



**MEDIA MATRIX WORLDWIDE LIMITED**

CIN : L51900MH1985PLC036518

Registered Office : Office No. 514, B Wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E) Mumbai - 400059, Tel. : (+91-22) 61391700, Fax : (+91-22) 61391700

Website : www.mmwllndia.com; E-mail : mmwl.corporate@gmail.com

**POSTAL BALLOT FORM**

(To be returned to Registrar & Transfer Agents of the Company)

**Serial No**

- 1. Name & address of the Sole/ First named Shareholder as registered with the Company
2. Name(s) of the Joint Shareholders(s) if any, registered with the Company
3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)
4. No. of Equity Shares held
5. I/We hereby exercise my/our vote for the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 14th November, 2016, by conveying my/our Assent 'For' or Dissent 'Against' to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Table with 6 columns: Resolution No., DESCRIPTION, Type of Resolution, No. of Equity Shares, I / We assent to the Resolution (FOR), I / We dissent to the Resolution (AGAINST). Contains two rows of resolutions regarding the Main Object Clause and Clause III (B) & III (C) of the Memorandum of Association.

Place : \_\_\_\_\_
Date : \_\_\_\_\_
Signature of Sole / First / Joint Shareholders

**ELECTRONIC VOTING PARTICULARS**

The Remote e-Voting facility is available at the link https://www.evoting.nsdl.com. The Remote e-Voting particulars are set out as follows:

Table with 3 columns: EVEN (Electronic Voting Event Number), USER ID, PASSWORD / PIN.

Note: Members are requested to read carefully the instructions printed overleaf before exercising their vote.

P.T.O.



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**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,
NOTICE is hereby given pursuant to the provisions of Section 110 and any other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-2 (SS-2) issued by the Institute of Company Secretaries of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations for seeking the consent of the Members for the proposed Special Resolutions appended below to be passed through Postal Ballot / Remote e-Voting.

The Statement pertaining to the proposed Special Resolutions under Section 102(1) of the Act setting out the material facts is annexed hereto along with a Postal Ballot Form. The said Special Resolutions and the Statement are being sent to you along with a Postal Ballot Form and self-addressed pre-paid postage business reply envelope for your kind consideration. The Notice of Postal Ballot is also placed on the website of the Company.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of Remote e-Voting or Postal Ballot (whichever mode of voting Shareholders opts for), they shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or Remote e-Voting.

Please read carefully the instruction printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the scrutinizer on or before 05:00 P.M. on Wednesday, 1st February, 2017. Please note any postal ballot form(s) received after 05:00 p.m. on Wednesday, 1st February, 2017 will be treated as not received.

In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide electronic voting ("Remote e-Voting") facility as an alternate mode of voting to its members to enable them cast their vote electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has entered into an agreement with National Securities Depository Limited (NSDL) to provide Remote e-Voting facility to its members. The Remote e-Voting facility will be available from 3rd January, 2017 (09:00 a.m. onwards) till 1st February, 2017 (up to 05:00 pm). Members desiring to opt Remote e-Voting are requested to carefully read the "Procedure/instructions for Remote e-Voting" enumerated in the notes to this Notice.

It may be noted that Remote e-Voting is optional. If a Shareholder has voted through Remote e-Voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through Remote e-Voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through Remote e-Voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company at its meeting held on 14th November, 2016 has appointed Mr. Mohd Zafar, Membership No. ACS 28165, Partner of MZ & Associates, Firm of Practising Company Secretaries as Scrutinizer for conducting the Postal Ballot process (including Remote e-Voting) in a fair and transparent manner.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

**SPECIAL BUSINESS**

1) **Alteration(s) to the Main Object Clause of the Memorandum of Association of the Company**

The Members are requested to consider and, if thought fit, to give assent / dissent to the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other Rules and Regulations, as may be applicable and subject to the necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms and conditions including any alteration(s)/modification(s) as may be imposed by them, approval of Members be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by inserting following new clauses 3, 4, 5 and 6 after existing clause 2B of clause (III) (A) of the Memorandum of Association of the Company:-

