Usha Martin Education & Solutions Limited
(Formerly Usha Martin Infotech Limited)
PS Srijan Techpark, 4th Floor,
DN - 52, Sector-V, Salt Lake City
Kolkata - 700 091, India
Phone: +91 33 4013 4700
Fax: +91 33 4013 4800
E-mail: contact@umitl.co.in
Website: www.umesl.co.in

Dated: September 15, 2010

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
Fax No. – 022 2659 8237 / 8238
Email – cmlist@nse.co.in

The Secretary
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

Fax No. – 022 2272 3719 / 3121 / 2061
Email – corp.relations@bseindia.com

Dear Sir,

Re: Intimation regarding reconstitution of Board Committees

This is to inform you that Board Committee of the Company has reconstituted with effect from 11th May, 2010. The Board Committees and their term of reference are as follows:

Name of Committee	Ex- Members	Present Members
Audit Committee	Dr. Saugata Banerjee	Mr. Rahul Choudhary – Chairman
	Mr. Rahul Choudhary	Mr. S K Barasia
	Mr. Trivikram Khaitan	Mr. Trivikram Khaitan
Shareholders & Investors Committee	Mr. Rajeev Jhawar	Mr. Rajeev Jhawar – Chairman
	Mr. Debjit Bhattacharya	Mr. Debjit Bhattacharya
	Mr. S K Barasia	Mr. S K Mitra
Remuneration Committee	Mr. Rajeev Jhawar	Sir Stephen – Chairman
	Mr. S K Barasia	Mr. Rajeev Jhawar
		Mr. S K Barasia

Terms of Reference of all Committees are given below:

- **Audit Committee**

1. To review the scope of audit (including the audit report) and any management letters issued by the statutory auditors.

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2. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

3. To review before submission to the Board the quarterly, half yearly and annual financial statements, Management Discussion and Analysis and significant Related Party Transactions.

4. To review adequacy of internal control system and ensure compliance with the same including holding of discussions regarding internal control system.

5. To review performance of the statutory and internal auditors and to recommend the appointment, re-appointment, replacement or removal of the statutory auditors, the fixation of audit fees; and approval of payment to statutory auditors for any other services rendered.

6. To review the adequacy and the structure of the internal audit function, staffing, reporting structure and frequency of internal audit including appointment and removal and terms of remuneration of the Chief Internal Auditor.

7. To review the applications of the funds raised through issue of shares.

8. To look into the reasons for substantial defaults, if any, in the payment to the investors and creditors.

9. To review Corporate Governance & other Compliances.

10. To review any internal investigation reports and the functioning of the Whistle Blower mechanism, in case the same is existing.

11. To implement and monitor requirements as set out in Code of Conduct for Prevention of Insider Trading.

12. Any other functions as may be delegated by the Board.

- **Remuneration Committee**

1. To decide all elements of remuneration package of all directors i.e., salary, benefits, bonuses, fixed and performance linked incentives, pensions, sitting fees etc;

2. To decide service contracts, notice period, severance fees;

3. To review performance of Executive Directors.

- **Shareholder & Investor Grievance Committee**

1. To deal with matters relating to approval for transfer/transmission of share, issue new share certificates against lost, defaced, mutilated, consolidations, sub-division etc.

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2. To look into the redressing of shareholder complaints like transfer of shares, non receipt of balance sheet, non receipts of declared dividends etc.

3. To uphold the basic rights to transfer and registration of shares, redressal of complaints, obtaining relevant information on the Company on a timely basis.

This for you ready reference and record.

Thanking you,

Yours faithfully

For Usha Martin Education & Solutions Limited
[Formerly Usha Martin Infotech Limited]

[Dr. R.N. Chakraborty]
Company Secretary

USHA MARTIN EDUCATION & SOLUTIONS LTD. FORMERLY USHA MARTIN INFOTECH LTD. 2A, Shakespeare Sarani, Kol-700 071