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: August 6, 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: Chairman's Speech at the Annual General Meeting of the Company

The Company held its Annual General Meeting this 6th August 2010, wherein Mr. Prashant Jhawar, Chairman addressed the members of the Company. Enclosed herewith is Chairman's address to members for your reference and records.

Thanking you,

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

[Debjit Bhattacharya]
Whole-time Director

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

Enclosed: a/a

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13th ANNUAL GENERAL MEETING – USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Chairman's Address

Dear Shareholders,

It gives us immense pleasure in welcoming you all to the 13th Annual General Meeting of your Company.

2009-10 has been an eventful year starting with change of name of the Company, extending to venturing into new vertical and almost concluding with rationalization of capital base of the Company with restructuring through reduction in capital.

The year has also marked growth all around - Growth in revenues by 181%, growth in EBITDA by 170% and growth in PBT by 172%. In terms of financial performance, I feel proud to state that we have grown during a year that was considered to be one of the most challenging years in the past decade. While the performance highlights the attractiveness and potential of the sector that we cater to; it also highlights our ability to navigate successfully through turbulent times.

The Macro View:

Your company's growth is directly linked with the growth in literacy and education, in India. Indian education is a nearly $65 billion market and is expected to grow in double digits for the foreseeable future.

Additionally on the regulatory front, we see good news. Various educations bills tabled in parliament only strengthen our belief that the present government will bring in transparency, the right regulation as well as focus on emerging Public-Private-Partnership opportunities. Passing of the Right to Education Act is a significant event and will unleash opportunities worth several billion dollars by public private partnerships in the years to come.

In all, we believe, UMESL is positioned well for growth – at the right place and at the right time.

Enhancing Existing Platforms

Pilot Higher Education centres launched last year at Kolkata and Ranchi have performed well. This has motivated the Management Team to launch new centres at Patna and Dhanbad.

In addition, your Company has also launched 2 satellite Higher Education centers at Dankuni and Barrackpore within the existing infrastructure of its K-12 education initiative – this enables, realizing the competitive advantages we gain as an integrated education solutions provider.

Building New Growth Platforms

The next big focus and an important growth engine going forward is our K-12 business. The market in India has considerable growth possibilities with a total market estimated by various research agencies, to be in excess of $20 billion. With a shortage of over 200,000 schools in the country and a high demand for

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private schools, we believe we are addressing a very core unmet need for the large number of Indian parents – specifically at the low and affordable price points in Tier 2-4 cities.

You would be glad to know that your company has already enabled 12 schools in Eastern India and all the schools are doing well. UMES enabled schools currently are from KG to Class IV and have 1500+ students, all the schools taken together. These schools will add one class every year to reach Class XII. In order to maintain standardization, all these schools in the state of West Bengal, Jharkhand and Bihar will be affiliated to CBSE.

Within the Higher Education sector, your Company has recently launched the Power MBA course which is a novel course targeted to produce industry-ready MBAs which will mark the beginning of new breed of MBAs.

New Opportunities

- As yet another step towards becoming an End-to-End Solution provider, the Company wishes to launch manpower deployment services. This will help realize significant synergies with existing Education businesses, providing a distinct competitive advantage in the marketplace. An appropriate resolution has been placed for your consideration at the Annual General Meeting.

- Towards better forward integration and to further deepen its reach in education sector, the Company plans to launch various Vocational Training Courses, starting with teacher training and scaling up there from.

Capital Restructuring

With your approval vide Extra Ordinary General Meeting held on 23rd December 2009 your Company has restructured its capital which has provided the Company a realistic balance sheet.

First Quarter Results

During the quarter ended June 30th 2010, on standalone basis the Company recorded revenue of Rs 86.31 lakhs and a net loss of Rs 77.39 lakhs. This is in comparison to revenue of Rs. 44.95 lakhs and net loss of Rs. 82.17 lakhs in corresponding quarter of previous year. On consolidated basis, the company has recorded revenue of Rs 158.26 lakhs and a net loss of Rs 49.11 Lakhs. Due to the seasonal nature of business, results of current quarter are not comparable to those of any previous quarters and should not be annualised.

Outlook

As mentioned earlier, we seek to drive growth by enhancing existing platforms; building new growth platforms and utilizing our infrastructure assets better. Towards this objective, we are seeking to enable a further 10 schools to commence classes from April 2011.

To build a long term sustainable business in education requires that the entity delivers on the promise of better quality learning, which readies the recipient of this learning to be a productive member of the society. The world over, education will continue to be a priority sector and we will continue to extend our presence and abilities to do what we do best – delivering high quality Education Solutions.

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Appreciation

On this occasion I wish to place on record my deep sense of appreciation towards all the stakeholders of the company who have showed confidence in the Management Team. I also convey my heartfelt thanks to all the employees of UMESL. Being in an industry that is so rapidly transforming itself is exciting and full of challenges. As we navigate our way forward, I hope that you will continue to support your company and the management team.

Thank you, Ladies & Gentlemen

PRASHANT JHAWAR

Kolkata, 6th August 2010