- 3. To conduct, engage in and undertake the business of scientific, technical and other research and development activities in the field of defence and other strategic areas, including research and development of design, deployment, integration, implementation and technical improvement of electronics, electrical, aerospace equipments, advanced systems, training systems, communication systems, software, hardware, sound transmission systems, amplifiers, signaling systems, mechanical devices and related apparatus, tools, utensils, receptacles, substances, appliances, equipment and machines and parts thereof and to carry on the business to manufacture, produce, process, prepare, assemble, alter, build, convert, sell, service, acquire, commercialize, distribute, dismantle, design, engineer, develop, erect, equip, fabricate, handle, store, install, hire, let on hire, lease, maintain, manage, package, transport, modify, repair, improve, exchange, reconstruct, renovate, recondition, remodel, turn to account, and to act as agent, broker, importer, exporter, or otherwise to deal in all descriptions, specifications, modalities, capacities, shapes, sizes, varieties, strengths and uses of all kinds of materiel, articles, apparatus, instruments, equipment, machinery, goods and things (including components, parts, fittings, tools, implements, accessories, materials and all articles and things used or capable of being used in connection therewith in any way whatsoever) required for defence, security and other strategic purposes; and to do all necessary acts for the attainment of objects under these presents
4. To conduct, engage in and undertake the business of scientific, technical and other research and development activities and provision of technical and consultancy services for development of projects, systems, equipment and machinery of all types and descriptions pertaining to railways and other transport systems, including surveys of all types, feasibility reports, detailed project reports, techno-economic investigations, site selection, supply of basic engineering and detailed designs and working drawings for construction of projects of all kinds pertaining to railways and other transport systems, equipment selection therein, preparing specifications and tender documents, tender evaluation and purchase assistance of all materials and goods pertaining to such projects, construction supervision, project management, engineering, procurement, erection, commissioning, operation and maintenance, training of all personnel and any such other services, executed by whatever contractual form whether turnkey, public private partnership or and other methodology and to carry on the business to manufacture, produce, process, prepare, assemble, alter, build, convert, sell, acquire, commercialize, distribute, dismantle, design, engineer, develop, erect, equip, fabricate, handle, store, install, hire, let on hire, lease, maintain, manage, package, transport, modify, repair, improve, exchange, reconstruct, renovate, recondition, remodel, turn to account, and to act as agent, broker, importer, exporter, or otherwise to deal in all descriptions, specifications, modalities, capacities, shapes, sizes, varieties, strengths and uses of, all manner and types of signalling, telecommunications and operational control systems for all manner and types of railways and railway rolling stock and rail vehicles, whether used for transportation of passengers or goods or any other purpose, and propelled by whatever manner of motive power and their fittings, fixtures, components, accessories, systems, devices, equipment, instruments, plants, and machineries connected thereto, and to do all necessary acts for the attainment of objects under these presents.
5. To carry on the business of manufacturers, merchants, dealers, distributors, traders, importers, exporters, buyers, sellers, agents and stockists, and to market, hire, lease, rent out, assemble, alter, install, service, design, research and improve, develop, trade, exchange, maintain, repair, refurbish, store and otherwise deal in any manner in all types of telecommunication and power supply equipments like Electronic Rural Automatic Exchange (ERAX), switch mode rectifier, Single Channel & Dual Channel UHF & VHF Systems, telephone exchanges, telephone instruments whether corded, cordless, mobile or of any other kind; tele-terminals, fax machines, telegraphs, recording instruments and devices, telephone message/ answering machines and devices; dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones; telecom switching equipments of all kinds; telecom transmission equipments of all kinds, test equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and to provide technical services in respect thereof or relating thereto and to design, establish, provide, maintain and perform engineering, technical and consultancy services for any person, firm or body corporate, for development of Telecommunications and Information Technology covering Hardware, Software & Networking (IT) Projects of all types and descriptions in India and outside India including but not limited to surveys of all types, feasibility reports, detailed project reports, techno-economic investigations, supply of basic engineering and detailed design and working drawings layouts, and blue prints for construction of Telecommunications & IT lines, equipment and other assets, Industrial Plants and Factories pertaining to Telecommunications & IT working and equipment selection therein, and manufacture of Telecommunications & IT equipment of all kinds and description, material handling, preparing specifications and tender documents, tender evaluation and purchase assistance of all materials and goods pertaining to such projects, expediting, inspecting and testing, construction supervision, project management, acceptance testing, evaluating, commissioning and maintenance training of personnel and any such other services.

- To carry on the trade or business of manufacturers, assemblers of and dealers in, contractors for, repairers and maintainers of, and importers and exporters of, all kinds of radio products, radio apparatus, including amplifiers and amplifying and public address equipment, electronics of all kinds and description, electronic devices, gadgets, modules, machinery and apparatus including tape recorders, record players, desk calculators, computers, radar apparatus, television apparatus, medical electronic instruments and appliances and domestic electric and electronic appliances and components, parts, tools, fittings and accessories connected with each of the aforesaid businesses.

**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the object clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution including but not limited to making necessary filings/disclosures with the respective authorities and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## 2) Alteration to Clause III (B) & III (C) of the Memorandum of Association of the Company

The Members are requested to consider and if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and subject to approval of any other competent authority, the consent of Shareholders of the Company be and is hereby accorded for alteration of the Clause III(B) and III(C) of the Memorandum of Association of the Company in the following manner:

- by substituting the heading of Clause III (B) “**OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS**” with the new heading “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE**” to be in line with the provisions of Table A to Schedule I of the Companies Act, 2013.
- by deletion of the entire Clause III (C) that is “**OTHER OBJECTS**” consisting of Sub-Clause 54 to 137 of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and/ or otherwise considered by them in the best interest of the Company.”

