master Circular is not applicable as the Scheme only provides for reduction and reorganization of capital of the Company, further no merger is proposed under the Scheme.

4.4. Paragraph 10 (b)(iv)

"Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;"

Reasons for non-applicability

This requirement of the SEBI Master Circular is not applicable as the Scheme does not involve any merger of unlisted entity, further there would be no reduction in the voting share of the public shareholders pursuant to the Scheme.

4.5. Paragraph 10(b)(v)

"Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares"

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Reasons for non-applicability

This requirement of the SEBI Master Circular is not applicable as the Scheme does not involve any transfer of whole or substantially whole of the undertaking.

In view of the aforesaid, the requirement of obtaining consent of majority of public shareholders voting, as stated at Paragraph 10 (b) read with Paragraph 10(a) of the SEBI Master Circular is not applicable to the proposed Scheme

For **Usha Martin Limited**

D J Basu
Whole Time Director

Place: Kolkata
Date: 20.05.2021