



**Usha Martin Education & Solutions Limited**

Godrej Waterside, 12<sup>th</sup> 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](http://www.umesl.co.in)

CIN-L31300WB1997PLC085210

**Dated: 12/09/2024**

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

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

Dear Sir,

**Re: Submission of Voting Results and Scrutinizer’s Report with respect to 27th Annual General Meeting of the Company**

Kindly note that the 27<sup>th</sup> Annual General Meeting (AGM) of the Company has been duly convened and held on Wednesday, 11<sup>th</sup> September, 2024 through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with guidelines stipulated by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. In this regard, please find enclosed the following:

1. Voting Results in terms of the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure – I);
2. Consolidated Scrutinizer’s Report in terms of the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Annexure – II).

The above documents are also available on the website of the Company at [www.umesl.co.in](http://www.umesl.co.in) and on the website of NSDL.

Thanking you,

**For Usha Martin Education & Solutions Limited**

**Sumeet Kumar**  
**CS & Compliance Officer**

	<b>USHA MARTIN EDUCATION &amp; SOLUTIONS LIMITED</b>
<b>Date of the AGM/EGM</b>	11-09-2024
<b>Total number of shareholders on record date</b>	38662
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	2
<b>Public:</b>	30

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors' thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,03,17,383	2,92,682	2.8368	2,92,682	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,92,682</b>	<b>2.8368</b>	<b>2,92,682</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	12,85,755	2,27,035	17.6577	0	0	0.0000	0.0000	2,27,035	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,27,035</b>	<b>17.6577</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>2,27,035</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,48,12,673	96,320	0.6503	96,286	34	99.9600	0.0353	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,64,15,811</b>	<b>96,320</b>	<b>0.6503</b>	<b>96,286</b>	<b>34</b>	<b>99.9600</b>	<b>0.0353</b>	<b>0</b>
<b>Total</b>	<b>2,64,15,811</b>	<b>6,16,037</b>	<b>2.3321</b>	<b>3,88,968</b>	<b>34</b>	<b>63.1404</b>	<b>0.0353</b>	<b>2,27,035</b>	<b>0</b>	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Report of the Auditors' thereon.									

Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,03,17,383	2,92,682	2.8368	2,92,682	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,92,682</b>	<b>2.8368</b>	<b>2,92,682</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	12,85,755	2,27,035	17.6577	0	0	0.0000	0.0000	2,27,035	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,27,035</b>	<b>17.6577</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>2,27,035</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,48,12,673	96,320	0.6503	96,286	34	99.9600	0.0353	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,64,15,811</b>	<b>96,320</b>	<b>0.6503</b>	<b>96,286</b>	<b>34</b>	<b>99.9647</b>	<b>0.0353</b>	<b>0</b>
<b>Total</b>	<b>2,64,15,811</b>	<b>6,16,037</b>	<b>2.3321</b>	<b>3,88,968</b>	<b>34</b>	<b>63.1404</b>	<b>0.0055</b>	<b>2,27,035</b>	<b>0</b>	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director pursuant to Section 152(6) of the Companies Act, 2013 in place of Mrs. Gangotri Guha (DIN 01666863), who retires by rotation at this AGM and being eligible, offers herself for re-appointment as director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,03,17,383	2,92,682	2.8368	2,92,682	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,92,682</b>	<b>2.8368</b>	<b>2,92,682</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	E-Voting	12,85,755	2,27,035	17.6577	0	0	0.0000	0.0000	2,27,035	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0

Public- Institutions	Postal Ballot (if applicable)	12,85,755	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,27,035	17.6577	0				2,27,035	0
Public- Non Institutions	E-Voting	1,48,12,673	96,320	0.6503	94,186	2,134	97.7845	2.2155	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	2,64,15,811	96,320	0.650254009	94,186	2,134	97.7845	2.2155	0	0
	Total	2,64,15,811	6,16,037	2.3321	3,86,868	2,134	62.7995	0.3464	2,27,035	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vinay Kumar Gupta, Whole Time Director of the Company for a period of three years w.e.f 4th July 2024									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,03,17,383	2,92,682	2.8368	2,92,682	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,92,682	2.8368	2,92,682					0
Public- Institutions	E-Voting	12,85,755	2,27,035	17.6577	0	0	0.0000	0.0000	2,27,035	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,27,035	17.6577	0				2,27,035	0
Public- Non Institutions	E-Voting	1,48,12,673	96,320	0.6503	94,186	2,134	97.7845	2.2155	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	2,64,15,811	96,320	0.650254009	94,186	2,134	97.7845	2.2155	0	0
	Total	2,64,15,811	6,16,037	2.3321	3,86,868	2,134	62.7995	0.3464	2,27,035	0

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*Prateek Kohli & Associates*  
Company Secretaries

11<sup>th</sup> September, 2024

**Mr. Vinay Kumar Gupta**  
**Chairman & Whole-time Director**  
**Usha Martin Education & Solutions Limited**  
**Godrej Waterside, Dp-5, Tower-Ii, Unit-1206,**  
**12<sup>th</sup> Floor, Sector-V, Salt Lake Kolkata**  
**West Bengal 700091**

**Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting Process conducted pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015**

I, Prateek Kohli, Partner of M/s. Prateek Kohli & Associates, Company Secretaries, appointed by the Board of Directors of **Usha Martin Education & Solutions Limited** (“the Company”) to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting at the 27<sup>th</sup> Annual General Meeting of the Company pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“Act”) read with **Companies (Management and Administration) Amendment Rules, 2015** and Regulation 44(3) of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, in respect of the Resolutions mentioned in the Annual General Meeting (“AGM”) Notice dated **27.05.2024**.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 and 109 of the Act read with Companies (Management and Administration) Amendment Rules, 2015. My responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in “favour” or “against” for respective resolutions of the AGM Notice.

