



**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: 22<sup>nd</sup> September, 2017

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 20<sup>th</sup> Annual General Meeting.

Thanking you,  
Yours truly,

**For Usha Martin Education & Solutions Limited**

**Whole-Time-Director**  
DIN: 00574665

K. Mukhopadhyay  
M.Com. LLB. FCS  
Practising Company Secretary

K. Mukhopadhyay & Associates  
Company Secretaries  
Namarer Bagan, 2<sup>nd</sup> Lane,  
Gondalpara, Chandannagar,  
Hooghly – 712137  
Phone: 9123047257 / 9903972693

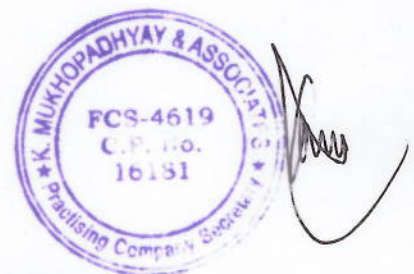
**Consolidated Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the**  
**Companies (Management and Administration) Rules, 2014 ]**

To  
The Chairman  
of the 20<sup>th</sup> Annual General Meeting ("AGM") of  
Usha Martin Education & Solutions Limited  
Godrej Waterside, 5<sup>th</sup> Floor, Block – DP,  
Sector – V, Salt Lake City,  
Kolkata - 700091.

Sir,

I, K. Mukhopadhyay, Practising Company Secretary (FCS – 4619 & CP – 16181), proprietor of M/s K. Mukhopadhyay & Associates was appointed as the Scrutinizer in connection with the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Usha Martin Education & Solutions Limited ("the Company")** held on Friday, the 22<sup>nd</sup> September, 2017 at Rabindra Niketan Auditorium, Nalban, Sector –IV, Salt Lake, Kolkata – 700091 at 11-00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per 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"), as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR Regulations") on the resolutions referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act, the Rules and LODR Regulations relating to the voting through remote e-voting and voting through



physical ballot process on the resolutions contained in the Notice dated 17<sup>th</sup> August, 2017 of the AGM. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the 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 of voting through physical ballot arranged by the Company at the Venue of the AGM to the shareholders who were present at the meeting held on 22<sup>nd</sup> September, 2017 and had not opted to vote through remote e-voting.

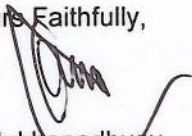
I submit my report that –

1. The remote e- voting and voting through physical ballot were conducted as disclosed in the Notice dated 17<sup>th</sup> August, 2017 of the AGM of Usha Martin Education & Solutions Limited.
2. The combined results of the remote e-voting and vote cast through physical ballot distributed at the AGM venue, are attached and marked as "Annexure – A".

The electronic data, all other records / papers relating to Remote e-voting including the physical ballot are in my custody and the same will be handed over to the Secretary of the Company after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,

Yours Faithfully,

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

Place : Kolkata  
Dated : 22<sup>nd</sup> September, 2017

  
Received by  
For USHA MARTIN EDUCATION & SOLUTIONS LIMITED



Vinay Kumar Gupta  
Whole Time Director  
Din: 00574665  
Kolkata

22<sup>nd</sup> September, 2017



Annexure- A

A. ORDINARY BUSINESS:

RESOLUTION – 1

Adoption of audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2017 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	46	6196994	
Voting by Ballot	12	495	
<b>Total</b>	<b>58</b>	<b>6197489</b>	<b>99.9998</b>

(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	15	
Voting by Ballot	-	-	
<b>Total</b>	<b>1</b>	<b>15</b>	<b>0.0002</b>

(iii) Invalid Votes, if any :

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

Hence, The Resolution proposed as above, has been passed with requisite majority.



**ORDINARY BUSINESS:**

**RESOLUTION – 2**

Re- appointment of Shri Rajeev Jhawar (DIN: 00086164) who retires by rotation and being eligible offers himself for re- appointment –

**(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	40	6196132	
Voting by Ballot	12	495	
<b>Total</b>	<b>52</b>	<b>6196627</b>	<b>99.9858</b>

**(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	7	877	
Voting by Ballot	-	-	
<b>Total</b>			<b>0.0142</b>

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

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

Hence, The Resolution proposed as above, has been passed with requisite majority.



