MID-DAY MULTIMEDIA LIMITED

Regd. Office: Peninsula Centre, Dr.S.S. Rao Road, Parel, Mumbai – 400 012

POSTAL BALLOT NOTICE

Date: February 3, 2011

TO THE MEMBERS OF THE COMPANY

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2001

Notice is hereby given, to the Members of Mid-Day Multimedia Limited for passing the below detailed resolution through Postal Ballot pursuant to Section 192 A of the Companies Act, 1956 (the Act) read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 (including any statutory modification or re-enactment thereof for the time being in force).

An Explanatory statement pursuant to Section 173(2) of the Act setting out all material facts pertaining to the resolution is annexed hereto along with a Postal Ballot Form for consideration of the members.

The Board has appointed Mr. Virendra Bhatt, Practising Company Secretary, as a Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted)duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before Tuesday, 22.03.2011. Since response received from Members after 22.03.2011 shall be treated as if no response is received in terms of Rule, 5(f) of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, members are requested to send the duly completed Postal Ballot Form well before 22.03.2011 providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on Friday, March 25, 2011 as explained in the notes to the Notice conducting the Postal Ballot.

Text of Resolution proposed to be passed by the shareholders through Postal Ballot:

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

CHANGE OF NAME OF THE COMPANY

"RESOLVED THAT pursuant to Section 21 and other applicable provisions of the Companies Act, 1956 and subject to approval of Central Government and subject to such other approvals, consents, permissions, as may be required, the name of the Company be and is hereby changed from "Mid-Day Multimedia Limited" to "Next Mediaworks Limited".

RESOLVED FURTHER THAT pursuant to Section 16, 31 and other applicable provisions of the Companies Act, 1956, the name Clause appearing in the Memorandum of Association and Articles of Association be suitably altered to reflect the new name of the Company viz., "Next Mediaworks Limited."

RESOLVED FURTHER THAT the name "Mid-Day Multimedia Limited" wherever it appears in the Memorandum of Association & Articles of Association of the Company, letterheads, name plates etc. be substituted with the name "Next Mediaworks Limited."

RESOLVED FURTHER THAT Mr. Tarique Ansari, Managing Director and Ms. Vidya Shembekar, Company Secretary be and are hereby singly authorised to do all such acts, deeds, settle all matters and things arising out of and incidental to the above mentioned change in the name of the Company; and further take all such actions / steps as it may, in its absolute discretion, deem necessary to give effect to this Resolution."

Registered Office:
Peninsula Centre, Dr.S.S. Rao Road, Parel,
Mumbai- 400 012

By order of the Board of Directors
For **Mid-Day Multimedia Limited**

Vidya Shembekar
Company Secretary

Date : 03.02.2011

Notes:
The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts is annexed hereto.

The Board of Directors of the Company has vide Circular resolution dated 03.02.2011, accorded its approval to conduct a postal ballot to seek the approval of the members of the Company for the proposed change in the name of the Company and for alteration of the Name Clause appearing in the Memorandum of Association and the Articles of Association and has appointed Mr.Virendra Bhatt, Practising Company Secretary as the Scrutinizer to receive and scrutinize the completed Ballot papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.

Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form. The duly completed Postal Ballot Form with the assent (for) or dissent (against), may be forwarded to the Scrutinizer in the attached pre-paid envelope, so as to reach the Scrutinizer on or before Tuesday, March 22, 2011 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced on Friday, March 25, 2011, at the Registered Office of the Company viz., Peninsula Centre, Dr.S.S. Rao Road, Parel, Mumbai – 400 012 at 2.30 p.m. The result of the Postal Ballot will also be communicated to the Stock Exchanges where the shares of the Company are listed.

All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days upto 22.03.2011.

By Order of the Board
For Mid-Day Multimedia Limited

Vidya Shembekar
Company Secretary

Place: Mumbai

Date: 03.02.2011

EXPLANATORY STATEMENT

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Pursuant to the Scheme of Arrangement between Mid-Day Multimedia Limited ("MML") and Jagran Prakashan Limited ("JPL") and their respective Shareholders and Creditors ("The Scheme"), which was approved by the respective Hon'ble High Court of Judicature of Bombay on October 15, 2010 and by the Hon'ble High Court of Judicature of Allahabad on December 21, 2010, the print and publishing business of MML is demerged and transferred to JPL.

As per the Scheme, the entire print and publishing business of MML, along with all the related licences, trade marks, logos etc shall also stand transferred in the name of JPL and accordingly the name "MiD DAY" and its Logo were transferred to JPL. In order to avoid any disruption in the use of the name "MiD DAY" and its Logo, the Company proposes to change the name of the company.

The Registrar of Companies, Ministry of Corporate Affairs, Government of India, has vide its sanction letter dated 01.02.2011, confirmed the availability of the name.

Section 21 of the Companies Act, 1956, provides that for a company to change its name, approval of the Members by Special Resolution and the approval of the Central Government are required. Accordingly, consent of the Members is sought for the proposed change in the name of the Company and for alteration of the Name Clause contained in the Memorandum of Association and the Articles of Association.

All the documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered office of the Company during the office hours on all working days upto 22.03.2011.

None of the Directors is concerned or interested in the resolution.

The Board of Directors of the Company recommends the said Resolution for approval of members.

Registered Office:
Peninsula Centre, Dr. S.S. Rao Road,
Parel, Mumbai- 400 012

By order of the Board of Directors

For **Mid-Day Multimedia Limited**

Vidya Shembekar
Company Secretary

Date: 03.02.2011

MID-DAY MULTIMEDIA LIMITED

Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai –400 012.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No.

(1) Name(s) of Shareholder(s) including Joint-holders, if any :

(2) Registered Address of the Sole/ First named Shareholder :

(3) Registered Folio No./ DP ID No./Client ID No.* (Applicable to investors holding shares in a dematerialised form) :

(4) No. of Shares held :

(5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated February 3, 2011 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section(s) 16, 21 and 31 of the Companies Act, 1956, for change of name of the Company from Mid-Day Multimedia Limited to Next Mediaworks Limited and Alteration of Name Clause contained in the Memorandum of Association and the Articles of Association of the Company.			

Place:

Date: (Signature of the Shareholder)

Note: Last date for Receipt of Postal Ballot Form by the Scrutinizer is March 22, 2011.

INSTRUCTIONS:

1. A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the company in the attached self-addressed envelope. The postage will be borne and paid by the company. Envelopes containing postal ballot forms, if deposited with the company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the company.
2. This form should be completed and signed by the shareholders. In case of joint share holding, this form should be completed and signed (as per specimen signature(s) registered with the company) by the first named shareholder and in his/her absence, by the next named shareholder.
3. Unsigned postal ballot forms will be rejected.
4. In the case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of the relevant board resolution/authorisation.
5. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
6. Duly completed postal ballot forms should reach the company not later than by the close of working hours on Tuesday, 22.03.2011. Postal ballot forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the last date of dispatch of the Notice.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope.
9. The results of Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of the members.