



Usha Martin Education & Solutions Limited

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CIN - L31300WB1997PLC085210

Dated: 10th August, 2016

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 of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed please find the following:

- i) Voting Result,
- ii) Consolidated Scrutinizer's Reports of 19th Annual General Meeting.

Thanking you,
Yours truly,

For Usha Martin Education & Solutions Limited

Whole-Time-Director
DIN: 00574665

K. Mukhopadhyay & Associates
Practising Company Secretary

10th August, 2016

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

To

The Chairman of 19th Annual General Meeting ("AGM") of the Equity Shareholders of Usha Martin Education & Solutions Limited held on Tuesday, the 9th August, 2016 at Shripatir Singhania Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata -700020.

Dear Sir,

1. By the resolution passed by the Board of Directors of Usha Martin Education & Solutions Limited ("the Company") at its meeting held on 27th May, 2016, I was appointed as the Scrutinizer for the purpose of :

- (a) scrutinizing the e-voting Process (Remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015; and
- (b) poll through Polling Papers (at the venue of the AGM) under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice dated 4th July, 2016 to the 19th AGM of the Equity Shareholders of the Company held on 9th August, 2016 at Shripatir Singhania Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata - 700020

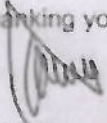
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to the voting through e-voting (Remote e-voting) and by Poll (at the venue of the AGM) for the resolutions contained in the Notice dated 4th July, 2016 of the AGM of the equity shareholders of the Company. My responsibility as a Scrutinizer for the voting process through e-voting (Remote e-voting) and Poll (at the venue of



the AGM) is only to the extent of making consolidated Scrutinizer's Report for ascertaining the votes cast in "favour" or "against" the resolutions of the AGM Notice based on Reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide the e-voting facility for voting through electronic means i.e. by Remote e-voting and from the Poll arranged at the venue of the AGM to the shareholders who were present at the meeting held on 9th August, 2016 and had not opted to vote through Remote e-voting.

3. I submit herewith the consolidated Scrutinizer's Report on the result of the voting through electronic means (Remote e-voting) and on the Poll (at the Venue of the AGM) as detailed in the attachment and marked as Annexure - A.
4. The electronic data, all other records / papers relating to Remote e-voting including the Poll papers is in my custody and will be handed over to the Secretary of the Company after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,



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

Place : Kolkata
Dated : 10th August, 2016

Received by
For USHA MARTIN EDUCATION & SOLUTIONS LIMITED



Vinay Kumar Gupta
Whole Time Director
Din: 00574665
Kolkata

10th August, 2016

Annexure-A

Item No.1: Adoption of Audited Balance Sheet, Profit and Loss Account and the Reports of the Directors and Auditors (AS AN ORDINARY RESOLUTION)

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes cast	Number of Members voted through Poll Papers	Number of votes cast by Poll Papers	Total No. of votes cast through Remote-E-voting and Poll Papers	%of total number of valid votes cast
	1	2	3	4	5= (2) +(4)	6
Voted in favour of the resolution	27	11396653	27	336	11396989	99.999
Voted against the resolution	1	100	2	9	109	0.001
Total	28	11396753	29	345	11397098	100.000
RESOLUTION PASSED WITH REQUISITE MAJORITY						

Item No.2: Re-appointment of Mr. Prashant Jhawar (DIN 00353020) (AS AN ORDINARY RESOLUTION)

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes cast	Number of Members voted through Poll Papers	Number of votes cast by Ballot Papers	Total No. of votes cast through Remote-E-voting and Poll Papers	%of total number of valid votes cast
	1	2	3	4	5= (2) +(4)	6
Voted in favour of the resolution	25	11396540	27	336	11396876	99.998
Voted against the resolution	3	213	2	9	222	0.002
Total	28	11396753	29	345	11397098	100.000
RESOLUTION PASSED WITH REQUISITE MAJORITY						

Item No.3: Ratification of the appointment of Statutory Auditors , M/s S. Swarup & Co. Chartered Accountants (AS AN ORDINARY RESOLUTION)

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes cast	Number of Members voted through Poll Papers	Number of votes cast by Poll Papers	Total No. of votes cast through Remote-E-voting and Poll Papers	%of total number of valid votes cast
	1	2	3	4	5= (2) +(4)	6
Voted in favour of the resolution	26	11396634	27	336	11396970	99.999
Voted against the resolution	2	119	2	9	128	0.001
Total	28	11396753	29	345	11397098	100.000
RESOLUTION PASSED WITH REQUISITE MAJORITY						



Item No 4: Appointment of Mr. Debjit Bhattacharya (DIN – 02560547) as a Director of the Company (AS AN ORDINARY RESOLUTION)

