

Usha Martin Education & Solutions Limited

Godrej Water Side, Tower-1, 5th Floor Unit No. 504, DP Block, Sector - V Salt Lake City, Kolkata 700 091, India

> Tel: +91 33 3322 3700 Fax: +91 33 3322 3800 Website: www.umesl.co.in

CIN -L31300WB1997PLC085210

Dated: 22nd September, 2017

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

The Secretary
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir.

Sub: Voting Result & Scrutinizer's Report of Annual General Meeting

In Compliance with Regulation 44 of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed please find the following:

i) Voting Result,

ii) Consolidated Scrutinizer's Reports of 20th Annual General Meeting.

Thanking you, Yours truly,

For Usha Martin Education & Solutions Limited

Whole-Time-Director

DIN: 00574665

K. Mukhopadhyay M.Com. LLB. FCS Practising Company Secretary K. Mukhopadhyay & Associates Company Secretaries Namarer Bagan, 2nd Lane, Gondalpara, Chandannagar, Hooghly – 712137 Phone: 9123047257 / 9903972693

Consolidated Scrutinizer's Report [Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
of the 20th Annual General Meeting ("AGM") of
Usha Martin Education & Solutions Limited
Godrej Waterside, 5th Floor, Block – DP,
Sector – V, Salt Lake City,
Kolkata - 700091.

Sir,

I, K. Mukhopadhyay, Practising Company Secretary (FCS – 4619 & CP – 16181), proprietor of M/s K. Mukhopadhyay & Associates was appointed as the Scrutinizer in connection with the 20th Annual General Meeting of the Equity Shareholders of **Usha Martin Education & Solutions Limited ("the Company")** held on Friday, the 22nd September, 2017 at Rabindra Niketan Auditorium, Nalban, Sector –IV, Salt Lake, Kolkata – 700091 at 11-00 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 Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR Regulations") on the resolutions referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act, the Rules and LODR Regulations relating to the voting through remote e-voting and voting through



physical ballot process on the resolutions contained in the Notice dated 17th August, 2017 of the AGM. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or " against " the resolutions, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide the e-voting facility for voting through electronic means i.e. by Remote e-voting and of voting through physical ballot arranged by the Company at the Venue of the AGM to the shareholders who were present at the meeting held on 22nd September, 2017 and had not opted to vote through remote e-voting.

I submit my report that -

- The remote e- voting and voting through physical ballot were conducted as disclosed in the Notice dated 17th August, 2017 of the AGM of Usha Martin Education & Solutions Limited.
- 2. The combined results of the remote e-voting and vote cast through physical ballot distributed at the AGM venue, are attached and marked as "Annexure A".

The electronic data, all other records / papers relating to Remote e-voting including the physical ballot are in my custody and the same will be handed over to the Secretary of the Company after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,

Your Eaithfully,

K. Mukhopadhyay

For K. Mukhopadhyay & Associates Practising Company Secretary FCS- 4619 & CP No. 16181

Place: Kolkata

Dated: 22nd September, 2017

Received by

Received by For USHA MARTIN EDUCATION & SOLUTIONS LIMITED

FCS-4619
C.P. No.
16181

Vinay Kumar Gupta Whole Time Director Din: 00574665 Kolkata

22nd September, 2017

A. ORDINARY BUSINESS:

RESOLUTION - 1

Adoption of audited Financial Statement for the financial year ended 31st March, 2017 and the Report of the Director's and Auditors' thereon –

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by Members	% of total number of valid votes cast
Remote e- voting	46	6196994	
Voting by Ballot	12	495	*
Total	58	6197489	99.9998

(ii) Voted against the Resolution :

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	1	15	
Voting by Ballot	-	-	
Total	1	15	0.0002

(iii) Invalid Votes, if any:

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





ORDINARY BUSINESS:

RESOLUTION - 2

Re- appointment of Shri Rajeev Jhawar (DIN: 00086164) who retires by rotation and being eligible offers himself for re- appointment —

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	40	6196132	
Voting by Ballot	12	495	
Total	52	6196627	99.9858

(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	7	877	
Voting by Ballot	- 1	-	
Total			0.0142

(iii) Invalid Votes, if any:

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



ORDINARY BUSINESS:

RESOLUTION - 3

Appointment of Auditors of the Company -

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	46	6196994	
Voting by Ballot	12	495	
Total	58	6197489	99.9998

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	1	15	
Voting by Ballot	-		
Total	1	15	0.0002

(iii) Invalid Votes, if any:

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



B. SPECIAL BUSINESS:

RESOLUTION - 4

Appointment of Mr. Manoj Kumar Vijay (DIN: 000 75792) as an Independent Director of the Company-

(i)Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	44	6196872	
Voting by Ballot	12	495	
Total	56	6197367	99.9978

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	3	137	
Voting by Ballot	-	<u> </u>	
Total	3	137	0.0022

(iii) Invalid Votes, if any:

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





SPECIAL BUSINESS:

RESOLUTION - 5

Appointment of Mr. Arun Kumar Lodha (DIN: 00545618) as an Independent Director of the Company -

