Usha Martin Education & Solutions Limited
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CIN-L31300WB1997PLC085210

Dated: 24th August, 2015

To,
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,

Re: Minutes of Annual General Meeting

Pursuant to the provisions of the Listing Agreement, please find enclosed the Minutes of 18th Annual General Meeting of the Company held on Wednesday, 5th day of August, 2015 for your record.

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

[D. Bhattacharya]
Whole-time Director
DIN- 02560547

Enclosed: a/a

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Minutes of the proceedings of the EIGHTEENTH ANNUAL GENERAL MEETING of the Members of the Company held on Wednesday, the 5th day of August, 2015 at "Shripati Singhania Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700 020 at 2.30 P.M.

Present

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

32 shareholders holding 21,959 shares - In person / proxy

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 11th May 2015, 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 11th May 2015.

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 31st July 2015 to 4th August 2015. The result of the E-Voting is due to be announced by the Scrutiniser in due course within 6th August 2015.

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.

CHAIRMAN'S INITIALS

The Chairman then requested the Scrutiniser, Mr. Guha, 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, 2015 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, 142 and Audit and Auditors Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. S. Swarup & Co., Chartered Accountants (Registration No. 310089E), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting for a period of two (2) years until the conclusion of the twentieth (20th) Annual General Meeting and that their remuneration for the said period be determined by the Board of Directors."

RESOLUTION NO. 3 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 Clause 49 of the Listing Agreement, Shri Subrata Kumar Mitra (DIN: 00029961), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting 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 re-appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 21st Annual General Meeting of the Company in the calendar year 2018."

RESOLUTION NO. 4 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 Clause 49 of the Listing Agreement, Shri Rahul Choudhary (DIN: 00075875), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting 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 re-appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 21st Annual General Meeting of the Company in the calendar year 2018."

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 Clause 49 of the Listing Agreement, Shri Trivikram Khaitan (DIN: 00043428), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of

CHAIRMAN'S INITIALS

the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 21st Annual General Meeting of the Company in the calendar year 2018."

RESOLUTION NO. 6 as an Ordinary Resolution

"**RESOLVED THAT** Smt Gangotri Guha (DIN: 01666863), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 29th January 2015 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. 7 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 Debjit Bhattacharya as the Whole-Time Director of the Company for another period of two years with effect from 1st March, 2015 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 Debjit Bhattacharya."

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 6th August 2015 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.

On 6th August 2015, the Scrutiniser declared the result that all the resolutions were passed with requisite majority. The same was sent to Stock Exchanges and has also been posted in 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.

Date:
Place: Kolkata

Chairman

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