INSTRUCTIONS

1. The related Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. Voting rights are reckoned on the shares registered in the name of the members/Beneficial Owners as on 18th of May, 2012.
3. The Company has appointed Mr. H.M. Choraria, a Practicing Company Secretary as the scrutinizer for conducting the Postal Ballot process in a fair and transparent.
4. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Company offers e-voting option to all the shareholders. For this purpose, the Company will make necessary arrangements with National Securities Depository Limited (NSDL) for facilitating e-voting for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms.
5. The instructions for shareholders for voting Electronically are as under:-

   A.   In case of Shareholders receiving e-mail from NSDL:

   a. Open email and open the PDF file viz "UMESL e-voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
   b. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
   c. Click on "Shareholder – 'Login' ".
   d. Put User ID and password as initial password noted in step (a) above. Click Login.
   e. Password Change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combinations thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   f. Home page of "e-Voting" opens. Click on "e-Voting":-Activate Voting Cycles.
   g. Select "EVEN" of USHA MARTIN EDUCATION &SOLUTIONS LIMITED for casting your vote in favour or against the resolution. Kindly note that vote once casted cannot be modified. For an EVEN, you can login any number of times on e-Voting platform of NSDL till you have voted on all the resolutions or till the end of voting period, i.e. upto close of 30th of June, 2012, whichever is earlier.
   h. Now, you are ready for "e-Voting" as "Cast Vote" page opens.
   i. Cast your vote by selecting appropriate option and click "Submit' and also "Confirm" when prompted.
   j. Institutional shareholders (i.e. other individals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPEG format) of relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies)who are authorized to vote, to the Scrutinizer through email hmchoraria@gmail.com with a copy marked to evoting@nsdl.co.in

   B.   In case of shareholders other than in (A) above:

   a. Initial password is provided as below:-

EVEN (E VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN
100007	PIN MAILER ENCLOSED	PIN MAILER ENCLOSED

6. The voting period end on the closing day of 30th of June, 2012.The e-voting module will be disabled for voting thereafter by NSDL.
7. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
8. The scrutinizer, after completion of scrutiny, will submit his report to the chairman of the Company. The results of the Postal Ballot will be declared by the Chairman or in his absence, by the whole-time Director of the Company or by the Company Secretary of the Company on 2nd of July, 2012 at the registered office of the Company. The results of the Postal Ballot will also be published in the Newspaper (English and Vernacular) within 48 hours of the declaration of the results and will be placed at the website of the Company at www.umesl.co.in for information of Members besides being communicated to all the Stock Exchanges on which the shares of the Company are listed.
9. If you wish to give your suggestions in context of e-Voting, you can send an email to evoting@nsdl.co.in or investors@umitl.co.in.
10. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting systems in future.
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.nsdl.com or call on (022) 24994433.