A handwritten signature in black ink, appearing to be "Rajeev Jhawar".

**ORDINARY BUSINESS:**

**RESOLUTION – 3**

Appointment of 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	46	6196994	
Voting by Ballot	12	495	
<b>Total</b>	<b>58</b>	<b>6197489</b>	<b>99.9998</b>

**(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	15	
Voting by Ballot	-	-	
<b>Total</b>	<b>1</b>	<b>15</b>	<b>0.0002</b>

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

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

Hence, The Resolution proposed as above, has been passed with requisite majority.



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



**B. SPECIAL BUSINESS:**

**RESOLUTION – 4**

Appointment of Mr. Manoj Kumar Vijay ( DIN : 000 75792) as an 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	44	6196872	
Voting by Ballot	12	495	
<b>Total</b>	<b>56</b>	<b>6197367</b>	<b>99.9978</b>

**(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	3	137	
Voting by Ballot	-	-	
<b>Total</b>	<b>3</b>	<b>137</b>	<b>0.0022</b>

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

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

Hence, The Resolution proposed as above, has been passed with requisite majority.



A handwritten signature in black ink, appearing to be "Manoj Kumar Vijay", written over a white background.

**SPECIAL BUSINESS:**

**RESOLUTION – 5**

Appointment of Mr. Arun Kumar Lodha ( DIN : 00545618) as an 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	44	6196872	
Voting by Ballot	12	495	
<b>Total</b>	<b>56</b>	<b>6197367</b>	<b>99.9978</b>

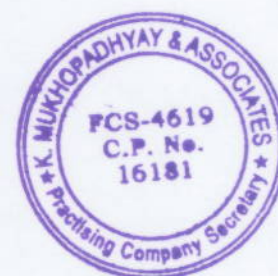
**(ii) Voted against the Resolution :**

Mode of Voting	Number of Members voted	Number of votes cast by members	% of total number of valid votes cast
Remote e- voting	3	137	
Voting by Ballot	-	-	
<b>Total</b>	<b>3</b>	<b>137</b>	<b>0.0022</b>

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

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

Hence, The Resolution proposed as above, has been passed with requisite majority.



A handwritten signature in black ink, appearing to be "Arun", written over the bottom right portion of the stamp.



**SPECIAL BUSINESS :**

**RESOLUTION – 6**

Appointment of Mr. Nitin Sharma (DIN : 07908231) as an 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	43	6196103	
Voting by Ballot	12	495	
<b>Total</b>	<b>55</b>	<b>6196598</b>	<b>99.9978</b>

**(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	3	137	
Voting by Ballot	-	-	
<b>Total</b>	<b>3</b>	<b>137</b>	<b>0.0022</b>

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

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

Hence, The Resolution proposed as above, has been passed with requisite majority.

Place : Kolkata

Dated : 22<sup>nd</sup> September, 2017



For K. Mukhopadhyay & Associates  
Practising Company Secretary

(K. Mukhopadhyay)  
FCS – 4619 & C.P.No. 16181

Witness I  
*[Signature]*  
12/1/15 Pranshu Kumar (DIN)  
Kolkata - 700026

Witness 2  
Chandani Chatterjee  
Sector V Salt Lake,  
Kolkata - 700091

**Voting Result of 20<sup>th</sup> Annual General Meeting of Usha Martin Education & Solutions Limited**

<b>Date of the AGM</b>	22 <sup>nd</sup> September 2017
<b>Total number of shareholders on record date</b>	31039 Shareholders
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	NIL 28 (in Person) and 7 (through Proxy)
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	N.A.

