

POSTAL BALLOT FORM

1. Name of the Member including joint-holder(s), if any (in block letters)

2. Registered address of the Sole/ First named Member

3. Folio No. :
DP ID/Client ID* :

4. No. of Shares :

(*Applicable to Members holding shares in Dematerialized form)

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through the postal ballot for the business stated in the Notice dated Wednesday, 9th May, 2012 by conveying my/our assent or dissent to the said resolution by placing the tick (v) mark at the appropriate box below:

	Resolution No.	Voting*	
		For/Assent	Against/Dissent
1.	Ordinary resolution to accord consent under Section 293(1) (a) of the Companies Act, 1956 to the Board of Directors of the Company to sell/transfer the infrastructure of the Company situated at Ranchi in the State of Jharkhand to Usha Breco Education Infrastructure India Limited and to transfer all the teaching staff , agreements, permits, consents and approvals including rights to use the brand "USHA MARTIN ACADEMY", obtained by the Company with respect to running of the higher education business of the Company but excluding all other assets and liabilities, administrative staff and administrative functions related to the business, to Usha Martin Academy Trust.		

*Please Tick **For/Assent** or **Against/Dissent** at the appropriate box.

Place:

Date:

Signature of **Member**

INSTRUCTIONS

1. The related Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. A Member desirous of exercising his/her vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope which should be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier, the cost thereof shall be borne by the Member.
3. Members are requested to carefully read the instructions in this Postal Ballot Form and mark their assent/ dissent in appropriate column by putting a tick mark (✓). The duly filled and completed Form should be sent to the Scrutinizer at PS Srijan Tech Park, 5th Floor, DN – 52, Sector – V, Salt Lake City, Kolkata – 700091, in the pre-paid envelope (enclosed herewith) so as to reach the Scrutinizer not later than the close of working hours on Saturday, 30th June 2012. Members from whom no Postal Ballot Form is received or received after the stipulated period shall not be counted for the purposes of passing of the resolution. The Scrutinizer will submit his final report to the Chairman or the Whole-Time Director or the Company Secretary after completion of scrutiny but not later than the close of working hours on Monday, 2nd July, 2012. The Chairman or the Whole-Time Director or the Company Secretary shall announce the results of Postal Ballot on Monday, 2nd July, 2012 at the Registered Office of the Company at 2A, Shakespeare Sarani, Kolkata – 700071. The date of declaration of results of Postal Ballot will be taken to be the date of passing of the resolution and the date of Extraordinary General Meeting of the Members of the Company.
4. The Board of Directors of the Company has appointed Mr. H M Choraria, **Company Secretary in Whole-time Practice, to act** as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner at its meeting held on 9th May, 2012.
5. The Postal Ballot Form should be completed in all respect and signed by the Member as per specimen signature registered with the Company or with the Depository Participants as the case may be. In case, shares are jointly held, this Form should be completed in all respect and signed by the first named member and in his/ her absence, by the next named member. Unsigned Postal Ballots will be rejected.
6. The Postal Ballot cannot be exercised by proxy.
7. A Member neither needs to use all the votes nor needs to cast all the votes in the same way.
8. The Voting shall be reckoned in proportion to a Member's share of the Paid-up Equity Share Capital of the Company as on the date of dispatch of notice.
9. In case of shares held by Companies, Trusts, Societies, under Power of Attorney, etc., the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/Authority and with specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
10. There will be only one Postal Ballot Form for every folio/DP ID/client ID irrespective of the number of Joint Member(s).
11. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope, except document(s) as specified in note 9 above.
13. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days upto and inclusive of Saturday, **30th June 2012.**
14. The results of the Postal Ballot will 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.