



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:

- i) Voting Result,
- ii) Consolidated Scrutinizer's Reports of 22nd Annual General Meeting.

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,

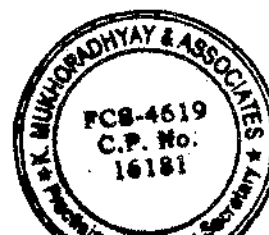
**Sub: Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of
the Companies (Management and Administration) Rules, 2014**

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.



A handwritten signature in black ink, appearing to be "K. Mukhopadhyay".

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.
3. 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

4. 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 handwritten signature in black ink, appearing to be a stylized name.

A. ORDINARY BUSINESS:

RESOLUTION – 1 Ordinary Resolution

Audited Balance Sheet as at 31st 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

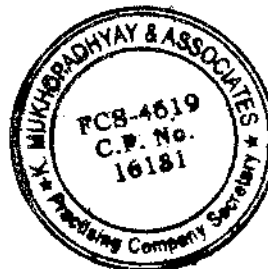
(ii) Voted against the Resolution :

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 Jhavar, 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
Remote e- voting	20	6796632	99.98
Voting by Ballot	26	1299	0.02
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
Remote e- voting	1	1	0.00
Voting by Ballot	-	-	---
Total	1	1	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	99.98
Voting by Ballot	26	1299	0.02
Total	45	6797915	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	2	17	0.00
Voting by Ballot	-	-	-
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 :

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	99.98
Voting by Ballot	26	1299	0.02
Total	45	6797915	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	2	17	0.00
Voting by Ballot	-	-	-
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.

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	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	20	6796632	99.98
Voting by Ballot	26	1299	0.02
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	1	1	0.00
Voting by Ballot	-	-	-
Total	1	1	0.00

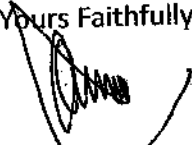
(ii) Invalid Votes, if any :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

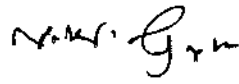
The Ordinary Resolution proposed as above, was passed with requisite majority.

Thanking you,

Yours Faithfully,


K. Mukhopadhyay
For K. Mukhopadhyay & Associates
Practising Company Secretary
FCS- 4619 & CP No. 16181





Received
Usha Martin Education & Solutions Ltd
Vinay Kumar Gupta
Wholetime Director
DIN - 00574665

Witness 1. Chandrani Chatterjee
233A/3A, NSC Bose Road
Kolkata - 700092

Witness 2. Sanjib Basu Mallick
90/3, G.T. Road (W),
PO, Rishra
Pin. 712248

Voting Result of 22 nd Annual General Meeting of Usha Martin Education & Solutions Limited	
Date of the AGM	4 th September 2019
Total number of shareholders on record date	30842 Shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NIL 222 (in Person) and 2 (through Proxy)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

Agenda 1: Adoption of Annual Accounts for the year ended 31st March 2019.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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
Promoter and Promoter Group	E-Voting	11254171	6220075	55.27	6220075	NIL	100%	NIL
	Poll		NIL	NA	NIL	NIL	NIL	NIL
	Total	11254171	6220075	55.27	6220075	NIL	100%	NIL
Public-Institutions	E-Voting	935835	113478	12.13	113478	NIL	100%	NIL
	Poll		NIL	N.A.	NIL	NIL	NIL	NIL
	Total	935835	113478	12.13	113478	NIL	100%	NIL
Public- Non Institutions	E-Voting	13717953	463080	3.37	463080	NIL	100%	NIL
	Poll		1299	0.001	1299	NIL	100%	NIL
	Total	13717953	464379	100	464379	NIL	100%	NIL
								Resolution Passed

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

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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
Promoter and Promoter Group	E-Voting	11254171	6220075	55.27	6220075	NIL	100%	NIL
	Poll		NIL	NA	NIL	NIL	NIL	NIL
	Total	11254171	6220075	55.27	6220075	NIL	100%	NIL
Public-Institutions	E-Voting	935835	113478	12.13	113478	NIL	100%	NIL
	Poll		NIL	N.A.	NIL	NIL	NIL	NIL
	Total	935835	113478	12.13	113478	NIL	100%	NIL
Public- Non Institutions	E-Voting	13717953	463080	3.37	463079	1	99.98%	0.02%
	Poll		1299	0.001	1299	NIL	100%	NIL
	Total	13717953	464379	100	464378	1	100%	NIL
								Resolution Passed

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

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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
Promoter and	E-Voting	11254171	6220075	55.27	6220075	NIL	100%	NIL

Promoter Group	Poll	11254171	NIL	NA	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	11254171	6220075	55.27	6220075	6220075	6220075	100%	100%	100%	100%	100%
Public- Institutions	E-Voting	935835	113478	12.13	113478	113478	113478	100%	100%	100%	100%	100%
	Poll		NIL	N.A.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	935835	113478	12.13	113478	113478	113478	100%	100%	100%	100%	0.02%
Public- Non Institutions	E-Voting	13717953	463080	3.37	463063	463063	17	99.98%	99.98%	100%	100%	100%
	Poll		1299	0.001	1299	1299	17	100%	100%	100%	100%	100%
	Total	13717953	464379	100	464362	464362	17	100%	100%	100%	100%	Resolution Passed

Agenda 4: Re-Appointment of Statutory Auditors- M/s. G Basu & Co., Chartered Accountants
 Resolution required: (Ordinary/ Special) Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?	No											
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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				
Promoter and Promoter Group	E-Voting	11254171	6220075	55.27	6220075	NIL	100%	NIL				
	Poll		NIL	N.A.	NIL	NIL	NIL	NIL				
	Total	11254171	6220075	55.27	6220075	6220075	100%	100%				
Public- Institutions	E-Voting	935835	113478	12.13	113478	113478	100%	100%				
	Poll		NIL	N.A.	NIL	NIL	NIL	NIL				
	Total	935835	113478	12.13	113478	113478	100%	100%				
Public- Non Institutions	E-Voting	13717953	463080	3.37	463063	463063	99.98%	99.98%				
	Poll		1299	0.001	1299	1299	100%	100%				
	Total	13717953	464379	100	464362	464362	100%	100%				
									Resolution Passed			

Agenda 5: Appointment of Mr. N K Sharma, Independent Director.

Resolution required: (Ordinary/ Special)		Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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			
Promoter and Promoter Group	E-Voting	11254171	6220075	55.27	6220075	NIL	100%	NIL			
	Poll		NIL	NA	NIL	NIL	NIL	NIL			
	Total	11254171	6220075	55.27	6220075	NIL	100%	NIL			
Public- Institutions	E-Voting	935835	113478	12.13	113478	NIL	100%	NIL			
	Poll		NIL	N.A.	NIL	NIL	NIL	NIL			
	Total	935835	113478	12.13	113478	NIL	100%	NIL			
Public- Non Institutions	E-Voting	13717953	463080	3.37	463079	1	99.98%	0.02%			
	Poll		1299	0.001	1299	NIL	100%	NIL			
	Total	13717953	464379	100	464378	1	100%	NIL	Resolution Passed		

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Chaitali Baral

COMPANY SECRETARY