By order of the Board  
For **Media Matrix Worldwide Limited**  
sd/-  
(**Gurvinder Singh Monga**)  
Company Secretary  
Membership No. ACS 25201

## STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES RELATED THERETO

### Item No. 1

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at item no. 1 in the accompanying Notice.

In view of the Government permitting the private sector to participate in the Defence Sector and in view of the Press Note No. 3 (2014) dated 26<sup>th</sup> June, 2014 issued by Department of Industrial Promotion and Policy which elaborates the items for which a license is required for manufacture of defence items, the Board of Directors of the Company at its meeting held on 14<sup>th</sup> November, 2016 has decided to foray into the defence products manufacturing and related service sector. India’s current requirements in defence sector are catered largely by imports. The opening of the strategic defence sector for private sector participation will help foreign original equipment manufacturers to enter into strategic partnerships with Indian companies and leverage the domestic markets and also aim at global business. Besides helping build domestic capabilities, this will booster exports in the long term. The Government’s policy is of promoting self-reliance, indigenization, technology upgradation and achieving economies of scale and developing capabilities for exports in the defence sector.

With the thrust of the new Government to modernise and expand the Indian Railway, the Board at the said meeting also decided to explore the ample opportunities available in the Railway manufacturing and related service sector. Indian Railways has begun exploring the PPP mode of delivery and aims to award sizeable projects through the PPP route. The sector aims to boost passenger amenities by involving PPP investments. The Indian Railways aims to involve private equity through individuals, NGOs, trusts, charitable institutions, corporates, etc. to provide passenger amenities.

The Board also decided to explore the huge opportunities available in telecom and as well as consumer durable electronics goods.

In order to enable the Company to undertake businesses proposed in the Item No. 1, it is necessary that the Main Object Clause of the Memorandum of Association of the Company (“**MOA**”) be amended.

The resolution mentioned at Item No. 1 of the Notice relates to the alteration in the Main Object Clause of the MOA, and the proposed additional main objects can be conveniently and advantageously combined and carried out with the existing objects/activities of the Company.

By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the Members of the Company by way of Special Resolution under postal ballot is a pre-requisite to amend the objects clause of the Company and thus, your approval is sought for the same.

A copy of a) the existing MOA and Articles of Association of the Company; and b) the MOA incorporating the proposed amendments thereto is also available for inspection at the Registered office of the Company on all working days except Saturdays, Sundays and public holidays during business hours upto the date of declaration of results of Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

Accordingly, the Board of Directors recommends the resolution at item No. 1 of the Notice for approval of the shareholders by way of Special Resolution to be passed through postal ballot.

### Item No. 2

The new Companies Act, 2013, has made various changes in the provisions as compared to the erstwhile Companies Act, 1956. One such change was relating to the Object Clause, wherein only main objects and objects considered necessary in furtherance thereof are allowed to be part of the Objects Clause of Memorandum of Association of the Company.

In order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, it is proposed to replace the existing heading “Objects incidental or ancillary to the attainment of the main objects” of Clause III (B) to “Matters which are necessary for furtherance of the Objects specified in Clause III(A) are” and to delete the Clause III (C) “Other Objects”

A copy of a) the existing MOA and Articles of Association of the Company; and b) the MOA incorporating the proposed amendments thereto is also available for inspection at the Registered office of the Company on all working days except Saturdays, Sundays and public holidays during business hours upto the date of declaration of results of Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

Accordingly, the Board of Directors recommends the resolution at item No. 2 of the Notice for approval of the shareholders by way of Special Resolution to be passed through postal ballot.

