

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: 13th September, 2018

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(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed please find the following:

Voting Result,

ii) Consolidated Scrutinizer's Reports of 21st Annual General Meeting.

Thanking you, Yours truly,

For Usha Martin Education & Solutions Limited

Chaitee Baral

Company Secretary

Charlie Baral

Date of the AGM Total number of shareholders on record date 30 30 No. of chareholders present in the meeting either in person or through proxy:	30030 Shareholders
of chareholders present in the meeting either in person or through proxy:	
	NIL 183 (in Person) and 3 (through Proxy)
No. of Shareholders attended the meeting through Video Conferencing N. Promoters and Promoter Group:	N.A.

Agenda 1: Adoption of Annual Accounts for the year ended 31st March 2018.

(hother promo	Whether promoter/ promoter group are	roup are	No					
iterested in the	interested in the agenda/resolution?	ution?					mi -6 1/-6-10	% of Votos
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes % of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes - against (5)	% or votes in favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
	7 1/26:00	324026	334026	100	334026	JE N	100%	NE
Promoter and	E-voung	024020	7007700	400	7277827	Z	100%	NIL
Promoter	Poll	3377627	33//07/	001	100	1 11	4000/	III
Group	Total	3711653	3711653	100	3/11653		00070	
				NA	=N	NE	NI.	NIL
Public-	E-Voting	NIC	INIC	14.7 V.				NE
Institutions	Poll	NIL	NIC	N.A.	1 1 1	1 1		IN
	Total	IZ.	JE N	Z.A.	NIC.	INIC	INIL	7000
	- Otal	301517	391517	100	381617	0066	97.47%	2.53%
Public- Non	E-voung	20000	22203	100	22293	NIL	100%	NIL
Institutions	Poll	442040	413810	100	403910	0066	%09'.26	2.40%
	Total	413010	200					Resolution
								Passed

Agenda 2: Approval of re-appointment of Smt. Gangotri Guha

Resolution req	Resolution required: (Ordinary/ Special)	// Special)	Ordinary Resolution	esolution				
Whether promo	Whether promoter/ promoter group are inferested in the agenda/resolution?	roup are	No					
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – g 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	334026	334026	100	334026	NIL	100%	NIL
Promoter	Poll	3377627	3377627	100	3377627	NIL	100%	NIC
Group	Total	3711653	3711653	100	3711653	NIL	100%	NIC
Public-	E-Voting	NIL	NIL	N.A.	NIC	NIC	NIL	NIL
Institutions	Poll	JIN I	JIN.	N.A.	NI.	NIL	NIL	NIL
	Total	N.	NIL	N.A.	NIL	N.	NIL	NIL
Public- Non	E-Voting	391517	391517	100	380854	10663	97.28%	2.72%
Institutions	Poll	22293	22293	100	22292	1	100%	NIL
	Total	413810	413810	100	403146	10664	97.42%	2.58%
								Resolution Passed

