



Usha Martin Education & Solutions Limited

Godrej Waterside, Tower-2, 12th Floor
Office No.: 1206, Block-DP, Sector-V
Salt Lake City, Kolkata 700091, India
Tel : +91 33 6810 3700
Website : www.umesl.co.in
CIN -L31300WB1997PLC085210

Date: 14th September 2023

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,

Sub: Scrutiniser's Report for 26th AGM

In compliance with Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, enclosed please find the Consolidated Scrutiniser's Report for 26th AGM of M/s Usha Martin Education & Solutions Limited held on 14th September 2023.

Thanking you,

Yours faithfully,
for USHA MARTIN EDUCATION & SOLUTION LIMITED

VINAY KUMAR GUPTA
WHOLE-TIME DIRECTOR
00574665



Prateek Kohli & Associates
Company Secretaries

14th September, 2023

Mr. Vinay Kumar Gupta
Whole-time Director
Usha Martin Education & Solutions Limited
Godrej Waterside, Dp-5, Tower-II, Unit-1206,
12th Floor, Sector-V, Salt Lake Kolkata
West Bengal 700091 In

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 as well as Remote E-voting at the 26th 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 25.05.2023.

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. 06th September 2023 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.

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In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 and 02/ 2022 dated May 05, 2022, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC). Hence, Members can attend and participate in the ensuing AGM through VC.

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 26th Annual General Meeting (“Meeting” or “AGM”) of the Company was held through VC/ OAVM on Thursday, September 14, 2023 at 12.30 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, 12th Floor, Sector-V, Salt Lake Kolkata West Bengal 700091 IN.

I hereby submit my Report as under:

- 1 The period for remote e-voting had commenced on Monday, 11th September, 2023 at 9:00 A.M. and ends on Wednesday, 13th September, 2023 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. Prashil Singh 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 havenot 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,

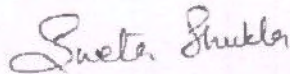
Place: Kolkata
Dated: 14.09.2023
Peer Review No.: 2042/2022
UDIN: F011511E001010388

For Prateek Kohli & Associates

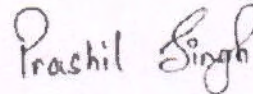


(Prateek Kohli)
Partner
C.P. No. 16457

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 1:39 P.M. on 14th September, 2023.

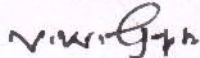


Sweta Shukla
16/1A, Abdul Hamid Street
Kolkata -700069



Prashil Singh
16/1A, Abdul Hamid Street
Kolkata -700069

Countersigned by
For Usha Martin Education & Solutions Limited




Vinay Kumar Gupta
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
Item No.1 : (Ordinary Resolution) ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2023						
Voted in favour of the resolution	98	5668584	0	0	5668584	100
Voted against the resolution	7	207	0	0	207	0
Total	105	5668791	0	0	5668791	100.00
Invalid /Abstain votes	0	0	0	0	-	-
Item No.2:(Ordinary Resolution) RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.						
Voted in favour of the resolution	97	5668568	0	0	5668568	100.0
Voted against the resolution	8	223	0	0	223	0.0
Total	105	5668791	0	0	5668791	100.00
Invalid /Abstain votes	0	0	0	0	-	-

Place: Kolkata
Dated: 14.09.2023

For Prateek Kohli & Associates


Prateek Kohli
Partner
C.P.No. 16457