



**Usha Martin Education & Solutions Limited**

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Tel : +91 33 3322 3700  
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Website : www.umesl.co.in  
CIN-L31300WB1997PLC085210

Dated: 12<sup>th</sup> September, 2018

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 21<sup>st</sup> Annual General Meeting**

Enclosed please find the proceeding of 21<sup>st</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 Wednesday, 12<sup>th</sup> September, 2018 at 11:30 A.M. at "Sujata Sadan Auditorium", 7, Bakul Bagan, Bhowanipore, Hazra Road, Kolkata – 700026.

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

*Chaitee Baral*

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**Chaitee Baral**  
**Company Secretary**

## USHA MARTIN EDUCATION & SOLUTIONS LIMITED

**Minutes of the TWENTY-FIRST ANNUAL GENERAL MEETING of the Members of Usha Martin Education & Solutions Limited held on Wednesday, the 12<sup>th</sup> September 2018 at "Sujata Sadan Auditorium", 7, Bakul Bagan, Bhowanipore, Hazra Road, Kolkata-700026 at 11.30 A.M.**

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### **Present**

Mr. Debjit Bhattacharya

Mr. Manoj Kumar Vijay

Mr. Arun Kumar Ladhha

Mr. Vinay Kumar Gupta

Ms. Chaitee Baral

Whole-time Director

Company Secretary

187 shareholders - In person

3 - 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 30<sup>th</sup> May 2018, 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 30<sup>th</sup> May 2018.

### **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 9<sup>th</sup> September 2018 to 11<sup>th</sup> September 2018. The result of the E-Voting is due to be announced by the Scrutiniser in due course within 14<sup>th</sup> September 2018.

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 31<sup>st</sup> March, 2018 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** Ms. Gangotri Guha, 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** 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 20<sup>th</sup> Annual General Meeting (held on 22<sup>nd</sup> September 2017) to hold office for a period of 3 years until the conclusion of the 23<sup>rd</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.”

The next resolution being the re-appointment of Mr. Gupta himself as the Whole-time Director of the Company, he stepped down from the Chairmanship and

requested Mr. Debjit Bhattacharya, Non-Executive Director to Chair the rest of the Meeting. Mr. Bhattacharya kindly took the Chair.

Then the Chairman read out the following resolution:

**RESOLUTION NO. 4 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 ratifies the re-appointment of Shri Vinay Kumar Gupta as the Whole-Time Director of the Company for another period of two years with effect from 4<sup>th</sup> July, 2018 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 re-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 Smt. Chaitee Baral, 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 14<sup>th</sup> September 2018 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

*Chaitee Baral*

COMPANY SECRETARY