McDOWELL HOLDINGS LIMITED

Corporate Identity Number: L05190KA2004PLC033485
Registered Office: UB Tower, Level 12, UB City, 24, Vittal Mallya Road, Bangalore – 560 001
E-mail: mhlinvestor@ubmail.com Website: www.mcdowellholdings.in
Tel. : +91 80 3985 6500 Fax : +91 80 2227 4890

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

To The Members of McDowell Holdings Limited**,**

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the **"Act"**) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (the **"Rules"**), that the Resolutions appended below are proposed to be passed by the members of McDowell Holdings Limited (the **"Company"**) as Special Resolutions by way of Postal Ballot by giving their assent / dissent.

Proposed Resolutions

ITEM NO. 1: ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED, that pursuant to the provisions of Section 13 and all 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 necessary approval(s) if any, from the competent authorities, the existing Clause (III) (A) of the Main Objects Clause of the Memorandum of Association of the Company be altered by inserting the following new Clause 5 under Clause III(A) after existing Clause III(A) 4 of the Memorandum of Association:

III(A) 5. *To carry on the business of dealers, suppliers, stockists, distributors, importers, exporters and traders of raw materials, finished products for all classes and kinds of trade and industrial products including chemicals, chemical compounds (organic and inorganic) in all forms, chemical products of any nature and kind whatsoever, fertilizers, pesticides, insecticides, fungicides, chemical manures, spirits, laboratory, agro-chemicals, and all products, by-products and joint products thereof.*

Further RESOLVED, that the Board of Directors of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.**"**

ITEM NO. 2: DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **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 amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting the Clauses III(C) 1 to III(C) 6.**"**

"Further RESOLVED, that the Board of Directors of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.**"**

ITEM NO. 3: AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED, that pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV. "*The liability of the members is limited to the extent of amount unpaid, if any, on shares held by them."*

"Further RESOLVED, that the Board of Directors of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.**"**

ITEM NO. 4: APPROVAL OF THE PROPOSED TRANSACTION WITH MANGALORE CHEMICALS & FERTILIZERS LIMITED

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED, that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force), Rule 15 of the Companies (Meetings of Board & its Powers) Rules 2014, provisions of revised Clause 49-VII of the Listing Agreement (effective from October 1, 2014) and subject to the approval of the proposed amendment of the Object Clause of the Memorandum of Association of the Company by the shareholders and other approvals, wherever necessary, the consent of the Members be and is hereby accorded to the Company to enter into a contract/ arrangement with Mangalore Chemicals & Fertilizers Limited ("MCF") in respect of sale and supply of raw materials by the Company to MCF for an estimated amount of up to Rs. 50,00,00,000 (Rupees Fifty Crores only) every financial year on such terms and conditions as may be mutually agreed upon between the Company and MCF."

"Further RESOLVED, that the Board of Directors of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard."

By Order of the Board,
For **McDowell Holdings Limited**

Bangalore
August 27, 2014

Ritesh Shah
Company Secretary

Notes:

1. A copy of this notice has been placed on the website of the Company www.mcdowellholdings.in and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto. The Special Resolutions mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the respective Special Resolutions.

3. The postal ballot form for voting by shareholders is enclosed.

4. In accordance with Rule 22(3) of the Rules, after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper circulating in Bangalore.

5. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record of depositories as on August 29, 2014.

6. The Board of Directors have, at their meeting held on August 27, 2014, appointed Mr. Sudhir V. Hulyalkar, Company Secretary (in Practice) as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. The scrutinizer's address is 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road (Near South End Circle), Basavangudi, Bangalore – 560 004, Karnataka, India.

7. Members are requested to read carefully the instructions printed on the postal ballot form and either: (a) return the form duly completed in the attached self-addressed pre-paid postage envelope; or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the scrutinizer on or before 5.30 p.m. on the 14th day of October, 2014 ("Last Date").

8. The scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all postal ballots but not later than 7 days thereof. Upon completion of the scrutiny of the postal ballot votes, the result of the postal ballot will be announced on the 20th day of October, 2014 at the registered office of the Company and by placing it, along with the scrutinizer's report, on the website of the Company at www.mcdowellholdings.in and will also be communicated to the stock exchanges where the equity shares of the Company are listed. The Special Resolution, if approved, will be taken as passed effectively on the date of declaration of result.

9. The documents referred to in this notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company (except Saturdays and Sundays) between 11 a.m. and 5.30 p.m., till the date of announcement of the results.

10. In accordance with Clause 35B of the Listing Agreement and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders and business connected with this postal ballot may be transacted by the shareholders through such e-voting system. Notice of this meeting has been sent to all shareholders who have registered their email ids with the Company or the Registrar and Transfer Agent/Depository Participants. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited to facilitate e-voting as an alternate to the dispatch of postal ballot forms. E-voting is optional and members shall have the option to vote either through e-voting or through submission of the postal ballot form.

11. Shareholders who wish to vote through a ballot form may download the ballot form from the link (www.evotingindia.com) or seek a duplicate form from Integrated Enterprises (India) Limited, 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003, fill in the details and send the same to the scrutinizer.

12. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

13. Please note that any postal ballot form(s) received after the Last Date (i.e. October 14, 2014) will be treated as not having been received and after the Last Date, the portal where e-votes can be cast will be blocked.

General Instructions:

- Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.

- The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members / Record of Depositories as on August 29, 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the said date.

