



Usha Martin Education & Solutions Limited

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CIN -L31300WB1997PLC085210

Dated: 4th September, 2019

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,

Sub: Proceeding of Annual General Meeting

Enclosed please find the proceeding of 22nd Annual General Meeting, pursuant to the provisions of Regulation 30, Part A, Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, held on Wednesday, 4th September, 2019 at 11:00 a.m. at "Sujata Sadan Auditorium", 7, Bakul Bagan, Bhowanipore, Hazra, Kolkata-700026.

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-SECOND ANNUAL GENERAL MEETING of the Members of Usha Martin Education & Solutions Limited held on Wednesday, the 4th September 2019 at "Sujata Sadan Auditorium", 7, Bakul Bagan, Bhowanipore, Hazra Road, Kolkata-700026 at 11.00 A.M.

Present

Mrs. Gangotri Guha

Mr. N K Sharma

Mr. Manoj Kumar Vijay

Mr. Vinay Kumar Gupta

Ms. Chaitee Baral

Whole-time Director

Company Secretary

222 shareholders - In person
2 - by proxy

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 28th May 2019, convening the Meeting was taken as read.

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

The Register of Directors' Shareholdings was kept on the table and remained accessible during the continuance of the Meeting under Section 170 of the Companies Act, 2013.

Auditor's Report

With the permission of the members, Ms. Chaitee Baral, Company Secretary, read out the Auditors Report dated 28th May 2019.

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 1st September 2019 to 3rd September 2019. The result of the E-Voting is due to be announced by the Scrutiniser in due course within 5th September 2019.

Chairman then informed the meeting that as per the Companies Act, facilities are being provided to the shareholders to cast their vote through poll at the venue of the AGM and accordingly, requested the shareholders present to cast their vote.

The Chairman then requested the Scrutiniser, Mr. Kalyan Mukhopadhyay, to please distribute the poll papers among all the shareholders present at the meeting in person or by proxy.

After due distribution of the Poll Papers 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 31st March, 2019 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 hereby reappointed as a Director of the Company”.

RESOLUTION NO. 3 as an Ordinary Resolution

“RESOLVED THAT Mr. Trivikram Khaitan, Independent Director, be and is hereby reappointed as a Director of the Company”.

RESOLUTION NO. 4 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 20th Annual General Meeting (held on 22nd September 2017) to hold office for a period of 3 years until the conclusion of the 23rd 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. 5 as an Ordinary 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, Shri Nipendra Kumar Sharma (DIN: 00076223), who was appointed as an Additional Independent Director by the Board of the Company with effect from 12th February 2019 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 5 (five) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2024."

After reading out the resolutions, The Chairman requested the Members, present at the Meeting, to cast their votes in the ballot paper with them and thereafter deposit the signed ballot in the Poll Box kept at the venue.

The shareholders followed the ritual duly.

On conclusion of the voting the Scrutiniser took charges of the Poll Box and announced that the result will be declared on 5th September 2019 together with the result of the e voting. The results would then be available for the shareholders to view at the website of the Company.

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

Chaitie Boral

COMPANY SECRETARY