(i) Voted in favour of the Resolution:

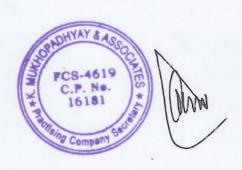
Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	44	6196872	
Voting by Ballot	12	495	
Total	56	6197367	99.9978

(ii) Voted against the Resolution :

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	3	137	
Voting by Ballot	-	-	
Total	3	137	0.0022

(iii) Invalid Votes, if any:

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



SPECIAL BUSINESS:

RESOLUTION - 6

Appointment of Mr. Nitin Sharma (DIN: 07908231) as an Independent Director of the Company -

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	43	6196103	
Voting by Ballot	12	495	
Total	55	6196598	99.9978

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	3	137	
Voting by Ballot	-	-	
Total	3	137	0.0022

(iii) Invalid Votes, if any:

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

Hence, The Resolution proposed as above, has been passed with requisite majority.

Place: Kolkata

Dated: 22nd September, 2017

For K. Multhopadhyay & Associates Practising Company Secretary

FCS - 4619 & C.P.No. 16181

chandrani chatterjer Sector V salt Lake, Kilkata- 700091

Voting Result of 20th Annual General Meeting of Usha Martin Education & Solutions Limited	ucation & Solutions Limited
Date of the AGM	22 nd September 2017
Total number of shareholders on record date	31039 Shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NIL 28 (in Person) and 7 (through Proxy)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

Agenda 1: Adoption of Annual Accounts for the year ended 31st March 2017.

		Institutions	Public- Non		Institutions	Public-	Group	Promoter	Promoter and	Category	Whether pron	Resolution re
	Total	Poll	E-Voting	Total	Poll	E-Voting	Total	Poll	E-Voting	Category Mode of No Voting he	Whether promoter/ promoter group are	Resolution required: (Ordinary/ Special)
	3460569	495	3460074	Z	Z	NE NE	2736935	Z	2736935	No. of shares held	group are	y/ Special)
	3460569	495	3460074	Z L	NIL.	Z	2736935	ZE	2736935	No. of votes polled	No	Ordinary F
	100	100	100	N.A.	N.A.	N.A.	100	100	100	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*		Ordinary Resolution
	3460554	495	3460059	NIL	Z C	Z	2736935	Z C	2736935	No. of Votes – in favour (4)		
	15	NIL	15	NIL	NIL	NE.	NIL	NIL	NIL	No. of Votes - against (5)		
	99.999%	100%	99.9998%	NIL	NIL	NIL	100%	NIC	100%	% of Votes in favour on votes polled (6)=[(4)/(2)]*100		
Resolution Passed	0.001%	NIL	0.0002%	NIL	NIL	NIL.	NIL	NIL	NIL	% of Votes against on votes polled (7)=[(5)/(2)]*100		



Agenda 2: Approval of re-appointment of ShriR. Jhawar.

Resolution required: (Ordinary/ Special)	uired: (Ordinar	// Special)	Ordinary Resolution	esolution				
Whether promoter/ promoter group are interested in the agenda/resolution?	oter/ promoter g e agenda/resol	group are ution?	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	2736935	2736935	100	2736935	Z	100%	Z
Promoter	Poll	NIL	Z	100	Z	Z	NE NE	N.F.
Group	Total	2736935	2736935	100	2736935	Z F	100%	NIL
Public-	E-Voting	Z.	ZE	N.A.	NE.	Z F	NE.	Z
Institutions	Poll	NIL	NIL	N.A.	NE.	Z	NIC NIC	Z
	Total	NE	NIL.	N.A.	N F	Z	Z F	NE.
Public- Non	E-Voting	3460074	3460074	100	3459197	877	99.98%	0.02%
Institutions	Poll	495	495	100	495	Z	100%	ZE
	Total	3460569	3460569	100	3459692	877	99.99%	0.01%
								Resolution Passed

Agenda 3: Appointment of Statutory Auditors- M/s. G Basu& Co., Chartered Accountants

Promoter and E-Voting	Category	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)
E-Voting	Mode of Voting	ter/ promoter g agenda/resoli	iired: (Ordinar)
2736935	No. of shares held	group are ution?	// Special)
2736935	No. of votes polled	No	Ordinary Resolution
100	% of Votes No. of Polled on Votes – outstanding in favour (3)=[(2)/(1)]* (4)		Resolution
2736935	No. of Votes – in favour (4)		
Z	No. of Votes - against (5)		
100%	No. of % of Votes in % of Votes Votes favour on against on votes polled votes polled (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100		
Z Z Z	% of Votes against on votes polled (7)=[(5)/(2)]*100		



		Institutions	Public- Non		Institutions	Public-	Group	Promoter
	Total	Poll	E-Voting	Total	Poll	E-Voting	Total	Poll
	3460569	495	3460074	NIC	NIC NIC	NIL.		Z
	3460569	495	3460074	NIL	NIC.	ZIL		NIL.
	100	100	100	N.A.	N.A.	Z	100	100
	3460554	495	3460059	NE.	Z	NIL.		ZE
	15	NE.	15	Z Z	Z	Z	Z E	Z
	99.999%	100%	99.9998%	Z F	Z Z	Z	100%	NIC
Resolution Passed	0.001%	NIL	0.0002%	NIL	NE.	NIL	Z F	NIL

