



Usha Martin Education & Solutions Limited

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Dated: 2nd September, 2021

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

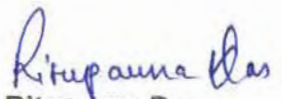
Dear Sir

Sub: Proceeding of 24th Annual General Meeting

Enclosed please find the proceeding of 24th 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 2nd September 2021 at 1:30 PM through video conferencing.

Thanking you
Yours truly

For Usha Martin Education & Solutions Limited


Rituparna Das
Company Secretary

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Minutes of the TWENTY-FOURTH ANNUAL GENERAL MEETING of the Members of Usha Martin Education & Solutions Limited held on Thursday, the 2nd September 2021 at 1.30 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

Ms. Rituparna Das

Whole-time Director

Company Secretary

42 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 29th June 2021, 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, Ms. Chaitee Baral, Company Secretary, read out the Auditors Report dated 29th June 2021

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

30th August 2021 to 2nd September 2021. The result of the E-Voting is due to be announced by the Scrutiniser in due course within 3rd September 2021.

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, 2021 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 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 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."

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 Three (3) years with effect from 4th July, 2021 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 reappointment and/or Agreement in such manner as may be agreed to between the Board of Directors and Shri Vinay Kumar Gupta."

"RESOLVED FURTHER that Ms. Rituparna Das, 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."

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 Anil Kumar Modi (DIN: 00076129), who was appointed as an Additional Independent Director by the Board of the Company with effect from 29th June 2021 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 29th Annual General Meeting of the Company in the calendar year 2026 "

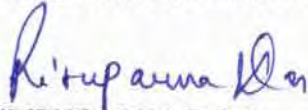
After reading out the resolutions, The Chairman requested the Members, present at the Meeting, to cast their votes through evoting.

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


(RITUPARNA DAS)
COMPANY SECRETARY