**Agenda 1: Adoption of Annual Accounts for the year ended 31<sup>st</sup> March 2017.**

**Resolution required: (Ordinary/ Special)** Ordinary Resolution

<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	2736935	2736935	100	2736935	NIL	100%	NIL
	<b>Poll</b>	NIL	NIL	100	NIL	NIL	NIL	NIL
	<b>Total</b>	2736935	2736935	100	2736935	NIL	100%	NIL
<b>Public-Institutions</b>	<b>E-Voting</b>	NIL	NIL	N.A.	NIL	NIL	NIL	NIL
	<b>Poll</b>	NIL	NIL	N.A.	NIL	NIL	NIL	NIL
	<b>Total</b>	NIL	NIL	N.A.	NIL	NIL	NIL	NIL
<b>Public- Non Institutions</b>	<b>E-Voting</b>	3460074	3460074	100	3460059	15	99.9998%	0.0002%
	<b>Poll</b>	495	495	100	495	NIL	100%	NIL
	<b>Total</b>	3460569	3460569	100	3460554	15	99.9999%	0.001%
								<b>Resolution Passed</b>



Agenda 2: Approval of re-appointment of ShriR. 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	2736935	2736935	100	2736935	NIL	100%	NIL
	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL
	Total	2736935	2736935	100	2736935	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	3460074	3460074	100	3459197	877	99.98%	0.02%
	Poll	495	495	100	495	NIL	100%	NIL
	Total	3460569	3460569	100	3459692	877	99.99%	0.01%
								<b>Resolution Passed</b>

Agenda 3: 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	E-Voting	2736935	2736935	100	2736935	NIL	100%	NIL



Promoter Group	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL	NIL
	Total			100			100%		NIL
Public-Institutions	E-Voting	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting	3460074	3460074	100	3460059	15	99.9998%	0.0002%	NIL
	Poll	495	495	100	495	NIL	100%	NIL	NIL
	Total	3460569	3460569	100	3460554	15	99.999%	0.001%	Resolution Passed

Agenda 4: Appointment of ShriManoj Kumar Vijay as Independent Director.  
Resolution required: (Ordinary/ Special) Ordinary Resolution

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	2736935	2736935	100	2736935	NIL	100%	NIL
	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL
	Total	2736935	2736935	100	2736935	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	3460074	3460074	100	3459937	137	99.99%	0.01%
	Poll	495	495	100	495	NIL	100%	NIL
	Total	3460569	3460569	100	3460432	137	99.99%	0.01%
								Resolution Passed

NA

Agenda 5: Appointment of Shri/A K Ladhha, Independent Director.

Whether promoter/ promoter group are interested in the agenda/resolution?		No		No		No		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 $(7)=[(5)/(2)]*100$	Resolution Passed
Promoter and Promoter Group	E-Voting	2736935	2736935	100	2736935	NIL	100%	NIL	NIL
	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL	NIL
	Total	2736935	2736935	100	2736935	NIL	100%	NIL	NIL
Public- Institutions	E-Voting	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting	3460074	3460074	100	3459937	137	99.99%	0.01%	0.01%
	Poll	495	495	100	495	NIL	100%	NIL	NIL
	Total	3460569	3460569	100	3460432	137	99.99%	0.01%	Resolution Passed

Agenda 5: Appointment of Shri/Nitin Sharma, Independent Director.

Whether promoter/ promoter group are interested in the agenda/resolution?		No		No		No		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 $(7)=[(5)/(2)]*100$	Resolution Passed
Promoter and Promoter Group	E-Voting	2736935	2736935	100	2736935	NIL	100%	NIL	NIL
	Poll	NIL	NIL	100	NIL	NIL	NIL	NIL	NIL
	Total	2736935	2736935	100	2736935	NIL	100%	NIL	NIL

Resolution required: (Ordinary/ Special) Ordinary Resolution



Public- Institutions	E-Voting	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	N.A.	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting	3459305	3459305	100	3459168	137	99.99%	0.01%	Resolution Passed
	Poll	495	495	100	495	NIL	100%	NIL	
	Total	3459800	3459800	100	3459663	137	99.99%	0.01%	

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

*M.M. Gm*

WHOLE TIME DIRECTOR  
DIN: 00574665