

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 the Companies (Management and Administration) Rules, 2014 Sub:

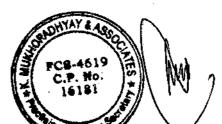
SCRUTINIZER'S CONSOLIDATED REPORT ON VOTES CAST BY REMOTE E-VOTING / BALLOT PAPERS AT THE COMPANY'S

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

 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
Dometo o voting	1	1	0.00
Remote e- voting Voting by Ballot			
Total	11	11	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:

	umber of Members oted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	2	17	0.00
Voting by Ballot	<u>.</u>	# <i>f</i>	0.00
Total	2	17	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 - 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:

Touris ~ 1 Danie	45	6797915	100.00
Voting by Ballot	26	·	400.00
Remote e- voting		1299	0.02
	19	6796616	99.98
Mode of Voting	Number of Members	by members	valid votes cast

(ii) Voted against	the Resolution:		
Mode of Voting	Number of Members	Number of votes cast	% of total number of
Mode or voring	voted	by members	valid votes cast
n	2	17	0.00
Remote e- voting		-	·
Voting by Ballot		17	0.00
Total		1	

(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	1 .	Members	Number of votes cast by members	% of total number of valid votes cast
Dargara a voting	voted	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 members	% of total number of valid votes cast
Remote e- voting	11	1	0.00
Voting by Ballot		<u> </u>	0.00
Total	\ _1		

(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

Now Gra

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. Sansib Basu Mallick 90/3 G.T. Road (10), 80, Rishna

Pan. 7/2248

shareholders on record ders present in the mee romoter Group: iders attended the meet	Solutions Limited	ion & Solutions Limited
date ting either in person or through proxy: ing through Video Conferencing	Voting Result of 22 Militar College moderns	
shareholders on record date ders present in the meeting either in person or through proxy: romoter Group. Iders attended the meeting through Video Conferencing		4 th September 2019
ting either in person or through proxy:	shareholders on record	30842 Shareholders
ing through Video Conferencing	No. of shareholders present in the meeting either in person or through proxy:	NIL
ing through Video Conferencing	Promoters and Promoter Group: Public:	222 (in Person) and 2 (through Proxy)
ing through Video Conferencing		
Promoters and Promoter Group:	No. of Shareholders attended the meeting through Video Conferencing	N.A.
LUBIC	Promoters and Promoter Group:	
	TUBEC	

ded 31st March 2019.

Agenda 1: Adop Resolution requ	Agenda 1: Adoption of Annual Accounts for the year ended 31 March 2013. Resolution required: (Ordinary/ Special) Ordinary Resolution	punts for the year pecial)	Ordinary Resolution	arch zu is. solution				
Whether promo	Whether promofer/ promoter group a	up are	No No					
interested in the	interested in the agenda/resolution?	on?				30 414	of of Votes in	% of Votes
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	tes – avour	Votes	favour on votes polled	against on votes polled
				shares (3)=[(2)/(1)]*	(4)	against (5)	(6)= <u>[</u> (4)/(2)]_100	oo! [(+)/(o)]-(1)
			2000075	100 25 07	8220075		100%	NIL
Promoter and	E-Voting	11254171	0700770	20.27			NIC	NIL
Promoter	Poll		NIL	187 187 187 187 187 187 187 187 187 187	8220075	Į	100%	N
Group	Total	11254171	c/nnzz9	17,00	02200	1		
		100	440470	10.13	113478	IN IN	100%	NIL
Public-	E-Voting	935835	NIII	N A N		N	JIN	Nil.
Institutions	Poll	100 HCC	11347B	12 13	113478	 <u> </u>	100%	
	Total	930000	463080	3.37	463080	 <u> </u>	100%	NIC
Public- Non	E-Voting	66871761	2000	0.001	1299		100%	NIC
Institutions	Poll	40444000	1233	100	464379		100%	NIC
	Total	13/1/800	40401	3				Resolution
				<u>.</u>				Passed

