



**Usha Martin Education & Solutions Limited**

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Tel : +91 33 6810 3700  
Website : [www.umesl.co.in](http://www.umesl.co.in)  
CIN -L31300WB1997PLC085210

Dated: 8<sup>th</sup> September 2022

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza  
Plot No. C-1, G Block  
Banara 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,

**Sub: Proceeding of 25<sup>th</sup> Annual General Meeting**

Enclosed please find the proceeding of 25<sup>th</sup> Annual General Meeting pursuant to the provisions of Regulation 30, Part A, Schedule III of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, held on Thursday 8<sup>th</sup> September, 2022 at 12.30 PM through video conferencing

Thanking you,  
Yours truly,

**For Usha Martin Education & Solutions Limited**

**VINAY KUMAR GUPTA  
WHOLE TIME DIRECTOR  
DIN. 00574665**

## USHA MARTIN EDUCATION & SOLUTIONS LIMITED

**Minutes of the TWENTY-FIFTH ANNUAL GENERAL MEETING of the Members of Usha Martin Education & Solutions Limited held on Thursday, the 8<sup>th</sup> September 2022 at 12.30 P.M. through video conferencing**

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### **Present**

Mrs. Gangotri Guha

Mr. N K Sharma

Mr. Manoj Kumar Vijay

Mr. Anil Kumar Modi

Mr. Vinay Kumar Gupta

Whole-time Director

54 shareholders - In person

### **Chairman**

Mr. Vinay Kumar Gupta, Whole-time Director of the Company, was appointed as the Chairman of the Meeting. Mr. Gupta took the Chair and welcomed the members present. The requisite quorum being present, the meeting was declared open.

### **Notice of Meeting**

With the permission of the members, the Notice dated 25<sup>th</sup> May 2022, convening the Meeting was taken as read.

### **Directors' Shareholding under Section 170 of the Companies Act, 2013**

The shareholders were informed that the Register of Directors' Shareholdings is kept at the registered office of the Company and they may inspect the same any day by visiting the office.

### **Auditor's Report**

With the permission of the members, the Chairman read out the Auditors Report dated 25<sup>th</sup> May 2022.

### **Adoption of Accounts**

The Chairman invited the Members present to express their views and ask questions, if they had any, on the account placed before the meeting. Few of the shareholders expressed their views on the progress of the Company and also raised certain queries on the accounts and financial position of the company including future planning.

Chairman thanked the members for their views and answered the questions raised by them.

Thereafter the Chairman informed the Meeting that the Resolutions, as set out in the Notice of the Meeting were put for E-Voting, which was held during the period from 5<sup>th</sup>



September 2022 to 7<sup>th</sup> September 2022. The result of the E-Voting is due to be announced by the Scrutiniser in due course within 9<sup>th</sup> September 2022.

Chairman then informed the meeting that as per the Companies Act, facilities are being provided to the shareholders to cast their vote through e-voting during the proceedings of the AGM and accordingly, requested the shareholders present to cast their vote.

Then the Chairman read out the resolutions as per the Notice of the AGM, one by one as follows:

**RESOLUTION NO. 1 as an Ordinary Resolution**

**"RESOLVED THAT** the Audited Statement of Profit and Loss of the Company for the year ended 31<sup>st</sup> March, 2022 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."

**RESOLUTION NO. 2 as an Ordinary Resolution**

**"RESOLVED THAT** Mr. Prashant Jhawar, Director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby reappointed as a Director of the Company".

**RESOLUTION NO. 3 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 rules), (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 23<sup>rd</sup> Annual General Meeting (held on 21<sup>st</sup> September 2020) to hold office for a period of 5 years until the conclusion of the 28<sup>th</sup> 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."

**RESOLUTION NO. 4 as a Special 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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Manoj Kumar Vijay (DIN: 00075792), who was appointed as an Independent Director by the members of the Company at the 20<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September 2017, be and is hereby re-appointed as an Independent Director of the Company to hold



office for another 5 (five) consecutive years for a term up to the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company in the calendar year 2027."

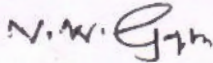
After reading out the resolutions, The Chairman requested the Members, present at the Meeting, to cast their votes through evoting.

The shareholders followed the ritual duly.

**Vote of Thanks**

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

USHA MARTIN EDUCATION & SOLUTIONS LIMITED



(VINAY KUMAR GUPTA)  
WHOLE-TIME DIRECTOR  
DIN: 00574665