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

r promoter/ promoter group are ed in the agenda/resolution? No. of shares No. of votes No. of Notes No. of Notes	Resolution required: (Ordinary/ Special)	iired: (Ordinary	// Special)	Ordinary Resolution	esolution				
of shares No. of votes No. of votes No. of votes d votes Polled on shares Votes – Votes epolled outstanding in favour shares - 100 shares (4) against 100 334026 100 334026 NIL 1653 3377627 100 3377627 NIL 1653 3711653 100 3711653 NIL NIL N.A. NIL NIL S91517 391517 100 22293 NIL S810 413810 100 403910 9900	Whether promointerested in the	ter/ promoter g	roup are	No No					
er and Poll E-Voting 334026 334026 100 334026 NIL Poll 3377627 100 3377627 NIL Total 3711653 3711653 NIL ions Poll NIL NIL N.A. NIL NIL Non E-Voting NIL NIL N.A. NIL NIL Non E-Voting 391517 100 381617 9900 Ions Poll 22293 100 22293 NIL Total 413810 413810 100 403910 9900	Category	Mode of Voting	ا م	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
er Poll Total 3377627 3377627 100 3377627 NIL Total Total NIL NIL N.A. NIL NIL NIL Non E-Voting ions Poll Total NIL NIL N.A. NIL NIL NIL Total Total NIL NIL N.A. NIL NIL NIL Non Poll Total 22293 22293 100 22293 NIL Total 413810 413810 403910 9900	Promoter and	E-Voting	334026	334026	100	334026	NIL	100%	JII.
Total 3711653 3711653 100 3711653 NIL ions Poll NIL NIL N.A. NIL NIL Non E-Voting 391517 391517 100 381617 9900 Poll 22293 100 22293 NIL Total 413810 413810 403910 9900	Promoter	Poll	3377627	3377627	100	3377627	NIL	100%	NIC
E-Voting NIL 9900 ions Poll 22293 22293 100 22293 NIL Total 413810 413810 100 403910 9900	Group	Total	3711653	3711653	100	3711653	NIL	100%	N N
ions Poll NIL NIL NIL NIL Total NIL NIL N.A. NIL NIL Non E-Voting 391517 391517 100 381617 9900 ions Poll 22293 100 22293 NIL Total 413810 413810 403910 9900	Public-	E-Votina	J.N.	NIL	A.Z	N	NIL	NIL	NIL
Total NIL NIL NIL NIL E-Voting 391517 391517 100 381617 9900 Poll 22293 22293 100 22293 NIL Total 413810 413810 403910 9900	nstitutions	Poll	NE	NIL	N.A.	NIC	NIL	NIL	NIL
E-Voting 391517 391517 100 381617 9900 Poll 22293 100 22293 NIL Total 413810 413810 403910 9900		Total	N.	NIL	N.A.	NE	NIL	NIL	NIL
Poll 22293 22293 100 22293 NIL Total 413810 413810 403910 9900	Public- Non	E-Voting	391517	391517	100	381617	0066	97.47%	2.53%
Total 413810 413810 100 403910 9900	nstitutions	Poll	22293	22293	100	22293	NIL	100%	NIL
		Total	413810	413810	100	403910	0066	%09.76	2.40%
									Resolution Passed

Agenda 4: Re-Appointment of Shri Vinay Kumar Gupta as Whole-time Director.

Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are No	I: (Ordinary/	Special)	Ordinary Resolution	.esolution				
Whether promoter/	The same of the sa							
שניים שניים ביו ביו שליים	Whether promoter/ promoter group a interested in the agenda/resolution?	oup are tion?	No					
Category No	Mode of Voting	No. of shares	No. of votes polled	% of Votes No. of Polled on Votes – outstanding in favour shares (3)=[(2)/(1)]* (4)	No. of Votes – in favour (4)	No. of Votes - against (5)	No. of % of Votes in Votes favour on against (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and E-\	E-Voting	334026	334026	100	334026	NIL	100%	NIC
1	,	3377627	3377627	100	3377627	NIL	100%	NL
	Total	3711653	3711653	100	3711653	NIL	100%	NL

.plic-	E-Voting	NF	NIL	A.Z	NI	NIL	JIN.	NIL
Institutions	Poll	NIL	N.	Z.A.	JIN	NIL	NIL	NIC
	Total	NIC	NIC	Ą.Z	NI	NI	NIL	NIC
blic- Non	E-Voting	391417	391417	100	380754	10663	97.27%	2.73%
Institutions	Poll	22293	22293	100	22293	NIC	100%	NIL
	Total	413710	413710	100	403047	10663	97.42%	2.58%
								Resolution Passed

USHA MARTIN EDUCATION & SOLUTIONS LIMTED

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COMPANY SECRETARY

K. Mukhopadhyay & Associates Company Secretaries

Office: Namarer Bagan, 2nd Lane,

Gondalpara, Chandannagar, Hooghly – 712137

Phone: 9123047257 / 990397269

E-mail: mukhopadhyay_k@yahoo.co.in

To,
The Chairman
of the 21st Annual General Meeting ("AGM") of
Usha Martin Education & Solutions Limited
Godrej Waterside, 5th Floor, Block – DP,
Sector – V, Salt Lake,
Kolkata - 700091

Dear Sir.

