

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: 5th September, 2019

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, i)

Consolidated Scrutinizer's Reports of 22nd Annual General Meeting. ii)

Thanking you, Yours truly, For Usha Martin Education & Solutions Limited

Vinay Kumar Gupta **Whole-Time-Director** Din:00574665

K. Mukhopadhyay **Company Secretary** M.Com, LL B, FCS,

Office:

Namarer Bagan, 2nd Lane, Gondalpara, Chandannagar, Hooghly - 712137

Phone: 9123047257/ 9903972693

E-mail: mukhopadhyay_k@yahoo.co.in

5th September, 2019

To. The Chairman of the 22nd Annual General Meeting ("AGM") of Usha Martin Education & Solutions Limited Godrej Waterside, 5th Floor, Block – DP, Sector - V, Salt Lake City, Kolkata - 700091.

Sir,

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

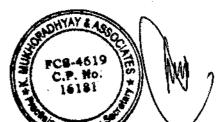
SCRUTINIZER'S CONSOLIDATED REPORT ON VOTES CAST BY REMOTE E-VOTING / BALLOT PAPERS AT THE COMPANY'S

22nd ANNUAL GENERAL MEETING HELD ON 4TH SEPTEMBER, 2019

Pursuant to Notice To The Members of Usha Martin Education & Solutions Limited ("the Company") dated 28th May, 2019, the 22nd Annual General Meeting of the Company was held on Wednesday, the 4th September, 2019 at 11.00 A.M. at Sujata Sadan Auditorium, 7, Bakul Bagan, Bhowanipore, Hazra Road, Kolkata - 700026 for conducting the business contained in the said Notice of the Annual General Meeting.

I was appointed as a Scrutinizer for the purpose of the voting through remote e-voting and by ballot papers taken at the said Meeting.

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the relevant Rules for passing of the resolutions contained in the Notice dated 28th May, 2019 of the said 22nd Annual General Meeting.



My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast in "favour" or "against" the resolutions based on the reports generated from remote e-voting system provided by NSDL (National Securities Depository Ltd) and also by the ballot papers submitted at the venue of the meeting by the members.

I submit my report as under -

On voting by ballot papers

- 1. Before the start of the voting by ballot at the AGM, one ballot box kept for votes by ballot papers were locked in my presence with due identification marks.
- 2. The locked ballot box was subsequently opened in the presence of two persons (not in employment of the Company) as witnesses and ballot papers were diligently scrutinized in my presence. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents, MCS Share Transfer Agent Limited, 383, Lake Garden, 1st Floor, Kolkata 700045 of the Company and the authorizations / proxies lodged with the Company.
 - The votes cast at the meeting by the ballot papers were then counted in "favour" or "against" the resolutions.

On voting by remote e-voting

4. Thereafter, the votes cast through remote e-voting were unblocked and counted in "favour" or "against" the resolutions.

On Consolidation

5. On the basis of count of votes cast through remote e-voting and by ballot papers, consolidated result of voting in "favour" or "against" the resolutions of the Meeting is as follows -

A. ORDINARY BUSINESS:

RESOLUTION - 1 Ordinary Resolution

Audited Balance Sheet as at $31^{\rm st}$ March, 2019, Statement of Profit & Loss for the year ended on that date 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	6796633	99.98
Voting by Ballot	26	1299	0.02
Total	47	6797932	100.00

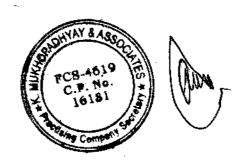
(ii) Voted against the Resolution :

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

(iii) Invalid Votes, if any:

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

The Ordinary Resolution proposed as above, was passed with requisite majority.



RESOLUTION – 2 Ordinary Resolution

Re- appointment of Shri Prashant Jhawar, Director (DIN 00353020) 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
	20	6796632	99.98
Remote e- voting	26	1299	0.02
Voting by Ballot Total	46	6797931	100.00

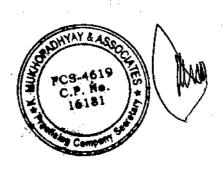
(ii) Voted against the Resolution :

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
a to continu	1	1	0.00
Remote e- voting Voting by Ballot			
Total	1	1	0.00

(iii) Invalid Votes, if any:

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

The Ordinary Resolution proposed as above, was passed with requisite majority.



RESOLUTION - 3 Ordinary Resolution

Re- appointment of Shri Trivikram Khaitan, Director (DIN 00043428) 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	19	6796616	00.00
Voting by Ballot	26	1299	99.98
Total	45	6797915	0.02 100.00

(ii) Voted against the Resolution :

Mode of Voting	Number of Members voted		% of total number of valid votes cast
Remote e- voting	2	17	0.00
Voting by Ballot	-	- +/	0.00
Total	2	17	0.00

(iii) Invalid Votes, if any:

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

The Ordinary Resolution proposed as above, was passed with requisite majority.



