Usha Martin Education & Solutions Limited
PS Srijan Techpark, 4th Floor
DN - 52, Sector - V, Salt Lake City
Kolkata 700091, India
Tel : +91 33 4013 4700
Fax : +91 33 4013 4800
Website : www.umesl.co.in
CIN-L31300WB1997PLC085210

Dated: 1st August, 2014

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: Clause 49 – Formal letter of appointment of Independent Director.

Pursuant to the provisions of Clause 49 of the Listing Agreement, please find enclosed a copy of the formal letter of appointment of Mr. R P Agrawal, Independent Director of the Company appointed at the 17th Annual General Meeting held on 1st August, 2014.

Shri Rameshwar Pal Agrawal, aged about 64 years, is a retired IAS officer of 1972 Batch of Andhra Pradesh cadre. He had worked as the Secretary, Department of Higher Education, Ministry of Human Resource Development (MHRD), New Delhi, Joint Secretary [Trade Policy – WTO] in the Commerce Ministry, Government of India, and was a member of India's delegation to WTO's Ministerial Conferences at Seattle and Doha. He was selected as an Expert Panelist by the WTO for its Dispute Settlement Body. Further, he had worked as India's Deputy Chief of Mission at Embassy of India, Brussels accredited to EU, Belgium & Luxembourg during the years 2002 to 2005. He had been the Vice-Chairman & Managing Director of Hyderabd Allwyn Limited and also the Chairman of Allwyn Nissan Ltd. Apart from these, he had held several important positions in the Government of Andhra Pradesh. At present, he is working as the Chairman of the Board of Governors of the IIT Delhi and is also a Member on the Project Approval Board of the National Mission on Education through ICT of the Ministry of Human Recourses Department, Government of India.

As on date, Mr. Agrawal is not a Director in any other Company in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

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In the opinion of the Board, Mr. Agrawal fulfils the Conditions specified in the Companies Act, 2013 and rules made thereunder alongwith the Conditions specified by Clause 49 of the Listing Agreement, for his appointment as an Independent Director of the Company and is independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Agrawal as an Independent Director.

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

[Debjit Bhattacharya]
Whole-time Director
DIN: 02560547

Encl.: a/a

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Date: 1st August 2014

Mr. Rameswar Pal Agrawal
31, Greenwoods Society (Phase 2)
Sector Omega 1, Pocket P2,
Greater Noida – 201308
Uttar Pradesh

Sub: Appointment of Independent Director

I am pleased to inform you that upon the recommendation of the Board of Directors, the Members of Usha Martin Education & Solutions Limited ('the **Company**') has approved your appointment as an independent director of the Company ('**Independent Director**') by passing a resolution at the Annual General Meeting of the Company held on 1st August 2014. This letter sets out the terms of your appointment/re-appointment.

1. **Appointment/Re-appointment**

In accordance with the resolution passed at the AGM alongwith the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Company up to the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2017.

2. **Board Committees**

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee. Currently, the Board has three committees: Audit Committee, Remuneration Committee, Shareholders' and Investors' Grievance Committee. The chairperson of the Board, in consultation with the company secretary and the committee chairperson, determines the frequency and duration of the committee meetings.

3. **Training of the Board**

As per the newly enacted Companies Act, 2013 and allied rules thereunder, all the Directors of Board are now required to be undergone a training annually. The Board is currently at the stage of formulating the training procedure etc. once it is finalized, adopted at the Board and implemented you would be subjected to such training as would be arranged by the Company. You are kindly requested to make yourself available for such training sessions.

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4. **Professional Conduct**

As an Independent Director, you shall:

(a) uphold ethical standards of integrity and probity;
(b) act objectively and constructively while exercising your duties;
(c) exercise your responsibilities in a bona fide manner in the interest of the Company;
(d) devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
(e) not allow any extraneous considerations that may vitiate your exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making
(f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
(g) refrain from any action that could lead to a loss of your independence;
(h) ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;
(i) assist the Company in implementing the best corporate governance practices.
(j) To abide by all the requirements of the 'Code of Conduct' of the Company formulated and adopted by the Board.

