



Usha Martin Education & Solutions Limited

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CIN -L31300WB1997PLC085210

Dated: 14th September 2023

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 proceedings of 26th 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, 14th September, 2023 at 12.30 P.M. through VC mode. The meeting ended at 1.15 P.M.

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

Sumeet Kumar
(COMPANY SECRETARY)

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Minutes of the TWENTY-SIXTH ANNUAL GENERAL MEETING of the Members of Usha Martin Education & Solutions Limited held on Thursday, the 14th September 2023 at 12.30 P.M. through video conferencing

Present

Mrs. Gangotri Guha

Mr. N K Sharma

Mr. Manoj Kumar Vijay

Mr. Anil Kumar Modi

Mr. Vinay Kumar Gupta

Whole-time Director

51 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 25th 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 25th May 2023.

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

Sumeet Kumar

11th September 2023 to 13th September 2023. The result of the E-Voting is due to be announced by the Scrutiniser in due course within 15th September 2023.

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 31st March, 2023 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 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 23rd Annual General Meeting (held on 21st September 2020) to hold office for a period of 5 years until the conclusion of the 28th 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.”

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.

Sumeet Kumar