



Usha Martin Education & Solutions Limited

Godrej Waterside, 12th Floor, Tower-II

Unit No: 1206, Block – DP, Sector – V

Salt Lake City, Kolkata – 700 091

Tel: +91 33 6810 3700

Website: www.umesl.co.in

CIN-L31300WB1997PLC085210

30th May, 2025

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

The Secretary
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
Scrip Code: 532398

Dear Sir,

Sub: Annual Secretarial Compliance Report for financial year ended 31st March, 2025 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance report for the year ended 31st March, 2025.

Thanking you,

Yours truly

For Usha Martin Education & Solutions Limited

SUMEET KUMAR
CS & Compliance Officer



Annual Secretarial Compliance Report
Usha Martin Education & Solutions Limited
For the year ended 31st March 2025

To,
The Members
Usha Martin Education & Solutions Limited

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Usha Martin Education & Solutions Limited**, having its registered Office at Godrej Waterside, DP-5, Tower-II, Unit-1206, 12th Floor, Sector-V, Salt Lake Kolkata 700091. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the **Usha Martin Education & Solutions Limited** (the listed entity hereinafter referred to as the 'entity') books, papers, minutes books, forms and returns filed and other records maintained by the entity and also the information provided by the entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the entity has, during the review period covering the financial year ended on 31.03.2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, Prateek Kohli & Associates, firm of Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Usha Martin Education & Solutions Limited** ("the listed entity hereinafter referred to as the entity"),
- (b) the filings/ submissions made by the entity to the stock exchange, in connection to the above,
- (c) website of the entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include, to the extent applicable: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to the extent as applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2013; Not Applicable
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: – The entity has complied with all the applicable regulations, circulars and guidelines as and when required.

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.										
2.										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **No observations have been made in the previous report.**

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31.03.2025	Compliance Requirement	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity

I. We hereby report that, during the review period the compliance status of the entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. 	Yes	-
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-
4	Disqualification of Director:	Yes	

	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.		
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	It is stated that the company has no Material Subsidiaries during the period under review.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions or	Yes	
	(b) In case no prior approval obtained; the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	No such cases	

9	Disclosure of events or information: The listed entity has provided all the required disclosure(s), to the extent applicable under Regulation 30 along with Schedule III - of SEBI LODR Regulations, 2015, as amended from time to time, within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the entity, its promoters and directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	As per the review of records no Action has been taken by SEBI, NSE or BSE against the Entity or its promoters or Directors.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries:	NA	
13	Additional Non-compliances, if any: No any additional non-compliances observed for all SEBI regulation/ circular/guidance note etc.	No	No, Non-Compliances was observed for SEBI regulation/ circular/ guidance note during the period under review.

Compliance as per provisions of Regulation 3(5) and 3(6) of **Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015** (PIT Regulations) is appended as below:

Sr. No	Compliance Requirement	Yes/No	Observation/ Remark
1.	Whether the Company has a Structured Digital Database in place?	Yes	-
2.	Whether control exists as to who can access the SDD?	Yes	-
3.	Whether all the UPSI disseminated in the previous quarter have been captured in the Database?	Yes	
4.	Whether nature of UPSI has been captured along with date and time?	Yes	

5.	Whether the database has been maintained internally?	Yes	-
6.	Whether audit trail is maintained?	Yes	-
7.	Whether the database is non-tamperable and has the capacity to maintain the records for 8 years?	Yes	-

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 23-05-2025

Place: Kolkata

UDIN: F011511G000406246

Peer Review No.: 2042/2022

For Prateek Kohli & Associates
Company Secretaries



Prateek Kohli
Partner
C.P no. 16457