## IMPORTANT INSTRUCTIONS

- The voting rights for the equity shares are one vote per Equity Share registered in the name of the shareholders/beneficial owners.
- Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 23rd December, 2016 i.e. the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The Postal Ballot Notice is being sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agents and to other shareholders by permitted mode (Registered Post/Speed Post/Courier).
- The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least (one) English Newspaper and at least (one) Marathi newspaper, each with wide circulation in the district, where the registered office of the Company is situated and hosted on the Company Website.
- Voting by Postal Ballot, in the physical form or Remote e-Voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person.
- In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended Remote e-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged NSDL to offer Remote e-Voting Facility.
- The Remote e-Voting commences on Tuesday, 3rd January, 2017 at 09:00 A.M. and ends on Wednesday, 1st February, 2017 at 05:00 PM.
- Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instruction printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed postage pre-paid self-addressed envelope. Unsigned Postal Ballot Forms will be rejected. Postal Ballot Forms(s), if sent by courier or by registered post at the expenses of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed and signed Postal Ballot Form(s) should reach the Scrutinizer on or before 05:00 P.M. on Wednesday, 1st February, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The Remote e-Voting module shall also be disabled by NSDL for voting thereafter.
- The Members can opt for mode of voting, i.e. either by physical ballot or Remote e-Voting. In case Members cast their votes through both the modes, voting done by Remote e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- All the documents referred to in Statement will be available for inspection at the Registered office of the Company on all working days except Saturdays, Sundays and public holidays during business hours upto the date of declaration of results of Postal Ballot.
- The scrutinizer will submit his report to the Chairman or in his absence to any director or Company Secretary after Completion of the scrutiny of the Postal Ballots including the Remote e-Voting on or before 05:00 P.M. on Friday, 3rd February, 2017. The result of the voting by Postal Ballot (with the Scrutinizer’s Report) will be announced on or before 06:00 p.m. on Friday, 3rd February, 2017 at the Corporate Office of the Company at Plot no. 38, 4<sup>th</sup> Floor, Sector 32, Gurgaon- 122001 (Haryana) and will also be placed on the website of the Company i.e. www.mmwllndia.com and by way of intimation to the Stock Exchange on which the Company is listed.
- The Scrutinizer decision on the validity of the Postal Ballot shall be final.
- The last date specified by the Company for receipt of duly completed postal ballot forms or Remote e-Voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
- Please see the instructions for voting by postal ballot (including Remote e-Voting).
- Contact details of the persons responsible to address the queries/grievances connected with the voting by postal ballot including by electronics means, if any:  
The Company Secretary, Media Matrix Worldwide Limited - Office No.514, "B" wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059, Email : mmwll.corporate@gmail.com

Or

Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited, Unit-1, Luthra Ind. Premises, Safel Pool, Andheri Kurla, Road, Andheri (East), Mumbai -400072. Tel. No:-022 2270 2485, Fax : 022 2851 2885, Email : sharexindia@nsnl.com

## INSTRUCTIONS OF REMOTE E-VOTING

- In case of Members receiving e-mail from NSDL:**
  - Open e-mail and open PDF file viz.** “mmwl Remote e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for Remote e-Voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for Remote e-Voting.
  - Launch internet browser by typing the following URL: <https://www.evoting.nsdll.com>
  - Click on Shareholder-Login.
  - If you are already registered with NSDL for Remote e-Voting then you can use your existing user ID and password.
  - If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
  - 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. Please note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through ‘Forgot Password’ option available on the site to re-set the same.
  - Select Electronics Voting Event Number (EVEN) of Media Matrix Worldwide Limited, you can login any number of times on Remote e-Voting platform of NSDL till you have voted on the resolution during the voting period.
  - Now you are ready for “Remote e-Voting” as “Cast Vote” page opens.
  - Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - Upon confirmation, the message “Vote cast successfully” will be displayed.
  - Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
  - Institutional Shareholders (i.e. other than individual, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter etc. to the Scrutinizer through e-mail: [scrutinizer@mmwllndia.com](mailto:scrutinizer@mmwllndia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- In case of Members receiving Postal Ballot Forms by Post and desiring to cast e-vote:**
  - Initial password, along with User ID and Electronics Voting Event Number (EVEN) is provided in the table given in the Postal Ballot Form.
  - Please follow all steps from Sl.No. (ii) to Sl.No. (xii) given above to cast your vote.
- The Remote e-Voting commences on Tuesday, 3rd January, 2017 at 09:00 A.M. and ends on Wednesday, 1st February, 2017 at 05:00 PM.
- If you are already registered with NSDL for Remote e-Voting, you may use your existing User ID and Password for casting your Remote e-Voting.
- In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and Remote e-Voting user manual for Shareholders available at the “downloads” section of <https://evoting.nsdll.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 1800 222990.

## INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and sent it after signature to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelope containing Postal Ballot Form, if sent by Courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. This assent or dissent received in any other form or manner shall be considered as invalid.
- The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository in case the Equity Shares are jointly held, this form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named member and in his/her absence by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- Duly completed and signed Postal Ballot Form should reach the Scrutiniser not later than 05:00 P.M. on Wednesday, 1st February, 2017. Postal Ballot Form received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the Postal transit.
- In case of Equity Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorised signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutiniser.
- There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the same will be rejected.
- A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company’s website i.e. [www.mmwllndia.com](http://www.mmwllndia.com) and the same duly completed should reach the Scrutiniser not later than the last date for voting mentioned above.
- The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
- Additionally, please note that the Postal Ballot Form shall be considered invalid if:
  - A form other than one issued by the Company has been used;
  - It is possible to determine without any doubt the assent or dissent of the Member;
  - Neither assent nor dissent is mentioned;
  - Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
  - The Member has made any amendment to the Resolution or imposed any condition while exercising his vote.