



Usha Martin Education & Solutions Limited

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Unit No.: 504, DP - 5, Sector-V
Salt Lake City, Kolkata 700091, India
Tel : +91 33 4085 3700
Fax : +91 33 4085 3800
Website : www.umesl.co.in
CIN -L31300WB1997PLC085210

Dated: 25/06/2020

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, PhirozeJeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

Dear Sir,

Re: Secretarial Compliance Report

Pursuant to Regulation 24A of the SEBI(Listing Obligations & Disclosures Requirements), Regulations, 2015, please find enclosed herewith the Secretarial Compliance Report for the year ended 31ST March, 2020 for your record

Thanking you,

Yours truly,

For Usha Martin Education & Solutions Limited

Chaitee Baral

Chaitee Baral
Company Secretary
Enclosed: a/a



Secretarial Compliance Report of Usha Martin Education & Solutions Limited for the year ended 31st March 2020

TO

The Members of Usha Martin Education & Solutions Limited

1. We Prateek Kohli & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Usha Martin Education & Solutions Limited** ("the listed entity"), arising for the compliances of Specific Regulations listed under para 2
- (b) the filings/ submissions made by the listed entity to the stock exchanges, in connection to the above
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("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");
2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
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.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
However, the National Stock Exchange has sought clarification from the company regarding the reason for resignation of the Director and the Submission of Financial Results. The company has replied to both the clarifications sought.
- (d) The reportings of actions by the listed entity to comply with the observations made in the previous report does not arise during the Review Period.

Place : Kolkata
Date : 24.06.2020
UDIN: A040967B000380911



For Prateek Kohli & Associates
Company Secretaries

Prateek Kohli

Prateek Kohli
Partner
C.P. No.: 16457