**Usha Martin Education & Solutions Limited**
PS Srijan Techpark, 4th Floor
DN - 52, Sector - V, Salt Lake City
Kolkata 700091, India
Tel : +91 33 4013 4700
Fax : +91 33 4013 4800
Website : www.umesl.co.in
CIN-L31300WB1997PLC085210

Dated: 1st August, 2014

To,

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,

**Re: Clause - 35A of the Listing Agreement.**

Pursuant to the provisions of Clause 35A of the Listing Agreement, please find enclosed the details of the voting results of the 17th Annual General Meeting of the Company held on 1st August, 2014 for your records.

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

**[Debjit Bhattacharya]**
**Whole-time Director**
**DIN: 02560547**

Encl.: a/a

## Information pursuant to Clause 35A of the Listing Agreement

1. **Date of the Annual General Meeting:** 1st August,2014

2. **Total number of shareholders on record date( 24th July,2014):** 32416

3. **No. of Shareholders present in the meeting either in person or through proxy:**
   Promoters and Promoter Group: 0
   Public: 107

4. **No. of Shareholders attended the meeting through Video Conferencing**
   Promoters and Promoter Group: NA
   Public: NA

5. **Details of Agendas:**

**Agenda: 1**

a. **Details:** Adoption of Audited Balance Sheet.
b. **Resolution required:** Ordinary
c. **Mode of voting:** E-voting & Poll
d. **Result :** By requisite majority

**Agenda: 2**

a. **Details:** Approval of re-appointment of Mr. Rajeev Jhawar, Director retiring by rotation.
b. **Resolution required:** Ordinary
c. **Mode of voting:** E-voting & Poll
d. **Result :** By requisite majority

**Agenda: 3**

a. **Details:** Approval of appointment of Statutory Auditors.
b. **Resolution required:** Ordinary
c. **Mode of voting:** E-voting & Poll
d. **Result :** By requisite majority

**Agenda: 4**

a. **Details:** Approval of appointment of Mr. Rameshwar Pal Agrawal as Independent Director
b. **Resolution required:** Ordinary
c. **Mode of voting:** E-voting & Poll
d. **Result :** By requisite majority



## Result of Poll & E-Voting

Resolution 1

| Promoter/Public | No. of Shares Held | No. of Votes Polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 11388396 | 11388396 | 100 | 11388396 | 0 | 100 | 0 |
| Public Institutional holders | 2500358 | 0 | 0 | 0 | 0 | 0 | 0 |
| Government | 727 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 12526330 | 21959 | 0.175 | 21308 | 651 | 97.03 | 2.97 |

Resolution 2

| Promoter/Public | No. of Shares Held | No. of Votes Polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 11388396 | 11388396 | 100 | 11388396 | 0 | 100 | 0 |
| Public Institutional holders | 2500358 | 0 | 0 | 0 | 0 | 0 | 0 |
| Government | 727 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 12526330 | 21959 | 0.175 | 21308 | 651 | 97.03 | 2.97 |

Resolution 3

| Promoter/Public | No. of Shares Held | No. of Votes Polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 11388396 | 11388396 | 100 | 11388396 | 0 | 100 | 0 |
| Public Institutional holders | 2500358 | 0 | 0 | 0 | 0 | 0 | 0 |
| Government | 727 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 12526330 | 21959 | 0.175 | 21308 | 651 | 97.03 | 2.97 |

Resolution 4

| Promoter/Public | No. of Shares Held | No. of Votes Polled | % of Votes polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of votes in favour on votes polled | % of votes against on votes polled |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 11388396 | 11388396 | 100 | 11388396 | 0 | 100 | 0 |
| Public Institutional holders | 2500358 | 0 | 0 | 0 | 0 | 0 | 0 |
| Government | 727 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 12526330 | 21409 | 0.170 | 21158 | 251 | 98.82 | 1.18 |

