USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Minutes of the proceedings of the SEVENTEENTH ANNUAL GENERAL MEETING of the Members of the Company held on Friday, the 1ST day of August, 2014 at "Shripati Singhania Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700 020 at 2.30 P.M.

Certified to be True Copy

Present

Mr. Prashant Jhawar	Chairman
Mr. Rajeev Jhawar	Vice Chairman
Mr. Shiva Kumar Barasia	Director
Mr. Subrata Kumar Mitra	Director
Mr. Debjit Bhattacharya	Whole-time Director
Dr. R.N. Chakraborty	Company Secretary

107 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 28th May 2014 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 28th May 2014.

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 26th July 2014 to 28th July 2014. The result of the E-Voting was out on 31st July 2014 and the said resolutions received 43.11% of vote in favour.

CHAIRMAN'S INITIALS

The Chairman then informed the Meeting of his intention to demand a Poll on all the

The Chairman requested 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, 2014 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** Mr. Rajeev Jhawar, 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 applicable provisions, of the Companies Act and Article 146 of the Articles of Association of the Company, M/s. S. Swarup & Co., Chartered Accountants (Registration No. 310089E), be and are hereby appointed as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that their remuneration for the said period be determined by the Board of Directors."

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 Rameswar Pal Agrawal (DIN: 03377608), 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 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 20th Annual General Meeting of the Company in the calendar year 2017."

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 carried his operation of counting and announcing the result.

He duly verified all the ballot papers and followed all the necessary procedures, as prescribed by the Companies Act, 2013 and the Listing Agreement, and then submitted his report to the Chairman.

Chairman then announces that all the resolutions were passed by requisite majority.

Vote of Thanks

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

CHAIRMAN'S INITIALS

Certified to be True Copy

Date: 19.8.2014
Place: Kolkata

Chairman