A person whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 04<sup>th</sup> September 2024 was entitled to vote on the resolutions of the AGM Notice.

The Company had engaged the services of M/s. National Securities Depository Limited for providing remote e-voting facility and the service provider had set up the remote e-voting facility on its website <https://www.evoting.nsdl.com>.

The Service Provider has provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the AGM.

Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') and SEBI/HO/CFD-PoD/2/P/CIR/2023/167 being dated October 7, 2023 issued by SEBI have permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 27<sup>th</sup> Annual General Meeting ("Meeting" or "AGM") of the Company was held through VC/ OAVM on Wednesday, September 11, 2024 at 03.00 P.M. (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at Godrej Waterside, DP-5, Tower-II, Unit-1206, 12<sup>th</sup> Floor, Sector-V, Salt Lake Kolkata West Bengal 700091.

Since this AGM was held pursuant to the MCA / SEBI Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

I hereby submit my Report as under:

- 1 The period for remote e-voting had commenced on Sunday, 8<sup>th</sup> September, 2024 at 9:00 A.M. and ends on Tuesday, 10<sup>th</sup> September, 2024 at 5:00 P.M. At the end of the remote e-voting period, the facility was blocked by the Service Provider.
- 2 The votes cast through remote e-voting were unblocked in presence of 2 witnesses Ms. Sweta Shukla and Mr. Adrian Kenneth Gomes who are not in the employment of the Company. The results of remote e-voting are based on the reports generated from Service Provider website <https://www.evoting.nsdl.com>.
- 3 We have collated the votes downloaded from the remote e-voting platform as provided by NSDL to declare the final results for each of the resolution forming part of the AGM Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Consolidated Report. The counting of votes from Ballot Papers was not possible as there was no voting through the same as physical AGM was not held as detailed above. Thus, votes of e-voting were only considered for the purpose of preparation of this report.

I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 and 109 of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the results of each of the resolutions of the AGM as detailed in **Annexure A**.

I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider including Registers maintained in respect of votes cast through Remote e-voting are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting shall remain in our custody till the Chairman considers, approves and signs the AGM Minutes and thereafter the same shall be returned.

You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as detailed in the attachment and marked as **Annexure-A**.

Thanking you,

**Place: Kolkata**  
**Dated: 11.09.2024**  
**Peer Review No.: 2042/2022**  
**UDIN: F011511F001197157**

**For Prateek Kohli & Associates**



**(Prateek Kohli)**  
**Partner**  
**C.P. No. 16457**

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of Usha Martin Education & Solutions Limited were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence at around **04:11 P.M. on 11<sup>th</sup> September, 2024**.



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**Sweta Shukla**  
**49, Bhairab Ghatak Lane**  
**Bandhaghat, Howrah- 711106**



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**Adrian Kenneth Gomes**  
**347/6, P.K. Guha Road, Dum Dum**  
**Cantonment, Kolkata -700028**

**Countersigned by**  
**For Usha Martin Education & Solutions Limited**

**Vinay Kumar Gupta**  
**Chairman & Whole-time Director**  
**DIN: 00574665**  
**Address: 45/2, Diamond Harbour Road, Kolkata-700027**

**Annexure-A**

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Venue E-voting	Number of votes casted by Venue E-voting	Total No. of votes cast through Remote-voting and Venue E-Voting	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6
<b>Item No.1 : (Ordinary Resolution) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, and the reports of the Board of Directors' and Auditors' thereon.</b>						
Voted in favour of the resolution	71	388968	-	0	388968	100
Voted against the resolution	5	34	-	0	34	0
<b>Total</b>	<b>76</b>	<b>389002</b>	<b>-</b>	<b>0</b>	<b>389002</b>	<b>100.00</b>
Invalid /Abstain votes	1	227035	-	0	-	-
<b>Item No.2 : (Ordinary Resolution) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024, and the reports of the Board of Directors' and Auditors' thereon.</b>						
Voted in favour of the resolution	71	388968	-	0	388968	100.0
Voted against the resolution	5	34	-	0	34	0.0
<b>Total</b>	<b>76</b>	<b>389002</b>	<b>-</b>	<b>0</b>	<b>389002</b>	<b>100.00</b>
Invalid /Abstain votes	1	227035	-	0	-	-
<b>Item No.3 : (Ordinary Resolution) To appoint a director pursuant to Section 152(6) of the Companies Act, 2013, in place of Mrs. Gangotri Guha (DIN: 01666863), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as director of the Company</b>						
Voted in favour of the resolution	69	386868	-	0	386868	99.5
Voted against the resolution	7	2134	-	0	2134	0.0
<b>Total</b>	<b>76</b>	<b>389002</b>	<b>-</b>	<b>0</b>	<b>389002</b>	<b>100.00</b>
Invalid /Abstain votes	1	227035	-	0	-	-
<b>Item No.4 : (Special Resolution) Reappointment of Mr. Vinay Kumar Gupta, Whole-time Director of the Company for a period of three years w.e.f 4th July, 2024.</b>						
Voted in favour of the resolution	69	386868	-	0	386868	99.5
Voted against the resolution	7	2134	-	0	2134	0.0
<b>Total</b>	<b>76</b>	<b>389002</b>	<b>-</b>	<b>0</b>	<b>389002</b>	<b>100.00</b>
Invalid /Abstain votes	1	227035	-	0	-	-

Place: Kolkata  
Dated: 11.09.2024

For Prateek Kohli & Associates

  
Prateek Kohli  
Partner  
C.P.No. 16457