



Usha Martin Education & Solutions Limited
(Formerly Usha Martin Infotech Limited)

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Dated: 21st August, 2012

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

Dear Sir,

Re: Outcome of Annual General Meeting

Pursuant to the provisions of the Listing Agreement, we are forwarding herewith the certified true copy of the Minutes of 15th Annual General Meeting of the Company held on Wednesday, 1st day of August, 2012 for your records and necessary dissemination.

Thanking you,

Yours truly,

For Usha Martin Education & Solutions Limited

[Dr. RN Chakraborty]
Company Secretary

Cc: 1. The Secretary
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

2. Luxembourg Stock Exchange

Encl.: a/a

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Minutes of the proceedings of the FIFTEENTH ANNUAL GENERAL MEETING of the Members of the Company held at "Shripati Singhania Hall", Rotary Sadan, 94/2, Jawaharlal Nehru Road, Kolkata 700 020 on Wednesday, the 1st day of August, 2012 at 2:30 PM.

Present

Mr. Prashant Jhawar	Chairman
Mr. Subrata Kumar Mitra	Director
Mr. Shiva Kumar Barasia	Director
Mr. Trivikram Khaitan	Director
Mr. Rahul Choudhary	Director
Mr. Debjit Bhattacharya	Whole-time Director
Dr. R.N. Chakraborty	Company Secretary

138 shareholders holding 1, 13, 03,153 equity shares - In person / proxy

Chairman

Mr. Prashant Jhawar was elected to the Chair. He then took the chair and welcomed the members who were present in the meeting. The requisite quorum being present, the meeting was declared open.

Notice of Meeting

With the permission of the members present, the Notice dated 9th May 2012 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.

Auditors' Report

With the permission of the members, Dr. R. N. Chakraborty, Company Secretary, read out the Auditors' Report dated 9th May 2012.

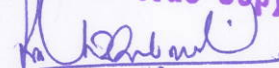
Adoption of Annual Accounts

The Chairman invited the Members present to express their views and ask questions, if they had any, on the annual accounts 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. Manoj Gupta and seconded by Mr. S.N. Kundu:

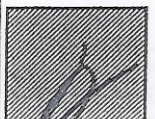
"RESOLVED THAT the Profit and Loss Account of the Company for the year ended 31st March, 2012 and the Balance Sheet as on that date together with the Schedules thereon, Report of the Directors and Auditors thereon, as circulated to the members of the Company and placed before the meeting, be and they 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.

Certified to be True Copy




CHAIRMAN'S
INITIALS





MINUTE BOOK

Re-appointment of Director

Thereafter the following Resolution was proposed as an Ordinary Resolution by Mr. Manoj Gupta and seconded by Mr. Bikramjit Talukdar:

"RESOLVED THAT Mr. Shiva Kumar Barasia, a Director of the Company, who retires by rotation at this Annual General Meeting, and who, being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

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

Re-appointment of Director

Thereafter the following Resolution was proposed as an Ordinary Resolution by Mr. A. S. Roy and seconded by Mr. B. Mondal:

"RESOLVED THAT Mr. Trivikram Khaitan, a Director of the Company, who retires by rotation at this Annual General Meeting, and who, being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

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

Re-appointment of Statutory Auditors

Thereafter the following Resolution was proposed as an Ordinary Resolution by Mr. S.N. Kundu and seconded by Mr. Manoj Gupta:

"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 re-appointed 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.

Vote of Thanks

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

Place: Kolkata

Certified to be True Copy



Chairman

17/8/2012