



Usha Martin Education & Solutions Limited

Godrej Waterside, Tower-2, 12th Floor
Office No.: 1206, Block-DP, Sector-V
Salt Lake City, Kolkata 700091, India
Tel : +91 33 6810 3700
Website : www.umesl.co.in
CIN -L31300WB1997PLC085210

Dated: 3rd September, 2021

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza,
Plot No C/1, G Block,
Bandra Kuria 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: Scrutinizer's Report for 24th Annual General Meeting

In Compliance with Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed please find the Consolidated Scrutinizer's Report for 24th Annual General Meeting of Usha Martin Education & Solutions Limited held on 2nd September, 2021

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


Rituparna Das
Company Secretary

K. Mukhopadhyay & Associates
Company Secretaries

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

**Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 24th
Annual General Meeting of Usha Martin Education & Solutions Limited
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014, as amended.]**

The Chairman
of the 24th Annual General Meeting ("AGM") of
Usha Martin Education & Solutions Limited
Godrej Waterside, 12th Floor Block – DP,
Sector – V, Salt Lake,
Kolkata - 700091.

Date of the Meeting : 2nd September, 2021

Day of the Meeting : Thursday

Time of the Meeting : 1.30 P M.

Mode of the Meeting : Through Video Conferencing (VC) or Other Audio Visual Means (OAVM)

Dear Sir,

I, K. Mukhopadhyay of M/s K. Mukhopadhyay & Associates, Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of **Usha Martin Education & Solutions Limited ("the Company")** for the purpose of scrutinizing the process of voting through electronic means ("**E-voting**") on the resolutions contained in the Notice dated 29th June, 2021 ("**Notice**") issued in accordance with the General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 20/2020 dated 5th May, 2020 and No. 2/2021 dated 13th January, 2021 issued by Ministry of Corporate Affairs ("**MCA**") Government of India (**herein after referred to as "MCA Circulars"**) calling the 24th Annual General Meeting of the Members through VC / OAVM. The Annual General Meeting was convened on Thursday, 2nd September, 2021 at 1.30 P M through VC / OAVM

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (**“the Act”**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (**“ the Rules”**)

The management of the Company is responsible to ensure compliance with the requirement to ensure compliance with the requirements of the Act, the Rules, the MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR”**) relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured frame work of the electronic voting systems.

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting) is restricted to making consolidated Scrutinizer’s Report of the votes cast “in favour” or “ against” the resolutions contained in the Notice based on the reports generated from the e-voting system provided by National Securities Depository Limited (**“NSDL”**) and the agency authorized under the Rules and engaged by the Company to provide e-voting facility.

The Company appointed National Securities Depositories Limited (NSDL) for providing the electronic voting facility for conducting remote e-voting and e-voting at AGM (**“electronic voting”**) by the members of the Company.

The Members of the Company as on the cut off set out in the Notice i.e. Thursday, the 26th August, 2021 were entitled to vote on the resolutions [items Nos. 1 to 5 set out in the Notice calling the AGM] as on the cutoff date , subject to the provisions of Articles of Association of the Company.

The remote e-voting remained open from Monday, 30th August, 2021 (9.00 A.M) to Wednesday, 1st September, 2021 (5.00 P.M.). Thereafter, the details containing , interalia, the list of members who voted “in favour” or “against” on each of the resolutions that was put to vote, were generated from the e-voting Website of NSDL and relied there upon, data regarding the remote e-voting was scrutinized on test check basis.

I submit, herewith, the Consolidated Scrutinizer’s Report on the results of the remote e-voting based on the reports generated by NSDL E-voting system in respect of the resolutions set out in the Notice.

1. The result of the voting is as under :

A. ORDINARY BUSINESS:

RESOLUTION – 1 Ordinary Resolution

To receive, consider and adopt :

the Audited Balance Sheet of the Company as at 31st March, 2021, 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
87	5942320	99.98

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

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
12	1257	0.02

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

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

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RESOLUTION – 2 Ordinary Resolution

Appointment of a director in place of Smt. Gangotri Guha (DIN -01666863), who retires by rotation and being eligible offers herself for re-appointment.

(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
84	5939298	99.95

(ii) Voted against the Resolution :

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
14	3246	0.05

(iii) Invalid Votes, if any :

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

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RESOLUTION – 3 Ordinary Resolution

To consider and if thought fit , to pass with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 (the Rule), (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) the members of the Company do hereby ratify the appointment of M/s G.Basu & Co. Chartered Accountants (Registration No. 301174E) who were appointed in the 23rd Annual General Meeting (held on 21st September, 2020) to hold office for a period of 5 years until the conclusion of the 28th Annual General Meeting, 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
84	5939264	99.94

(ii) Voted against the Resolution :

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
14	3280	0.06

(iii) Invalid Votes, if any :

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

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SPECIAL BUSINESS**RESOLUTION – 4 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 three years w.e.f. 4th July, 2021 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 re-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
84	5939298	99.95

(ii) Voted against the Resolution :

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
14	3246	0.05

(iii) Invalid Votes, if any :

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

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RESOLUTION – 5 Ordinary Resolution.

To consider and approve the appointment of Shri Anil Kumar Modi (DIN 00076129) as an Independent Director of the Company to hold office for 5(five) consecutive years for a term upto the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2026.

(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
83	5939248	99.94

(ii) Voted against the Resolution :

Number of Members voted	Number of valid votes cast by members	% of total number of valid votes cast
15	3296	0.06

(iii) Invalid Votes, if any :

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

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2. The Chairman or any other person authorized by him may accordingly declare the result thereof.

3. This consolidated scrutinizer's report is submitted in accordance with the terms of the Engagement Letter.

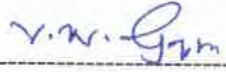
Thanking you,

Yours Faithfully,



K. Mukhopadhyay
For K. Mukhopadhyay & Associates
Practising Company Secretary
FCS- 4619 & CP No. 16181
ICSI UDIN – F004619C000883651

Place : Chandannagar, Hooghly
Dated : 3rd September, 2021

Counter signed by 
(Chairman or any other person authorized by the
Chairman of the Company)

