Dated: 29/ 05/ 2023

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

Dear Sir,

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 -L31300WB 1997PLC085210

The Secretary
Bombay Stock Exchange Limited Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

Re: Annual secretarial Compliance Report for the Year ended 31st March, 2023 under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements)

Re&:ulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Annual Secretarial Compliance Report dated 15th May, 2023 issued by Mr. Prateek Kohli of M/s. Prateek Kohli & Associates, Practicing Company Secretaries, for the year ended 31st March, 2023.

Kindly take the same on record

Thanking you,

Yours truly,

For Usha Martin Education & Solutions Limited

Whole-time Director
'DI~: 0O$7ltC(,5

us 'I'rateek Kohli & :i\.s~oc1~1te.,

Company Secretaries

Annual Secretarial Compliance Report

Usha Martin Education & Solutions Limited

For the year ended 31st March 2023

To,
The Members
Usha Martin Education & Solutions Limited

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Usha Martin Education & Solutions Limited, having its registered Office at Godrej Waterside, Dp-5, Tower-li, Unit-1206, 12th Floor, Sector-V, Salt Lake Kolkata 700091. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the Usha Martin Education & Solutions Limited (the listed entity hereinafter referred to as the 'entity') books, papers, minutes books, forms and returns filed and other records maintained by the entity and also the information provided by the entity, its officers, agents and authorized representatives dming the conduct of Secretarial Review, we hereby report that the entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, Prateek Kohli & Associates, firm of Practicing Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by
Usha Martin Education & Solutions Limited ("the listed entity hereinafter
referred to as the entity"),

(b) the filings/ submissions made by the entity to the stock exchange, in connection to
the above,

(c) website of the entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make
this certification,

for the financial year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

Office Address : 16/1 A, Abdul Hamid Street, 6th Floor, Room No 6k Kolkata - 700069
18! : cspkohli@gmail.com; a> +91 9038410495; a> +91 9874737484

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder
and the Regulations, circulars, guidelines issued thereunder by the Securities and
Exchange Board of lndia("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include, to the extent applicable: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to the extent as
applicable;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board o f India (Substantinl Acquisition of Shares and Takeovers) Regulations, 20 11;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; -

(f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Redeemable Preference Shares) Regulations, 2013; -

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

Secwities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: - The entity has complied with all the applicable regulations, circulars and guidelines as and when required.

Sr. Com- Regu- Deviatio Actio Type Detai Fine Obser Man-
No. pliance lation/ ns n of Is of Amou - age-
Requir Circul Take Actio Vio- nt vation ment
e- ment ar o. nby n latio s/ Re- Re-
(Regu- n marks spons
lations/ of the e
circula Prac-

rs/ ticing
guide- Comp
lines a-ny
includi Sec-
ng retary
specific
clause)

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: o observations have been made in the previous reporL

Com- ction ype ine Ob- an-
liance aken ction

o. Require- Circula y
ent r No.

tary

Re-
mar

ks

Re-
ark

Il. Compliances related to resignation of statutory auditors from listed entitles and their material subsidiaries as per SEBI Circular CIR/CFD/CMDl/114/2019 dated 18th October, 20 19: No such event occurred during the period under review.

Sr.
o.

2.

Particular
s

Complianc
e Status

(Yes/No/
NA)

Observation
s/Remarks

by PCS*

Compliances with the following conditions while appointing/re-appointing an auditor

i. If the auditor has resigned within 45 days
from the end of a quarter of a financial year.
the autlitorbefore such resignation, has issued
the limited review/ audit report for such
quruter: or

ii. If the auditor has resigned after 45 days from theend of a qumter of a financial year, the audicor before such resignation. has issued the limited review/ audit report for such quarter as well as the next quarter: or

iii. If the auditor ha<; signed the limited review/ audit rcpo1t for the first three quarters of a
financial year, the auditor before such
resignation. has issued the limited review/
audit reporc for the lase quarter of such
financi al ye,u- as well as the auditreport for
such financial year.