5. **Functions, Responsibilities and Duties of Directors**

5.1. As an Independent Director, your primary responsibilities are as follows:

(a) To review the Company's strategy, the annual financial plan and monitor the Company's performance:

The primary role of the members of the Board is to exercise their business judgment to act in what they believe to be the best interests of the Company and its shareholders. It is the duty of the Board to ensure that the Management performs with competence and values to achieve the objectives of the Company. Generally, the Board meets once a quarter. The quarterly meeting of the Board includes updates on the business, financial and business-enabler functions and discussions on such updates. The Audit Committee of the Board reviews the Company's financials and recommends the same to the Board for its acceptance. The Board monitors the Company's performance against its annual financial plan at its quarterly meetings as well as at the end of the financial year.

(b) To advice and counsel the Management:

You would be responsible to guide the Management in performing their responsibilities and also to advise them on various matters regulating the Industry in which the Company is working. The Board may also seek legal or other expert advice from a source independent of the Management.

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(c) To oversee and ensure the integrity of financial information and legal compliance:

At each quarterly Board Meeting the Management presents the financial performance status and a status on compliance with applicable laws by the Company during that quarter. The Board oversees the Company's accounting and financial reporting processes and also the Company's compliance with legal and other regulatory requirements that may be applicable to the Company.

5.2. Responsibilities

Independent directors have the same general legal responsibilities to the Company as that of any other director. The Board, as a whole, is collectively responsible for ensuring the success of the Company by directing and supervising the Company's affairs.

5.3. Duties

As an Independent Director, you shall:

(a) strive to attend every meeting of the Board and of the Board committees of which you are a member;
(b) seek appropriate clarification and, where necessary, seek and follow appropriate professional advice from external experts at the expense of the Company;
(c) actively and constructively participate in the Board committees of the Board in which you may be a member or the Chairperson;
(d) strive to attend the general meetings of the Company;
(e) keep yourself well informed about the Company and the external environment in which it operates;
(f) ensure that the whistleblower function of the Company is functioning adequately;
(g) within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
(h) not disclose any confidential information unless such disclosure is expressly approved by the Board or required by law.

6. **Fees**

The compensation of the non-executive/independent directors is approved at a meeting of the full Board. At present, each member of a Board and Audit Committee receives a Sitting Fees of Rs. 2,000/- per meeting, on attending the meeting. However, such fees are subjected to revision at the Board Meeting.

In addition to the above, non-executive/independent directors would be entitled to the reimbursement of the following items of expenditure that may be incurred in traveling to the place of the Board meetings and other committee meetings of the Company and back to their normal place of residence:

(a) Economy class airfare from the normal place of residence to the place of the Board or committee meetings and back to their normal place of residence.

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(b) Accommodation at our campus or any hotel as determined by the Company for the duration of Board and committee meetings, and during the day prior to and after such meetings.

(c) Out-of-pocket expenses, like conveyance, food, and incidentals that are incurred during the days of the Board and committee meetings.

7. **Memberships of other boards**

It is expected that you will not serve on the boards of competing companies. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

8. **Mechanism for evaluating Board members**

As per the newly enacted Companies Act, 2013 and allied rules thereunder, all the Directors of Board are now required to undergo an annual evaluation process conduct by the other members of the Board. The Board is currently at the stage of formulating the Evaluation procedure etc. Once it is finalized, adopted at the Board and implemented you would be subjected to such evaluation and also would be a part of evaluation of other Directors, as would be arranged by the Company.

It is a pleasure to have you on board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Best regards,

Yours sincerely,
USHA MARTIN EDUCATION & SOLUTIONS LIMITED

(PRASHANT JHAWAR)
CHAIRMAN
DIN: 00353020