RESOLUTION - 4 Ordinary Resolution

Ratification of appointment of Messrs G. Basu & Co. Chartered Accountants, (Registration No. 301174E) as Statutory Auditors of the Company -

(i)Voted in favour of the Resolution:

Voting by Ballot Total	26 45	6797915	100.00
Remote e-voting		1299	0.02
	19	6796616	99.98
Mode of Voting	Number of Members	Number of votes cast by members	valid votes cast

(ii) Voted against the Resolution :

(ii) Voted against	the Resolution:		Lac C
Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	2	17	0.00
Voting by Ballot		17	0.00
Total		<u>.i </u>	

(iii) Invalid Votes, if any:

(iii) Invalid Votes, if any: Total number of members whose votes were	Total number of votes cast by them
declared invalid NIL	NIL

The Ordinary Resolution proposed as above, was passed with requisite majority.

SPECIAL BUSINESS

RESOLUTION - 5 Ordinary Resolution

Appointment of Shri Nipendra Kumar Sharma (DIN 00076223) as Independent Director of the Company -

(i)Voted in favour of the Resolution :

Mode of Voting	Number of Member	ns Number of votes cast by members	Valid votes cast
	20	6796632	99.98
Remote e- voting	26	1299	0.02
Voting by Ballot	46	6797931	100.00
Total			



(ii) Voted against the Resolution:

Mode of Voting	Number of N	Members	Number of votes cast by members	valid votes cast
Remote e- voting	10100	1	1	0.00
		_	<u>-</u>	
Voting by Ballot Total		1	1	0.00

(ii) Invalid Votes, if any:

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

The Ordinary Resolution proposed as above, was passed with requisite majority.

Thanking you,

Yours Faithfully,

K. Mukhopadhyay

For K. Mukhopadhyay & Associates Practising Company Secretary

FCS- 4619 & CP No. 16181

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Received

Usha Martin Education & Solutions Ltd

Vinay Kumar Gupta

Wholetime Director

DIN - 00574665

Witness 1. Chandrain Challerjee 2331/31, NSC Bose Road Kes lketa-700092 Witness 2. San Dib Basu Mallick 90/3 G.T. Road (w), Po. Rishna Pin. 7/2248

Constitution of Usha Martin Folice	fion & Solutions Limited
Voting Result of 22" Annual General Meeting of Usina Indian Education	
	4 th September 2019
Date of the AGM Total number of shareholders on record date	30842 Shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NIL 222 (in Person) and 2 (through Proxy)
Wide Confession	N.A.
No. of Shareholders attended the meeting through video Collierer and Promoters and Promoter Group:	
Public	

genda 1: Adoption of Annual Accounts for the year ended 31st March 2019.

Agenda 1: Adop Resolution requ	Agenda 1: Adoption of Annual Accounts for the year ended of march 2010. Resolution required: (Ordinary/ Special) Ordinary Resolution	ounts for the year	Ordinary Resolution	solution				
Whether promo	Whether promoter/ promoter group ar	up are	No					
interested in the	interested in the agenda/resolution?	on?			7-	40 612	% of Votes in	% of Votes
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding	No. or Votes – in favour	Votes	favour on votes polled	against on votes polled
				shares (3)=[(2)/(1)]*	(4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]**100
				100	70000		4000%	
Dromotor and	E-Voting	11254171	6220075	55.27	6700729	1 2	0/ 201	
Promoter and			IN.	¥		MIL	NIL 	NIC
Group	Total	11254171	6220075	55,27	6220075	JIN	100%	
• • •				[]	440470	IIIN	100%	
Public-	E-Voting	935835	113478	12.13	113470		200	
Institutions	Poll		JIN I	NA	NIL 440470		400%	
	Total	935835	113478	12.13	113478		100 /0	
Oublic Alon	E-Voting	13717953	463080	3.37	463080	NL	02001	114
Fusion- Non-	B		1299	0.001	1299	NIL	100%	_ NIL
Institutions	- Log	49747053	464379	100	464379	NIL	100%	NIC
	lotai	10/1/90						Resolution
								Passed

Agenda 2: Approval of re-appointment of Mr. Prashant Jhawar

Resolution requ	Resolution required: (Ordinary/ Special)	Special)	Ordinary Resolution	solution					
		040	Q Q						
Whether promo	Whether promoter/ promoter group are	Jup are) -			 -	100000000000000000000000000000000000000	% of Votes	
interested in the	interested in the agenda/resolution:		No of	% of Votes	No. of	_	% of Votes in	2010 A CO 0/	
Category	Mode of	No, of snares	votes	Polled on	Votes -	Votes	favour on	against oit	
	Voting	2	polled	outstanding	in favour	- taginet	Votes polied (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
				shares (3)=[(2)/(1)]*	((5)	7-14-17-101		
	_			· · · · · · · · · · · · · · · · · · ·					_
				Jun	1000		70006		_
		44064474	6220075	55.27	6220075	NIL	02.001		
Promoter and	E-Voting	1 140711	7112	ΔN	N N	N N	NIL		
Promoter	Pol			10.11	8220075		100%	- N-	
Grotin	Total	11254171	6220075	25.27	0220010	! !			
3			2		077077	Ī	100%		
	E Veting	935835	113478	12.13	113470		Alli		
Public-	6 IIIO A-1))	Z	N.A.	NIC		NIL.		
Institutions	Poll	30000	113478	12.13	113478	NIC NIC	100%	יאור יאור	
	Total	935835	00000	2 27	463079		%86.66	0.02%	
Public- Non	E-Voting	13717953	402000	200	1299		100%	NIL	
Inchit-thiops	Poll	- · !	1299	0.00	07070	-	100%	¥	
	Total	13717953	464379	100	404370	 -		Resolution	
					_	·.		Passed	
								٠.	

