



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: 13th September, 2018

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 21st Annual General Meeting.

Thanking you,
Yours truly,

For Usha Martin Education & Solutions Limited

Chaitie Baral

Chaitie Baral
Company Secretary

Voting Result of 21 st Annual General Meeting of Usha Martin Education & Solutions Limited	
Date of the AGM	12 th September 2018
Total number of shareholders on record date	30939 Shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NIL 183 (in Person) and 3 (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 2018.

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	334026	334026	100	334026	NIL	100%	NIL
	Poll	3377627	3377627	100	3377627	NIL	100%	NIL
	Total	3711653	3711653	100	3711653	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	391517	391517	100	381617	9900	97.47%	2.53%
	Poll	22293	22293	100	22293	NIL	100%	NIL
	Total	413810	413810	100	403910	9900	97.60%	2.40%
								Resolution Passed

Agenda 2: Approval of re-appointment of Smt. Gangotri Guha

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	334026	334026	100	334026	NIL	100%	NIL			
	Poll	3377627	3377627	100	3377627	NIL	100%	NIL			
	Total	3711653	3711653	100	3711653	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	391517	391517	100	380854	10663	97.28%	2.72%			
	Poll	2293	2293	100	22292	1	100%	NIL			
	Total	413810	413810	100	403146	10664	97.42%	2.58%	Resolution Passed		

Agenda 3: Re-Appointment of Statutory Auditors- M/s. G Basu & Co., Chartered Accountants
Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary 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	334026	334026	100	334026	NIL	100%	NIL
	Poll	3377627	3377627	100	3377627	NIL	100%	NIL
	Total	3711653	3711653	100	3711653	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	391517	391517	100	381617	9900	97.47%	2.53%
	Poll	22293	22293	100	22293	NIL	100%	NIL
	Total	413810	413810	100	403910	9900	97.60%	2.40%
								Resolution Passed

Agenda 4: Re-Appointment of Shri Vinay Kumar Gupta as Whole-time Director.
Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary 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	334026	334026	100	334026	NIL	100%	NIL
	Poll	3377627	3377627	100	3377627	NIL	100%	NIL
	Total	3711653	3711653	100	3711653	NIL	100%	NIL

Public- Institutions	E-Voting	NIL										NIL	NIL
	Poll	NIL										NIL	NIL
	Total	NIL										NIL	NIL
Public- Non Institutions	E-Voting	391417						380754		10663		97.27%	2.73%
	Poll	22293					22293			NIL		100%	NIL
	Total	413710					403047		10663		97.42%	2.58%	Resolution Passed

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Chaitu Baral

COMPANY SECRETARY

**K. Mukhopadhyay & Associates
Company Secretaries**

**Office:
Namarer Bagan, 2nd Lane,
Gondalpara, Chandannagar,
Hooghly – 712137
Phone: 9123047257 / 990397269
E-mail: mukhopadhyay_k@yahoo.co.in**

To,
The Chairman
of the 21st Annual General Meeting (“AGM”) of
Usha Martin Education & Solutions Limited
Godrej Waterside, 5th Floor, Block – DP,
Sector – V, Salt Lake,
Kolkata - 700091.

Dear Sir,

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 voting through ballot paper at the 21st Annual General Meeting of Usha Martin Education & Solutions Ltd held at Sujata Sodan Auditorium, 7, Bakul Bagan, Bhowanipore, Hazra Road, Kolkata – 700026 on Wednesday, the 12th September, 2018 at 11.30 A.M.

I, K. Mukhopadhyay of M/s K. Mukhopadhyay & Associates, Practising Company Secretaries, 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 in respect of the below mentioned resolutions proposed at the 21st Annual General Meeting (AGM) of Usha Martin Education & Solutions Limited held on Wednesday the 12th September, 2018 at 11.30 A.M..



I was also appointed as Scrutinizer to scrutinize the voting process conducted at the said AGM held on 12th September, 2018.

The Notice dated 30th May, 2018 along with statement setting out material facts under Section 102 of the Companies Act, 2013 as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered by M/s National Securities Depository Ltd (NSDL) for conducting remote e-voting by the shareholders of the Company.

The Company had also provided voting through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The Shareholders of the Company holding shares as on the "cut off" date of 5th September, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, the 9th September, 2018 at 9.00 A.M. and ended on Tuesday, the 11th September, 2018 at 5 P.M. and NSDL's e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the voting was diligently scrutinized.

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

My responsibility as a Scrutinizer for remote e-voting and voting conducted through ballot paper at the meeting is restricted to make 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 through ballot paper at the AGM in respect of the said resolutions –



A. ORDINARY BUSINESS:

RESOLUTION – 1 Ordinary Resolution

To receive, consider and adopt :

Audited Financial Statement for the financial year ended 31st March, 2018 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	715643	
Voting by Ballot	31	3399920	
Total	52	4115563	99.760

(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	9900	
Voting by Ballot	NIL	NIL	
Total	2	9900	0.240

(iii) Invalid Votes, if any :

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

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



ORDINARY BUSINESS:

RESOLUTION – 2 Ordinary Resolution

To appoint a Director, Smt. Gangotri Guha (DIN 01666863) who retires by rotation and being eligible offers herself 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	19	714880	
Voting by Ballot	31	3399919	
Total	50	4114799	99.742

(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	4	10663	
Voting by Ballot	1	1	
Total	5	10664	0.258

(iii) Invalid Votes, if any :

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

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



ORDINARY BUSINESS:

RESOLUTION – 3 Ordinary Resolution

Appointment of M/s G. Basu & Co. Chartered Accountants 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	21	715643	
Voting by Ballot	31	3399920	
Total	52	4115563	99.760

(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	9900	
Voting by Ballot	NIL	NIL	
Total	2	9900	0.240

(iii) Invalid Votes, if any :

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

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



B. SPECIAL BUSINESS:

RESOLUTION – 4 Ordinary Resolution

Re- appointment of Mr. Vinay Kumar Gupta (Din: 00574665) as the Wholetime Director of the Company for another period of two years w.e.f. 4th July, 2018 -

(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	18	714780	
Voting by Ballot	31	3399920	
Total	49	4114700	99.742

(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	4	10663	
Voting by Ballot	NIL	NIL	
Total	4	10663	0.258

(iii) Invalid Votes, if any :

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

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

Thanking you,

Yours Faithfully,

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



Dated : 13th September, 2018

Received by
For USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Witness:

1. N.K. Shastri

2. Anil Kumar


Vinay Kumar Gupta
Whole Time Director
Din: 00574665
Kolkata