

Information pursuant to Clause 35A of the Listing Agreement

1. **Date of the Annual General Meeting:** 5th August, 2015
2. **Total number of shareholders on record date(29th July, 2015):** 31680
3. **No. of Shareholders present in the meeting either in person or through proxy:**
Promoters and Promoter Group: 0
Public: 32
4. **No. of Shareholders attended the meeting through Video Conferencing**
Promoters and Promoter Group: NA
Public: NA

5. **Details of Agendas:**

Agenda: 1

- a. **Details:**Adoption of Audited Balance Sheet.
- b. **Resolution required:**Ordinary
- c. **Mode of voting:** E-voting & Poll
- d. **Result :**By requisite majority

Agenda: 2

- a. **Details:** Approval of re-appointment of Statutory Auditors.
- b. **Resolution required:** Ordinary
- c. **Mode of voting:**E-voting & Poll
- d. **Result :**By requisite majority

Agenda: 3

- a. **Details:** Approval of appointment of Mr S. K. Mitra as an Independent Director
- b. **Resolution required:** Ordinary
- c. **Mode of voting:**E-voting & Poll
- d. **Result :**By requisite majority

Agenda: 4

- a. **Details:** Approval of appointment of Mr Rahul Choudhary as an Independent Director
- b. **Resolution required:** Ordinary
- c. **Mode of voting:** E-voting & Poll
- d. **Result :**By requisite majority



Agenda: 5

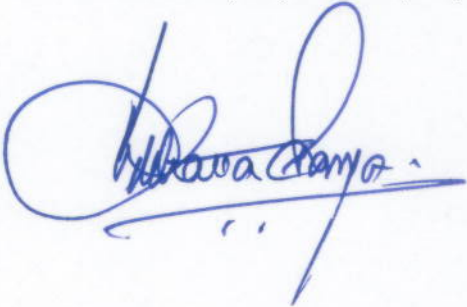
- a. **Details:** Approval of appointment of Mr Trivikram Khaitan as an Independent Director
- b. **Resolution required:** Ordinary
- c. **Mode of voting:** E-voting & Poll
- d. **Result :**By requisite majority

Agenda: 6

- a. **Details:** Approval of appointment of Mrs Gangotri Guha as an Independent Director
- b. **Resolution required:** Ordinary
- c. **Mode of voting:** E-voting & Poll
- d. **Result :**By requisite majority

Agenda: 7

- a. **Details:** Approval of appointment of Mr Debjit Bhattacharya as an Independent Director
- b. **Resolution required:** Ordinary
- c. **Mode of voting:** E-voting & Poll
- d. **Result :**By requisite majority



Scrutinizer's Report
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014)

To
The Chairman
Usha Martin Education & Solutions Limited
PS Srijan Tech Park, 4th Floor, DN-52,
Sector-V, Salt Lake City
Kolkata - 700 091

Dear Sir,

I, Arani Guha, partner of K Arun & Co, Company Secretary in whole time practice, have been appointed by the Board of Directors of Usha Martin Education & Solutions Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies, (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 18th Annual General Meeting (AGM) of the members of the Company held on 5th day of August, 2015 at 2.30 P.M. at "Shripati Singhania Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700020.

1. The notice dated 11.05.2015 convening the 18th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 5th day of August, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 18th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorised agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The e-voting period remained open from Friday 31st July, 2015 (9.00 a.m) to Tuesday 04th August, 2015 (5.00 p.m.)
 - ii. The members of the Company as on the "cut off" date i.e. 29th June 2015 (evening) were entitled to vote on the resolutions as set out in the notice of the 18th Annual General Meeting (AGM) of the Company.



iii. The votes were unblocked on 5th August, 2015 at 5:00 p.m. in the presence of 2 witnesses, Ms. Shristi Garg and Ms. Anurupa Mazumder, who are not in the employment of the Company.

iv. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is as under:

Number of members who cast their votes through e-voting	Total number of shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder
		As mentioned beside each of the resolutions

Item No. of Notice	Particulars of Resolutions	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
1.	Adoption of Annual Accounts	11409782	99.9	250	0.1	nil	Nil
2.	Re-Appointment of Auditors	11409822	99.9	150	0.1	nil	nil
3.	Appointment of Shri Subrata Kumar Mitra as an Independent Director	11409822	99.9	150	0.1	nil	nil
4.	Appointment of Shri Rahul Choudhary as an Independent Director	11409803	99.9	150	0.1	nil	Nil
5.	Appointment of Shri Trivikram Khaitan as an Independent Director	11409522	99.9	150	0.1	nil	Nil
6.	Appointment of Smt Gangotri Guha as a Director of the Company	11409543	99.9	313	0.1	nil	Nil
7.	Re-Appointment of Shri Debjit Bhattacharya as the Whole-Time Director of the Company.	11409459	99.9	313	0.1	nil	nil




All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of Annual General Meeting by the Chairman.