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and voting through ballot paper at the 21st Annual General Meeting of Usha Martin Education & Solutions Ltd held at Sujata Sodan Auditorium, 7, Bakul Bagan, Bhowanipore, Hazra Road, Kolkata – 700026 on Wednesday, the 12th September, 2018 at 11.30 A.M.

I, K. Mukhopadhyay of M/s K. Mukhopadhyay & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **Usha Martin Education & Solutions Limited** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 21st Annual General Meeting (AGM) of Usha Martin Education & Solutions Limited held on Wednesday the 12th September, 2018 at 11.30 A.M..

I was also appointed as Scrutinizer to scrutinize the voting process conducted at the said AGM held on 12th September, 2018.

The Notice dated 30th May, 2018 along with statement setting out material facts under Section 102 of the Companies Act, 2013 as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered by M/s National Securities Depository Ltd (NSDL) for conducting remote e-voting by the shareholders of the Company.

The Company had also provided voting through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The Shareholders of the Company holding shares as on the "cut off" date of 5th September, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, the 9th September, 2018 at 9.00 A.M. and ended on Tuesday, the 11th September, 2018 at 5 P.M. and NSDL's e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the voting was diligently scrutinized.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, the Rules relating to remote e-voting and voting conducted through ballot paper at the meeting on the resolutions contained in the Notice of the AGM.

My responsibility as a Scrutinizer for remote e-voting and voting conducted through ballot paper at the meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or " against " the resolutions.

I now submit my consolidated Report that as under on the result of the remote e-voting and through ballot paper at the AGM in respect of the said resolutions –



A. ORDINARY BUSINESS:

RESOLUTION - 1 Ordinary Resolution

To receive, consider and adopt :

Audited Financial Statement for the financial year ended 31st March, 2018 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	21	715643	
Voting by Ballot	31	3399920	
Total	52	4115563	99.760

(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	2	9900	
Voting by Ballot	NIL	NIL	
Total	2	9900	0.240

(iii) Invalid Votes, if any:

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

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



ORDINARY BUSINESS:

RESOLUTION - 2 Ordinary Resolution

To appoint a Director, Smt. Gangotri Guha (DIN 01666863) who retires by rotation and being eligible offers herself 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	19	714880	
Voting by Ballot	31	3399919	
Total	50	4114799	99.742

(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	4	10663	
Voting by Ballot	1		
Total	5	10664	0.258

(iii) Invalid Votes, if any:

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

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



ORDINARY BUSINESS:

RESOLUTION - 3 Ordinary Resolution

Appointment of M/s G. Basu & Co. Chartered Accountants as Staturory 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	21	715643	
Voting by Ballot	31	3399920	
Total	52	4115563	99.760

(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	2	9900	
Voting by Ballot	NIL	NIL	
Total	2	9900	0.240

(iii) Invalid Votes, if any:

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

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



B. SPECIAL BUSINESS:

RESOLUTION - 4 Ordinary Resolution

Re- appointment of Mr. Vinay Kumar Gupta (Din: 00574665) as the Wholetime Director of the Company for another period of two years w.e.f. 4th July, 2018 -

(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	18	714780	
Voting by Ballot	31	3399920	
Total	49	4114700	99.742

(ii) Voted against the Resolution:

Mode of Voting	Number of Members	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	4	10663	
Voting by Ballot	NIL	NIL	
Total	4	10663	0.258

(iii) Invalid Votes, if anv:

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

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

C.P. No.

9 Company

Thanking you,

Young Faithfully,

K. Mukhopadhyay

For K. Mukhopadhyay & Associates Practising Company Secretary

FCS- 4619 & CP No. 16181

Dated: 13th September, 2018

Received by For USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Witness:

M.K. Sharesa.

Vinay Kumar Gupta
Whole Time Director

Din: 00574665

Kolkata

2. Arii Kemmandi