K. ARUN & CO.
Company Secretaries

Scrutinizer's Report
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014

To
The Chairman
Usha Martin Education & Solutions Limited
PS Srijan Tech Park, 4th Floor, DN-52,
Sector-V, Salt Lake City
Kolkata – 700 091

Dear Sir,

I, Arani Guha, partner of K Arun & Co, Company Secretary in whole time practice, have been appointed by the Board of Directors of Usha Martin Education & Solutions Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies, (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 18th Annual General Meeting (AGM) of the members of the Company held on 5th day of August, 2015 at 2.30 P.M. at "Shripati Singhania Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700020.

1. The notice dated 11.05.2015 convening the 18th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 5th day of August, 2015.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 18th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorised agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:

   i. The e-voting period remained open from Friday 31st July, 2015 (9.00 a.m) to Tuesday 04th August , 2015 (5.00 p.m.)

   ii. The members of the Company as on the "cut off" date i.e. 29th June 2015 (evening) were entitled to vote on the resolutions as set out in the notice of the 18th Annual General Meeting (AGM) of the Company.

K. ARUN & CO. KOLKATA COMPANY SECRETARIES

'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
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iii. The votes were unblocked on 5th August, 2015 at 5:00 p.m. in the presence of 2 witnesses, Ms. Shristi Garg and Ms.Anurupa Mazumder, who are not in the employment of the Company.

iv. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is as under:

Number of members who cast their votes through e-voting	Total number of shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder
		As mentioned beside each of the resolutions

Item No. of Notice	Particulars of Resolutions	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
1.	Adoption of Annual Accounts	11409782	99.9	250	0.1	nil	Nil
2.	Re-Appointment of Auditors	11409822	99.9	150	0.1	nil	nil
3.	Appointment of Shri Subrata Kumar Mitra as an Independent Director	11409822	99.9	150	0.1	nil	nil
4.	Appointment of Shri Rahul Choudhary as an Independent Director	11409803	99.9	150	0.1	nil	Nil
5	Appointment of Shri Trivikram Khaitan as an Independent Director	11409522	99.9	150	0.1	nil	Nil
6.	Appointment of Smt Gangotri Guha as a Director of the Company	11409543	99.9	313	0.1	nil	Nil
7.	Re-Appointment of Shri Debjit Bhattacharya as the Whole-Time Director of the Company.	11409459	99.9	313	0.1	nil	nil

K. ARUN & CO. * COMPANY SECRETARIES * KOLKATA

All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of Annual General Meeting by the Chairman.

Thanking you
Yours faithfully

For K ARUN & CO
Company Secretaries

(ARANI GUHA)
Partner
C.P. No. 9573

Place: Kolkata
Date: 05.08.2015

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of M/s. Usha Martin Education & Solutions Limited were unblocked from e-voting website of NSDL in our presence at 5.00 p.m. on 05th August , 2015.

Shristi Garg
1/A, Raja Gopendra Street
Kolkata – 700 005

Anurupa Mazumder
1 Vivek Park Kamdahari Santi Appt.
Kolkata - 700040