



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: 22nd September, 2020

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza,
Plot No. C/1, G Block,
Sandra Kurla Complex,
Sandra (East)
Mumbai - 400 051

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

Dear Sir,

Sub: Scrutinizer's Report for 23rd Annual General Meeting

In Compliance with Regulation 44(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed please find the Scrutinizer's Reports for 23rd Annual General Meeting of Usha Martin Education & Solutions Limited held on 21st September, 2020.

Thanking you,
Yours truly,
For Usha Martin Education & Solutions Limited

Chaitee Baral

Chaitee Baral
Company Secretary

K. Mukhopadhyay & Associates
Company Secretaries

Office:
Namarer Bagan, 2nd Lane,
Gondalpara, Chandannagar,
Hooghly- 712137
Phone:9123047257/990397269
E-mail: mukhopadbyay_k@yahoo.co.io

To,
The Chairman
of the 23rd Annual General Meeting ("AGM") of
Usha Martin Education & Solutions Limited
Godrej Waterside, 5th Floor, Block -, DP,
Sector - V, Salt Lake,
Kolkata - 700091.

Dated: **22nd September, 2020**

Dear Sir,

SCRUTINIZER'S CONSOLIDATED REPORT

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and e-voting at the 23rd Annual General Meeting of Usha Martin Education & Solutions Ltd held on Monday, the 21st September, 2020 at 3.00 P.M. through Video conferencing ("VC") / other audit visual means ("OAVM")

I, K Mukhopadhyay of M/s K Mukhopadhyay & Associates, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Usha Martin Education & Solutions Limited** pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended to conduct the remote e-voting process of 23rd Annual General Meeting ("AGM") of Usha Martin Education & Solutions Limited held on Monday, the 21st September, 2020 at 3.00 P.M. through VC / OAVM.

I was also appointed as Scrutinizer of the e- voting process conducted at the said AGM.

The Notice dated 21st June, 2020 as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories in compliance with MCA Circular dated 5th May, 2020 read with circulars dated 2nd April, 2020 and 13th April, 2020 (Collectively referred to as "Circulars") and SEBI circular dated 12th May, 2020.

The Company had availed the services of National Securities Depository Ltd (NSDL) for conducting remote e-voting by the Members of the Company and e-voting at the said AGM.

The remote e- voting period commenced on Friday, the 18th September, 2020 at 9.00 A.M. and ended on Sunday, the 20th September, 2020 at 5 P.M. and remote e-voting platform of NSDL was disabled thereafter.

The Company had also provided e-voting facility to the Members present at the AGM through VC/ OAVM and who had not cast their vote earlier.

The Members of the Company holding shares as on the cut off date of Monday, the 14th September, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of thee-voting at the AGM, the Report on the voting done at the meeting and the votes cast under remove e-voting facility were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and the votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM.

My responsibility as a Scrutinizer for remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast "in favour" or " against " the resolutions.

I now submit my consolidated Report that as under on the result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions -

A. ORDINARY BUSINESS:

RESOLUTION - 1 Ordinary Resolution

To receive, consider and adopt :

Audited Balance Sheet of the Company as at 31st March, 2020, 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 :**

Number of Members	Number of valid votes cast by Members	% of total number of valid votes cast
73	88,20,915	99.999

(ii) **Voted against the Resolution :**

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
1	100	0.001

(iii) **Invalid Votes, if any :**

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

Hence, based on the aforesaid result, the said Ordinary Resolution as set out in Item no. 1. of the Notice dated 22nd June, 2020 of the AGM, has been passed with requisite majority.

ORDINARY BUSINESS:**RESOLUTION - 2 Ordinary Resolution**

To consider and approve the re-appointment of M/s G.Basu & Co. Chartered Accountants (Registration No. 301174E) whose terms of reference has come to an end by the conclusion of this meeting, for a period of 5 years from the conclusion of this meeting till the conclusion of 2ath Annual General Meeting of the Company to be held in the year 2025, on a remuneration plus reimbursement of out of pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors.

(i) Voted in favour of the Resolution :

Number of Members voted	Number of valid votes cast by Members	% of total number of valid votes cast
71	88,20,896	99.999

(ii) Voted against the Resolution :

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
2	116	0.001

(iii) Invalid Votes, if any :

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

Hence, based on the aforesaid result, the said Ordinary Resolution as set out in Item no. 2 of the Notice dated 22nd June, 2020 of the AGM, has been passed with requisite majority.

B. SPECIAL BUSINESS:**RESOLUTION - 3 Ordinary Resolution**

To consider and approve the re- appointment of Shri Vinay Kumar Gupta as the Wholetime Director of the Company for another period of one year w.e.f. 4th July, 2020 upon the terms and conditions embodied in the Agreement placed, which agreement is hereby sanctioned with the liberty to the Board of Directors includes the Committee, if any, to alter and vary subject to necessary approvals as may be required from time to time, the terms and conditions of the said appointment and /or Agreement in such manner as may be agreed to between the Board of Directors and Shri Vinay Kumar Gupta.

(i) Voted in favour of the Resolution :

Number of Members voted	Number of valid votes cast by Members	% of total number of valid votes cast
68	88,20,672	99.996

(ii) Voted against the Resolution :

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
5	340	0.004

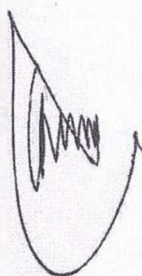
(iii) Invalid Votes, if any :

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

Hence, based on the aforesaid result, the said Ordinary Resolution as set out in Item no. 3. of the Notice dated 22nd June, 2020 of the AGM, has been passed with requisite majority.

Thanking you,

Yours Faithfully,



K Mukhopadhyay
For K Mukhopadhyay & Associates
Practising Company Secretary
FCS- 4619 & CP No. 16181
ICSI UDIN - F004619B000742312

Place: Chandannagar, Hooghly
Dated : 22nd September, 2020