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

Resolution required: (Ordinary/ Special)	ired: (Ordinary/ S	pecial)	Ordinary Resolution	solution					
Whether promot	Whether promoter/ promoter group are	up are	S S						
interested in the	interested in the agenda/resolution?	on?		0/ 161/2600	No of	No. of	% of Votes in	% of Votes	
Category	Mode of	No. of shares	No. of votes	% or voies	Votes -	Votes	. <u>-</u>	against on votes polled	
	Somo		polled	outstanding	in favour (4)	against	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	· ·
		· .	:	(3)=[(2)/(1)]*		(2)			
				100	1000	=	1000%		_
		44054474	6220075	55,27	6220075	NIL.	0000		
Promoter and	E-Voting	1 1 4021	III.	NA NA	NE	NIL	NIL		
Promoter	Poll		1111	RE 07	6220075		100%	NI.	
Group	Total	11254171	6700779	13.00					_
<u>.</u>				5	113/78		100%		_
2	E.Voting	935835	113478	12.13	2			JII.	_
-blight	S		N.	N.A.	NIC NIC	ال الح	4000%		· .
Institutions	1011	935835	113478	12.13	113478	JI.	700000	0.02%	·.
	10191	12717953	463080	3.37	463079	 - -	93.30.70		
Public- Non	E-Voting	200	1299	0.001	1299	NIC.	100%		
Institutions	Poll		02070	5	464378	· .	100%	INI.	_
	Total	13717953	404378	3				Resolution	
						•.		Passed	_
·									

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

Res	olution requ	Resolution required: (Ordinary/ Special)	special)	Ordinary Resolution	solution				
Whe	ether promo	Whether promoter/ promoter group are	up are	o N	· :				% of Votes
Cat	interested in the	Interested in the agendaries of No Category Mode of hel	No. of shares No. of held votes polled	!	% of Votes No. of Polled on Votes – outstanding in favour shares (4)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
					100			70007	
		E Voting	11254171	6220075	55.27	6220075 NIL	NIC N	0/00/	
7	Promoter and	B. HON-L						:	

		:			-			
			1134	<u>√</u>				
	= "0"					Ī	7000	
Promoter				1 C L L	8220075		*201	
	Total	11254171	6220075	22.77	0.4400	. •		
Group								
· · · · · · · · · · · · · · · · · · ·				4	449478	Ē	100%	
		300000	413478	12.13	0/40	1		
Dublic.	E-Voting	832000	2		Į.	Ī		INIL
2	1			Z.A.	INIT	3	, 000	
Institutions	Poll			707	11347R		100%	INIT.
		NO DE COR	113478	12.13	i i	1	7000 12	70000
	Total	80000		100	783083	<u></u>	%86.66 66.66	0.02 70
		40747050	762080	, m	40000	-		
Non-	F-Voting	10/1/800	2000		0000	Ī	100%	
			1200	. 0.00	667	1		
in titutions			2		000707	7	%UO.	
CHOSSISSIS		40144000	0/6/2/0	100	404302	-		2019
· -	Total	13/1/805	201					Kesolulloll
				_				Doccord
		-						Labour
-								
					İ			

votes polled (7)=[(5)/(2)]*100 Resolution % of Votes against on Passed 0.02% \exists Ħ ź 불 Ź 乬 불 乭 (6)=[(4)/(2)]*100 % of Votes in favour on votes polled 99.98% 100% 100% 100% 100% 100% 100% Ħ 불 against (5) No. of Votes Ę 불 불 <u>|</u>|| Ĭ 를 | | Ħ Agenda 4: Re-Appointment of Statutory Auditors- M/s. G Basu & Co., Chartered Accountants Resolution in favour (4) 6220075 6220075 113478 463063 113478 Votes -464362 No. of 1299 불 Ę (3)=[(2)/(1)]* 100 outstanding % of Votes Polled on shares 12.13 12.13 3.37 0.001 55.27 N.A Ž 6220075 6220075 463080 113478 464379 polled 1299 No. of votes 늴 불 운 No. of shares held 935835 13717953 11254171 11254171 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 Boll Promoter and Promoter Group Public-Institutions Public-Non Institutions