Other conditions relating to resignation of statutory auditor

i. Repo11ingof concerns by Auditor with respect
to the listed entity/its material subsidiary to
the AuditCommillce:

a. In case of any concern with the management of the listed entity/material subsidiary suchas non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity andthe Audit Committee shall receive

suchconcern directly and immediately without specifically waiting for the quarterly Audil Committee meetings.

b. In case the auditor proposes lo resign, all concerns with respect to the proposed resignation. along with relevant documentshas been brought to the notice of the Audit Committee. In

cases where the proposed resignation
is due to non-receiptof information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by themanagement, as applicable.

c. The Audit Commillee / Board of Directors, as the case may be, deliberated on the matter on receipt of
such infonnalion from the auditor
relating to the proposal to resign as mentioned above and communicate its

views to the management and the
auditor.

11. Disclaimer m case of non-receipt of information:

The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAT / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.

13. hne listed entity/ its male1ial subsidiary has oblained
~nfonnation from the Auditor upon resignation, in the
!format as specified in Annexure- A in SEBI Circular
CIR/ CFD/CMDl/114/2019 dated 18th October,
QOl9.

III. We hereby report that, during the review period the compliance status of the entity is appended as below:

Sr. No Particulars Compliance status
(Yes/ Nol NA)

l.

2

3

Secretarial Standards:
The compliances of the listed entity
are 111 accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (TCSI)

Yes

Adoption and timely updation of Yes the Policies:
• All applicable policies under
SEBI Regulations are
adopted with the approval of
board of directors of the
listed entities
• All the policies are in
conformity with SEBJ
Regulations and has been
reviewed & timely updated
as per the
regulations/circulars/
guidelines issued bv SEBI.
Maintenance and disclosures on Y es Website:
• The entity is maintaining a
functional website
• Timely dissemination of the
documents/ information
under a separate section on
the website
• Web-links provided in
annual coroorate

Observations/ Remarks by
PCS*

4

5

6

7

8

governance reports under
Regulation 27(2) are
accurate and specific which
re-directs to the relevant

document(s)/ section of the
website.

Disqualification of Director: Yes
None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.

To examine details related to NA Subsidiaries of listed entities:
(a) Identification of material subsidiary companies
(b) Requirements with respect to disclosure of material as well as other subsidiaries

Preservation of Documents:

The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.

Yes

Performance Evaluation: Yes

The listed entity has conducted performance evaluation of the Board, Independent Directors and
the Committees at the start of every financial year as prescribed in SEBI Re_gulations.
Related Party Transactions: Yes
(a) The listed entity has
obtained prior approval of
Audit Committee for all
Related party transactions or

It is stated that the

company has no Material
Subsidiaries during the
period under review.

9

10

11

12

(b) In case no prior approval No such cases obtained; the listed entity
shall provide detailed
reasons al011g with
confirmation whether the
transactions

subsequently
ratified/rejected
Audit committee

were

approved/
by the

Disclosure of events or Yes information:
The listed entity has provided all the required disclosure(s), to the extent applicable under Regulation 51 along with Schedule ill Part B of SEBI LODR Regulations, 2015, as amended from time to time, within
the time limits prescribed thereunder.
Prohibition of Insider Trading: Yes The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.
Actions taken by SEBI or Stock No Exchange(s), if any:
No Actions taken against the entity,
its promoters and directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBJ Regulations and circulars/ guidelines issued thereunder.

Additional Non-compliances, if No any:

No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.

As per the review of
records no Action has been
taken by SEBI, NSE or
BSE against the Entity or
its promoters or Directors.

No, Non-Compliances was
observed for SEBI
regulation/ circular/
guidance note during the
oeriod under review.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Repo1t is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,
2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 15-05-2023
Place: Kolkata
UDIN:F011511E000306322

Peer Review No.: 2042/2022

For Prateek Kohli & Associates Company Secretaries
PRATEEK
KOHLI
Prateek Kohli
Partner
C.P no. 16457

Digitally signed by
PRATEEK KOHLI
Date: 2023.05.25
14:58:48 +05'30'