Usha Martin Education & Solutions Limited
(Formerly Usha Martin Infotech Limited)
Srijan Tech Park, 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.umitl.co.in

Dated: August 16, 2011

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: Outcome of Annual General Meeting

Pursuant to the provisions of the Listing Agreement entered into with the Stock Exchanges, we are forwarding herewith the certified true copy of Minutes of the 14th Annual General Meeting of the Company held on Thursday, 28th day of July, 2011 for your ready reference and records.

Thanking you,

Yours truly,

For Usha Martin Education & Solutions Limited

[Debjit Bhattacharya]
Whole-time Director

USHA MARTIN EDUCATION & SOLUTIONS LTD. SALT LAKE KOLKATA 700 091

Cc: Luxembourg Stock Exchange

Encl.: a/a

MINUTE BOOK

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Minutes of the proceedings of the FOURTEENTH ANNUAL GENERAL MEETING of the Members of the Company held on Thursday, the 28th day of July, 2011 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. Subrata Kumar Mitra	Director
Mr. Rameshwar Pal Agrawal	Director
Dr. Saugata Banerjee	Director
Mr. Shiva Kumar Barasia	Director
Mr. Trivikram Khaitan	Director
Mr. Debjit Bhattacharya	Whole-time Director
Dr. R.N. Chakraborty	Company Secretary

112 shareholders holding 1,20,01,567 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 2011 convening the Meeting was taken as read.

Directors' Shareholding under Section 307 of the Companies Act, 1956

The Register of Directors' Shareholdings was kept on the table and remained accessible during the continuance of the Meeting under Section 307 of the Companies Act, 1956.

Auditor's Report

With the permission of the members, Dr. R. N. Chakraborty, Company Secretary, read out the Auditors Report dated 11th May 2011.

Adoption of Accounts

The Chairman invited the Members present to express their views and ask questions if they had any on the annual account placed before the meeting. He then thanked the members for their views and answered the questions raised by them.

Thereafter the following resolution was proposed as an Ordinary Resolution by Mr. B.K. Kundu and seconded by Mr. Manoj Gupta:

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CHAIRM INITIA

"RESOLVED THAT the Profit and Loss Account of the Company for the year ended 31st March, 2011 and the Balance Sheet as on that date together with the Schedules thereon, Report of

for USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Whole-Time Director

the Directors and Auditors thereon, as circulated to the members of the Company and placed before the meeting, be and they are hereby adopted."

The Chairman thereafter put the Resolution to vote by show of hands and declared the resolution to be carried with requisite majority.

Reappointment of Director

Thereafter the following resolution was proposed as an Ordinary Resolution by Mr. Manoj Gupta and seconded by Mr. Krishnendu Das:

"**RESOLVED THAT** Mr. Rajeev Jhawar, a Director of the Company, who retires by rotation at this Annual General Meeting, and who being eligible offers himself for reappointment, be and hereby reappointed as a Director of the Company, to be liable to retire by rotation".

The Chairman then put the Resolution to vote by show of hands and declared the resolution to be carried by unanimously.

Reappointment of Director

Thereafter the following resolution was proposed as an Ordinary Resolution by Mr. D. S. Dhingra and seconded by Mr. Manoj Gupta:

"**RESOLVED THAT** Sir Stephen Harry Waley-Cohen Bt., a Director of the Company, who retires by rotation at this Annual General Meeting, and who being eligible offers himself for reappointment, be and hereby reappointed as a Director of the Company, to be liable to retire by rotation".

The Chairman then put the resolution to vote by show of hands and declared the resolution to be carried by unanimously.

Reappointment of Statutory Auditors

Thereafter the following resolution was proposed as an Ordinary Resolution by Mr. Sanjay Banerjee and seconded by Mr. S.K. Sukhani:

"**RESOLVED THAT** pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956 and Article 146 of the Articles of Association of the Company, M/s. S. Swarup & Co., Chartered Accountants, be and are hereby reappointed 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."

The Chairman then put the resolution to vote by show of hands and declared the resolution to be carried with requisite majority.

Appointment of Director

Thereafter the following resolution was proposed as an Ordinary Resolution by Mr. Dipak Sen and seconded by Mr. Sanjay Banerjee:

"**RESOLVED THAT** pursuant to Section 260 of the Companies Act, 1956 and Article 86(a) of the Articles of Association of the Company, Shri Rameshwar Pal Agrawal who was appointed as an Additional Director on the Board of Directors of the Company with effect from 27th January, 2011 and who holds office up to the date of this Annual General Meeting and in respect of

CHAIRMAN'S INITIALS

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For UCHA MARTIN EDUCATION & SOLUTIONS LIMITED

whom the Company has, pursuant to Section 257 of the Companies Act, 1956, 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."

"**RESOLVED FURTHER** that Dr. R. N. Chakraborty, Company Secretary of the Company is and be 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 this resolution and to do all such acts, deeds, matters and things as he may deem fit and proper for giving effect to the above."

The Chairman then put the resolution to vote by show of hands and declared the resolution to be carried by unanimously.

Reappointment of Whole-time Director

Thereafter the following resolution was proposed as an Ordinary Resolution by Mr. B.K. Kundu and seconded by Mr. Sanjay Banerjee:

"**RESOLVED THAT** pursuant to Section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and in terms of Article 114 of Articles of Association of the Company, and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time, the Company hereby ratifies the reappointment of Shri Debjit Bhattacharya as the Whole-Time Director of the Company for another period of two years with effect from 1st March, 2011 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."

"**RESOLVED FURTHER** that Dr. R. N. Chakraborty, Company Secretary of the Company is and be 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 this resolution and to do all such acts, deeds, matters and things as he may deem fit and proper for giving effect to the above."

The Chairman then put the resolution to vote by show of hands and declared the resolution to be carried by unanimously.

Vote of Thanks

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

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For USHA MARTIN EDUCATION & SOLUTIONS LIMITED *Chairman*

Whole-Time Director

CHAIRM
INITIA