No of No. of N	genda 5: Appo tesolution requ	Agenda 5: Appointment of Mr. N.K. Sharms Resolution required: (Ordinary/ Special)	Agenda 5: Appointment of Mr. N K Sharma, Independent Director. Resolution required: (Ordinary/ Special) Ordinary Res	dent Director. Ordinary Resolution	solution				
Mode of No. of shares No. of votes Votes Votes Votes Votes Avour on shares Voting No. of votes Vot	Whether promo	ter/ promoter gro	oup are	N _O					
ing 11254171 6220075 55.27 6220075 NIL 100% ling 935835 113478 12.13 113478 NIL 100% ling 935835 113478 12.13 113478 NIL 100% ling 13717953 463080 3.37 463079 1 99.98% ling 13717953 464379 100 464378 1 100%	Category	Mode of Voting	P P	No. of votes polled	% 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	% of Votes against on votes polled (7)=[(5)/(2)]*100
er Poll NIL NIL NIL NIL NIL NIL NIL 100% Total 11254171 6220075 55.27 6220075 NIL 100% E-Voting 935835 113478 12.13 113478 NIL NIL NIL NIL NIL NIL 100% <t< th=""><th>Promoter and</th><th>E-Voting</th><th>11254171</th><th>6220075</th><th>55.27</th><th>6220075</th><th>- I</th><th>100%</th><th>NIL</th></t<>	Promoter and	E-Voting	11254171	6220075	55.27	6220075	- I	100%	NIL
Poli 11254171 6220075 55.27 6220075 NIL 100% E-Voting 935835 113478 12.13 113478 NIL 100% Poll Non E-Voting 13717953 463080 3.37 463079 1 99.98% Non E-Voting 13717953 464379 0.001 1299 NIL 100% Ions Poll 13717953 464379 100 464378 1 100%	Promoter			Ī	AN	JK	N.	MIL	NIL
ions F-Voting 935835 113478 12.13 113478 NIL 100% ions Poll NIL NIL NIL 100% Non E-Voting 13717953 463080 3.37 463079 1 99.98% Non E-Voting 13717953 463080 3.37 463079 1 99.98% ions Poll 13717953 464379 100 464378 1 100%	group	FOIL	11054171	6220075	55.27	6220075	NIL	100%	NIL
ions Poll NIL N.A. NIL NIL NIL Total 935835 113478 12.13 113478 NIL 100% Non E-Voting 13717953 463080 3.37 463079 1 99.98% ions Poll 1299 NIL 100% Total 13717953 464379 100 464378 1 100%	Public-	E-Voting	935835	113478	12.13	113478	NIL	100%	JIN.
Poll 935835 113478 12.13 113478 NIL 100% Total 13717953 463080 3.37 463079 1 99.98% Poll 1299 0.001 1299 NIL 100% Total 13717953 464379 100 464378 1 100%	Institutions	=			Ą N		NIC	NIL	NIL
Fe-Voting 13717953 463080 3.37 463079 1 99.98% Poil 1299 0.001 1299 NIL 100% Total 13717953 464379 100 464378 1 100%	-	Foil	025035	113478	12.13	113478	E I	400%	NIC
E-Voting 13717953 464379 0.001 1299 NIL 100% Total 13717953 464379 100 464378 1 100%		lotal	49747053	463080	3.37	463079	1	%86.66	0.02%
Poli 13717953 464379 100 464378 1 100%	Public- Non	E-Volling	000	1299	0 001	1299	NI.	100%	NIC
	institutions	F01	13717953	464379	100	464378	-	400%	NIC.
		- 01ai							Resolution Passed

USHA MARTIN EDUCATION & SOLUTIONS LIMTED
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COMPANY SECRETARY