Usha Martin Education & Solutions Limited
PS Srijan Techpark, 4th Floor
DN - 52, Sector - V, Salt Lake City
Kolkata 700091, India
Tel : +91 33 3322 3700
Fax : +91 33 3322 3800
E-mail : ranendranath.chakraborty@umesl.co.in
Website : www.umesl.co.in
CIN -L31300WB1997PLC085210

Dated: 26/05/2017

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, PhirozeJeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

Re: Appointment of Director

Pursuant to the provisions of the Regulation 30 of the SEBI(Listing Obligations & Disclosures Requirements) Regulations, 2015, please note that Mr. Arun Kumar Ladha has been appointed as the Independent and Non-Executive Director of the Company w.e.f 26th May, 2017. The Brief Profile of the Director is as follows:

Mr. Arun Kumar Ladha: Mr. Ladha aged 58 years, has been appointed as the Independent Director of the Company w.e.f: 26th May, 2017. Mr. Ladha has completed his graduate with Commerce degree. He is having experience of more than 35 years in Accounts and Administrative Department. He was associated with renowned Companies and ensured their long-term success of Business.

Thanking you,
Yours truly,

For Usha Martin Education & Solutions Limited

Chaitee Baral

Chaitee Baral
Company Secretary

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Date: 26th May 2017

Mr. Arun Kumar Ladhha
41, Shimla Road
Kolkata - 700006

Sub: Appointment of Independent Director

I am pleased to inform you that the Board of Directors 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 Board Meeting of the Company held on 26th May 2017. However, the appointment is subject to the approval of the shareholders to be obtained in the forthcoming Annual General Meeting of the Company.
This letter sets out the terms of your appointment/re-appointment.

1. **Appointment/Re-appointment**

The tenure of your appointment would be determined by the shareholders at the forthcoming Annual General Meeting. However, it is proposed to appoint you for a term of 5 years.

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:

(i) strive to attend every meeting of the Board and of the Board committees of which you are a member;
(j) seek appropriate clarification and, where necessary, seek and follow appropriate professional advice from external experts at the expense of the Company;
(k) actively and constructively participate in the Board committees of the Board in which you may be a member or the Chairperson;
(l) strive to attend the general meetings of the Company;
(m) keep yourself well informed about the Company and the external environment in which it operates;
(n) ensure that the whistleblower function of the Company is functioning adequately;
(o) within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
(p) 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.

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

(VINAY KUMAR GUPTA)
WHOLE TIME DIRECTOR
DIN: 00574665