Thanking you
Yours faithfully

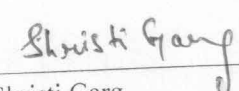
For **K ARUN & CO**
Company Secretaries

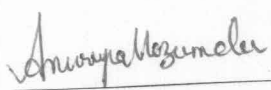

(ARANI GUHA)
Partner
C.P. No. 9573



Place: Kolkata
Date: 05.08.2015

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of M/s. Usha Martin Education & Solutions Limited were unblocked from e-voting website of NSDL in our presence at 5.00 p.m. on 05th August, 2015.


Shristi Garg
1/A, Raja Gopendra Street
Kolkata - 700 005


Anurupa Mazumder
1 Vivek Park Kamdahari Santi Appt.
Kolkata - 700040

K. ARUN & CO.

Company Secretaries

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
Mr. Prashant Jhawar, Chairman
Usha Martin Education & Solutions Limited
PS Srijan Tech Park, 4th Floor, DN-52, Sector-V
Salt Lake City,
Kolkata-700091

18th Annual General Meeting of the Equity Shareholders of Usha Martin Education & Solutions Limited held on Wednesday, 05th day of August at 2.30 P.M. at "Shripati Singhanian Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700-020

Dear Sir,

I, Arani Guha, partner of K Arun & Co, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Eighteenth Annual General Meeting of the Equity Shareholders of Usha Martin Education & Solutions Limited, held on Wednesday, the 05th day of August at 2.30 P.M at Shripati Singhanian Hall". Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700-020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1(one) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

- (a) **Resolution:** “**RESOLVED THAT** the Audited Statement of Profit and Loss of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Notes thereon, Report of the Directors and Auditors thereon, as circulated to the members of the Company and placed before the meeting, be and are hereby adopted.”

1. Adoption of Accounts for the Financial Year ended 31.03.2015

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
20	746	100%

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

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
nil	nil	nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
11	2039



(b) Resolution: “**RESOLVED THAT** pursuant to Section 139, 142, and Audit and Auditors Rules, 2014,(the rules) and in terms of provisions of section 141 of the Act and rule 4 of the rules , M/s. S. Swarup & Co., Chartered Accountants (Registration No. 310089E), be and are hereby re-appointed as the Auditors of the Company to hold office until the conclusion of the 20th Annual General Meeting and that their remuneration for the said period be determined by the Board of Directors.”

2. Re-Appointment of Statutory Auditor

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
20	746	100%

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

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
nil	nil	nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
11	2039



(c) **Resolution:** “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Subrata Kumar Mitra (DIN: 00029961), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2018.”

3. Appointment of Shri Subrata Kumar Mitra as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
20	746	100%

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

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
nil	nil	nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
11	2039



(d) **Resolution:** “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rahul Chaudhary (DIN: 00075875), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2018.”

4. Appointment of Shri Rahul Choudhary as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
20	746	100%

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

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
nil	nil	nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
11	2039



(e) **Resolution:** “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Trivikram Khaitan (DIN: 00043428), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2018.”

5. Appointment of Shri Trivikram Khaitan as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
20	746	100%

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

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
nil	nil	nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
11	2039



- (f) **Resolution:** “**RESOLVED THAT** Smt Gangotri Guha(Din: 01666863) who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 29 January 2015 and who holds office as per Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has.pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of director, be and is hereby appointed a director of the Company, liable to retire by rotation.”

6. Appointment of Smt Gangotri Guha as a Director of the Company.

- (i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
20	746	100%

- (ii) Voted **against** the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
nil	nil	nil

- (iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
11	2039



(g) **Resolution:** “RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time, and in terms of Article 114 of Articles of Association of the Company, the Company hereby ratifies the reappointment of Shri Debjit Bhattacharya as the Whole-Time Director of the Company for another period of two years with effect from 1 March, 2015 upon the terms and conditions embodied in the Agreement placed, which agreement is hereby sanctioned with the liberty to the Board of Directors (which term shall be deemed to include the Committee, if any, constituted by the Board of Directors from time to time) to alter and vary, subject to necessary approvals as may be required from time to time, the terms and conditions of the said reappointment and/or Agreement in such manner as may be agreed to between the Board of Directors and Shri Debjit Bhattacharya.”

7. Re-Appointment of Shri Debjit Bhattacharya as the Whole-Time Director of the Company.

Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
20	746	100%

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

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
nil	nil	Nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
11	2039



8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For K ARUN & CO
Company Secretaries

Arani Guha
(ARANI GUHA)
Partner
C.P. No. 9573



Place: Kolkata
Dated: 06.08.2015