



Usha Martin Education & Solutions Limited

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CIN - L31300WB1997PLC085210

Dated: 10th August, 2016

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 19th Annual General Meeting, pursuant to the provisions of Regulation 30, Part A, Schedule III of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, held on Tuesday, 9th day of August, 2016 at 4.00 P.M. at "Shripati Singhania Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata – 700020.

Thanking you,
Yours truly,

For Usha Martin Education & Solutions Limited

Whole-time Director
DIN: 00574665

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Proceedings of the NINETINTH ANNUAL GENERAL MEETING of the Members of the Company held on Tuesday, the 9th day of August, 2016 at "Shripati Singhania Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700 020 at 4.00 P.M.

Present

Mr. Prashant Jhawar	Chairman
Mr. Rahul Choudhari	
Ms. Gangotri Guha	
Mr. Debjit Bhattacharya	
Mr. Vinay Kumar Gupta	Whole-time Director
Dr. R.N. Chakraborty	Company Secretary

Chairman

Mr. Prashant Jhawar 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 27^h May 2016, 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, Dr. R. N. Chakraborty, Company Secretary, read out the Auditors Report dated 27th May 2016.

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 6th August 2016 to 8th August 2016. The result of the E-Voting is due to be announced by the Scrutiniser in due course within 11th August 2016.

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, 2016 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.”

The next item being the re-appointment of the Chairman himself, hence he stepped down the chair and requested Mr. Rahul Choudhari, Chairman of the Audit Committee, to chair the meeting.

Mr. Rahul Choudhari, accepted the proposal and read out the following resolution:

RESOLUTION NO. 2 as an Ordinary Resolution

“RESOLVED THAT Mr. Rajeev Jhavar, Director of the Company, who retires by rotation at this Annual General Meeting, be and hereby reappointed as a Director of the Company”.

After this Mr. Rahul Choudhari stepped down from the chair and Mr. Prashant Jhavar resumed the chair.

Then the Chairman read out the following resolutions:

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. S. Swarup & Co., Chartered

Accountants (Registration No. 310089E) as Statutory Auditors of the Company to hold office upto the conclusion of 20th Annual General Meeting, who were appointed in the 18th Annual General Meeting (held on 5th August 2015) to hold office for a period of 2 years until the conclusion of the 20th 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 an Ordinary Resolution

"RESOLVED that Sri Debjit Bhattacharya (DIN: 0256547), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 28th June 2016 and who holds office as per Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting pursuant to the provisions of Sections 149, 152 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 in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of director, be and is hereby appointed a director of the Company, liable to retire by rotation."

RESOLUTION NO. 5 as an Ordinary Resolution

"RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time, and in terms of Article 114 of Articles of Association of the Company, the Company hereby appoint Shri Vinay Kumar Gupta as the Whole-Time Director of the Company for a period of two years with effect from 28th June 2016 upon the terms and conditions embodied in the Agreement placed, which agreement is hereby sanctioned with the liberty to the Board of Directors (which term shall be deemed to include the Committee, if any, constituted by the Board of Directors from time to time) to alter and vary, subject to necessary approvals as may be required from time to time, the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board of Directors and Shri Vinay Kumar Gupta."

"RESOLVED FURTHER that Dr. R N Chakraborty, Company Secretary of the Company be and is hereby authorized to take all necessary, expedient and effective steps and execute all documents and writings as the case may be for the implementation of the above re-appointment and to do all such acts, deeds, matters and things as he may deem fit and proper for giving effect to the above."

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.

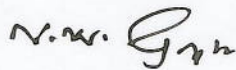
The shareholders followed the ritual duly.

On conclusion of the voting the Scrutiniser took charges of the Poll Box and announced that the result will be declared on 11th August 2016 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



WHOLE TIME DIRECTOR
DIN: 00574665