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes cast	Number of Members voted through Poll Papers	Number of votes cast by Ballot Papers	Total No. of votes cast through Remote-E-voting and Poll Papers	%of total number of valid votes cast
	1	2	3	4	5= (2) +(4)	6
Voted in favour of the resolution	25	11396540	27	336	11396876	99.998
Voted against the resolution	3	213	2	9	222	0.002
Total	28	11396753	29	345	11397098	100.000
RESOLUTION PASSED WITH REQUISITE MAJORITY						

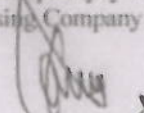
Item No 5: Appointment of Mr. Vinay Kumar Gupta (DIN – 00574665) as the Whole Time Director of the Company (AS AN ORDINARY RESOLUTION)

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes cast	Number of Members voted through Poll Papers	Number of votes cast by Poll Papers	Total No. of votes cast through Remote-E-voting and Poll Papers	%of total number of valid votes cast
	1	2	3	4	5= (2) +(4)	6
Voted in favour of the resolution	25	11396540	27	336	11396876	99.998
Voted against the resolution	3	213	2	9	222	0.002
Total	28	11396753	29	345	11397098	100.000
RESOLUTION PASSED WITH REQUISITE MAJORITY						

Place : Kolkata

Dated : 10th August, 2016

For K. Mukhopadhyay & Associates
Practising Company Secretary


(K. Mukhopadhyay)
C.P.No. 16181

Voting Result of 19 th Annual General Meeting of Usha Martin Education & Solutions Limited	
Date of the AGM	9 th August, 2016
Total number of shareholders on record date	31493 Shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 (through Proxy) 29 (in Person) and 15 (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 2016.

Resolution required: (Ordinary/ Special)		Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?		No					
Category	Mode of Voting	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	11379879	100	11379879	NIL	100%	NIL
	Poll	NIL	100	NIL	NIL	NIL	NIL
	Total	11379879	100	11379879	NIL	100%	NIL
Public- Institutions	E-Voting	NIL	N.A.	NIL	NIL	NIL	NIL
	Poll	NIL	N.A.	NIL	NIL	NIL	NIL
	Total	NIL	N.A.	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting	16874	100	16774	100	99.40%	0.60%
	Poll	345	100	336	9	97.40%	2.60%
	Total	17219	100	17110	109	99.36%	0.64%

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Agenda 2: Approval of re-appointment of Shri P. Jhavar.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	11379879	11379879	100	11379879	NIL	100%	NIL
	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL
	Total	11379879	11379879	100	11379879	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	N.A.	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	N.A.	NIL	NIL	NIL	NIL
	Total	NIL	NIL	N.A.	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting	16874	16874	100	16661	213	98.73%	1.27%
	Poll	345	345	100	336	9	97.40%	2.60%
	Total	17219	17219	100	16997	222	98.71%	1.29%

Agenda 3: Ratification of the Appointment of Statutory Auditors- M/s. S. Swarup & 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	E-Voting	11379879	11379879	100	11379879	NIL	100%	NIL

NA

Promoter Group	Poll Total	NIL	11379879	NIL	11379879	100	NIL	11379879	NIL	NIL	NIL	NIL	NIL
Public- Institutions	E-Voting Poll Total	NIL	NIL	NIL	N.A.	N.A.	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting Poll Total	16874	345	16874	100	100	16874	345	16755	119	99.29%	97.40%	0.79%
		17219	17219	17219	100	100	17219	17091	128		99.25%		0.75%

Agenda 4: Appointment of Shri D. Bhattacharya as Non Executive 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	11379879	11379879	100	11379879	NIL	100%	NIL				
	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL				
	Total	11379879	11379879	100	11379879	NIL	100%	NIL				
Public- Institutions	E-Voting	NIL	NIL	N.A.	NIL	NIL	NIL	NIL				
	Poll	NIL	NIL	N.A.	NIL	NIL	NIL	NIL				
	Total	NIL	NIL	N.A.	NIL	NIL	NIL	NIL				
Public- Non Institutions	E-Voting	16874	16874	100	16661	213	98.73%	1.27%				
	Poll	345	345	100	336	9	97.40%	2.60%				
	Total	17219	17219	100	16997	222	98.71%	1.29%				

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Agenda 5: Appointment of Shri V.K. Gupta, Whole-Time-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	11379879	11379879	100	11379879	NIL	100%	NIL			
	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL			
	Total	11379879	11379879	100	11379879	NIL	100%	NIL			
Public-Institutions	E-Voting	NIL	NIL	N.A.	NIL	NIL	NIL	NIL			
	Poll	NIL	NIL	N.A.	NIL	NIL	NIL	NIL			
	Total	NIL	NIL	N.A.	NIL	NIL	NIL	NIL			
Public- Non Institutions	E-Voting	16874	16874	100	16661	213	98.73%	1.27%			
	Poll	345	345	100	336	9	97.40%	2.60%			
	Total	17219	17219	100	16997	222	98.71%	1.29%			

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

N.K. Gupta

WHOLE TIME DIRECTOR
DIN: 00574665