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 Singhania 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 Singhania 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.




'Shantiniketan', 8, Camac Street, 8th Floor, Suite # 807, Kolkata - 700 017 Ph. : +91 33 4004 0798, 2289 0383
Branch Off. : 52, Weston Street, 3rd Floor, Room No. 304, Kolkata - 700 012 Ph. : +91 33 4061 9283, 2211 5293
E-mail : khandeliaarun@hotmail.com / araniguha@gmail.com

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 |

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**(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 |

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**(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 |

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**(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 |

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(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 :

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|---|---|
| 11 | 2039 |

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(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 |

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(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 tothe 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 :

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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)
Partner
C.P. No. 9573

Place: Kolkata
Dated: 06.08.2015