Ď	Ó
0	en
Ē	a
÷	2
ś	
2	8
2	ğ
	ı
è	3
peolistion required: (Ordinary/ Special)	\genda 4: Appointment of ShriManoj Kumar Vijay as Independent Director.
5	1
ž	14
3	Sh
3	3
-	Sa
מ	2
5	
<u>.</u> .	2
=	3
	F
	\leq
	ay
	as
7	=
5	g
5	eb
2	en en
_	de
0	ä
Ordinary Desolution	D
Ξ	IT O
5	Ct
,	9

Resolution required: (Ordinary/ Special)	ired: (Ordinary	Resolution required: (Ordinary/ Special) Ordinary Resolution	Ordinary Resolution	esolution				
Whether promoter/ promoter group are interested in the agenda/resolution?	ter/ promoter g e agenda/resoli	group are ution?	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	2736935	2736935	100	2736935	NIL	100%	Z L
Promoter	Poll	N.F.	Z L	100	Z	NIL.	NE.	NIC NIC
Group	Total	2736935	2736935	100	2736935	NIL	100%	NIC.
Public-	E-Voting	NE NE	Z	Z.A	Z	Z	Z	Z
Institutions	Poll	Z	Z	Z.A	Z L	NE.	NIC.	NIC.
	Total	Z.	Z	N.A.	Z	Z F	NE.	NIC.
Public- Non	E-Voting	3460074	3460074	100	3459937	137	99.99%	0.01%
Institutions	Poll	495	495	100	495	Z	100%	NIL
	Total	3460569	3460569	100	3460432	137	99.99%	0.01%
								Resolution Passed



Agenda 5: Appointment of ShriA K Ladhha, Independent Director.

ecial) Ordinary Resolution ordinary Resolution	esolution % of Votes No. of Polled on Votes -	Promoter and E-Voting 2736935	E-Voting Poll	ter and E-Voting Poll Total E-Voting	ter and E-Voting ter Poll Total E-Voting	ter and E-Voting ter Poll Total ions Poll Total	ter and E-Voting ter Poll Total ions Poll Total Foll Foll Foll Foll Foll Foll Foll Fo	ter and E-Voting ter Poll Total ions Poll Ions Poll F-Voting F-Voting FOIL	ter and E-Voting ter Poll ter Total . E-Voting tions Poll Total . Non E-Voting Total Total Total Total
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	esolution % of Votes No. of No. Polled on Votes - Vot outstanding in favour - shares (4) (5)	2736935	2736935 NIL 2736935	2736935 NIL 2736935	2736935 NIL 2736935 NIL NIL	2736935 NIL 2736935 NIL NIL	2736935 NIL 2736935 NIL NIL NIL NIL 3460074	2736935 NIL 2736935 NIL NIL NIL NIL NIL 495	2736935 NIL 2736935 NIL NIL NIL NIL 3460074 495 3460569
No. of Votes – in favour (4)			100	100 100	100 100	100 100 N.A.	100 100 100	100 N.A. N.A.	100 100 100 100
	No. of Votes against		NIL 2736935	NIL 2736935	NIL 2736935	NIL 2736935	NIL 2736935 NIL NIL NIL 3459937	NIL 2736935 NIL NIL NIL 3459937	NIL 2736935 NIL NIL NIL 3459937 495 3460432
% of Votes in favour on votes polled (6)=[(4)/(2)]*100		NIL	Z Z Z	Z Z Z Z	Z Z Z Z	NE E E	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL	NIL

Agenda 5: Appointment of ShriNitin Sharma, Independent Director.

Resolution required: (Ordinary/ Special)	uired: (Ordinary	y/ Special)	Ordinary Resolution	esolution				
Whether promoter/ promoter group are interested in the agenda/resolution?	oter/ promoter g e agenda/resol	group are ution?	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	2736935	2736935	100	2736935	NE.	100%	NIC.
Promoter	Poll	Z	Z	100	Z	Z F	Z	ZE.
Group	Total	2736935	2736935	100	2736935	Z	100%	Z



		Institutions	Public- Non		Institutions	Public-
	Total	Poll	E-Voting	Total	Poll	E-Voting
	3459800	495	3459305	NIL	NIL.	Z
	3459800	495	3459305	NIL	NIL	NE.
	100	100	100	N.A.	N.A.	N.A.
	3459663	495	3459168	NE.	NE.	Z
	137	Z	137	ZI	Z	Z
	99.99%	100%	99.99%	Z	Z	Z
Resolution Passed	0.01%	NE.	0.01%	NIC.	NIC NIC	NE.

USHA MARTIN EDUCATION & SOLUTIONS LIMTED

WHOLE TIME DIRECTOR
DIN: 00574665