Agenda 3: Approval of re-appointment of Mr. Trivikram Khaitan

Resolution requ	Resolution required: (Ordinary/ Special)	Special)	Ordinary Resolution	solution				
Whether promo	Whether promoter promoter group are	up are	o Z					o, of Votes
interested in th	interested in the agenda/resolution?	- 1		% of Votes	No. of	No of	% of Votes in	% of voice
Category	Mode of	of shares	No. or	Polled on	Votes -	Votes	Polled on Votes Votes favour on a	against on
	Voting			outstanding	in favour	1	V Votes polled V	(7)=((5)/(2)1*100
•				shares	4	against	001 [(4)/(4)]=(0)	"
· .				(3)=[(2)/(1)]*		(2)		
		· · ·		100			7000	NII.
			2700000	EE 27	6220075		100%	
Dromoter and	E-Voting	112541/1	0770070	22.57			 -	
	\dashv						:	

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				V V				
	= - 6			ا ح			7000	=======================================
			1	100	8220075		1001%	
	Toto1	11254171	6220075	77.00	0.000	ļ		
Cronb	- 0.0		•					
				0, 0,	440478	Ē	100%	
		005005	113478	12.13	-	1		
Public.	E-Voting	822022		V 14		Ę	NIC	
2 2 3 -	1			Z.A.	1		/0007	17
Institutions	Poll			20.20	113478	_	100%	
		025835	1134/8	72.13	5		/000	%000
	otai	20000		1000	163063	_	88.88%	0.02 /0
		12717053	463080	3.5/	2000		,000,	17
Public- Non	E-Voting	00871701		7000	1200		100%	INIL
			1299	0.00.1	1400		7000	
institutions	Po-			00,	787862		% 2001	
		142747053	464379	100	100101			Description
	otal	200						100000
		· .						Danced
								- docord
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(7)=[(5)/(2)]*100 Resolution Passed votes polled % of Votes against on 0.02% 불 Ħ 붇 불 불 붇 乬 ī (6)=[(4)/(2)]*100 % of Votes in favour on votes polled 99.98% 100% 100% 100% 100% 100% Ħ 불 against (5) No. of Votes Ħ Ħ 불 Ę || || || | Ĭ Agenda 4: Re-Appointment of Statutory Auditors- M/s. G Basu & Co., Chartered Accountants Resolution in favour (4) 6220075 6220075 463063 113478 113478 Votes -464362 No. of 1299 분 뒫 shares (3)=[(2)/(1)]* 100 outstanding % of Votes Polled on 55.27 12.13 3.37 0.001 55.27 N.A ž 6220075 113478 6220075 463080 113478 464379 1299 polled No. of votes 늴 불 2 No. of shares held 935835 13717953 11254171 1125417 935835 Whether promoter/ promoter group are interested in the agenda/resolution?
Category Mode of No. E-Voting Poll E-Voting E-Voting Mode of Voting Total Total Total Poll 등 Promoter and Promoter Group Public-Institutions Public-Non Institutions

ution requ	Resolution required: (Ordinary/ Special)	Special)	Resolution required: (Ordinary/ Special)	Solution				
r promo	Whether promoter/ promoter group are	oup are	ON O					77-17-17
Category	Mode of Voting	No. of shares	No. of votes polied	% 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	% or votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	11254171	6220075	55.27	6220075	NIC.	100%	NIL
Promoter	11.00			\ \ \ \ \	NIL	NIL	JIN.	JIL N
	Total	11254171	6220075	55.27	6220075	NIL	100%	JIN .
	E-Voting	935835	113478	12.13	113478	JE	100%	
Institutions	-			Z Z	 	JE	NIL	NIL
		20000	113478	12.13	113478	Ξ	400%	NI.
	lotal	800000	763080	3.37	463079	_	%86.66	0.02%
Public- Non	E-Voting	15/1/803	12000	0.001	1299	 N	100%	NIL
Institutions	Poll	19717053	464379	100	464378	-	100%	
	lotai	0001101						Resolution
								Passed

USHA MARTIN EDUCATION & SOLUTIONS LIMTED
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COMPANY SECRETARY