The instructions for shareholders voting electronically are as under:

The voting period begins on September 15, 2014 (9.00 a.m.) and ends on October 14, 2014 (5.30 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select "McDowell Holding Limited" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter **the number of shares held by you as on the cut-off date** in the **Bank details field**.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of McDowell Holdings Limited to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Your Company intends to expand its present scope of operations and it is proposing to venture into activities of dealers, suppliers, stockists, traders etc., which have good potential with respect to the future prospects of the Company. The proposed alteration to the Main Objects of the Memorandum of Association shall enable the Company to expand its activities and venture into activities of dealers, suppliers, stockists, traders etc. The Board of Directors, at its Meeting held on August 27, 2014, has approved the alteration of Objects Clause of Memorandum of Association subject to the approval of the Members.

Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 2:

In order to comply with the provisions of Sections 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The Clauses which are proposed to be deleted are given below.

(C) OTHER OBJECTS OF THE COMPANY (which are proposed to be deleted)

1. To prepare, compound, blend, process, can, bottle and render marketable vegetables, fruits, fish, meat, grains, pulses, spices, condiments and other food and culinary products.

2. To carry on the business of tobacco and cigar merchants.

3. To act as promoters, consultants, advisers, franchisees and purveyors of technical or managerial know-how for the promotion, development and management of companies, firms or research and development institutions, with power to assist such company, firm or institution by paying or contributing towards the preliminary expenses or providing the whole or part of the capital thereof or by taking or subscribing for shares or securities or by lending money thereto or by underwriting the issue by such Company, firm or institution of any shares or by paying brokerage and commission for obtaining applications for or placing or guaranteeing the placing thereof of such issues, and generally to transact and undertake all kinds of Agency business, whether or not the objects and/or business of such company, firm, institution or agency are similar to those of this Company.

4. To promote, undertake, acquire, associate, amalgamate with, or take on amalgamation, enter into compromise or reconstruction arrangement, render consultancy services, assist and support in every manner, companies, corporations and institutions, in India or abroad for any of the following purposes:

   (i) commencement, management and maintenance of hospitals, nursing homes, dispensaries, clinics, health clubs, laboratories and research bodies of medicines and to provide facilities for imparting medical education and to engage in all kinds of related research and development activities;

   (ii) all fields of natural or applied sciences including in the areas of biotechnology, microbiology, genetics, food and chemical sciences, and agriculture;

   (iii) generation, distribution, transmission and management of power and energy from any source; and

   (iv) all fields of environment management, pollution control, destination, treatment and supply of water.

5. To construct, own, buy, sell, hire, promote, conduct, manage, provide, organise, sponsor, supervise, operate and to carry on the business of establishing and/or running hotels, resorts, clubs, restaurants, ice cream parlours, taverns, dance halls, cafes, pubs, bars, road houses, holiday camps, amusement/entertainment/scientific/thematic parks, theaters, studio, music and concert halls, recreation centres, convention centres, swimming pools, entertainment or amusement programmes, games, sports, tournaments, matches, races, exhibitions, musical soirees, sangeet sammelans, fashion shows, cultural/film festivals, discotheques, dances, carbarets, casinos, gaming competitions, run video, audio and computer games parlours, flying clubs, health clubs, medical centres, spiritual and medical centres, sports complexes, rave tracks, water sports, ski resorts, travel agencies, tour operators and all such facilities and activities and activities of the hospitality industry.

6. To purchase, lease, hire, exchange or otherwise deal in, develop, demolish, alter, construct, erect, re-build, maintain, furnish for utilisation in the business of the company or for the purposes of hotels, restaurant or other lines of business of the company any real or personal property and in particular lands, buildings, structures, furnitures, apparatus, appliances, boats, luanches, yachts, aircrafts and other conveniences and also from time to time deal in, demise, let, mortgage or dispose off the same.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 3:

In order to comply with the provisions of Sections 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 4:

The provisions of Section 188(1) of the Companies Act, 2013 that govern the below mentioned related party transactions, require the Company to obtain prior approval of the Board of Directors. In case the transaction is covered by any of the categories provided in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules 2014 (as amended vide notification of the Ministry of Corporate Affairs dated August 14, 2014), prior approval of Shareholders by way of Special Resolution is also required in respect of the following, subject to the limits as specified under the said Rule 15(3):

a. sale, purchase or supply of any goods or materials;

b. selling or otherwise disposing of, or buying, property of any kind;

c. leasing of property of any kind;

d. availing or rendering of any services;

e. appointment of any agent for purchase or sale of goods, materials, services or property; and

f. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;

Further, the revised Clause 49-VII of the Listing Agreement (effective from October 1, 2014), also prescribes the requirement of taking approval of Shareholders for material related party transactions.

In light of the above, the Board of Directors of your Company has (subject to the approval of the proposed amendment of the Object Clause of the Memorandum of Association of the Company by the shareholders and other approvals, wherever necessary), approved the proposed transaction of sale and supply of raw materials by the Company to Mangalore Chemicals & Fertilizers Limited ("MCF") for an estimated amount of up to Rs. 50,00,00,000 (Rupees fifty crores only) every financial year on such terms and conditions as may be mutually agreed upon between the Company and MCF for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided hereunder:

Name of the Related Party	Name of the Director/ Key Managerial Personnel who is related	Nature of Relationship	Nature of the proposed contract or arrangement	Monetary limit of the transaction (Rs. In crores)
Mangalore Chemicals & Fertilizers Limited ("MCF")	Mr. M Srinivasulu Reddy, presently an Additional Director of the Company is also an Additional Director of MCF. However, he does not hold any share in either the Company or MCF.	The Company is one of the promoters of MCF.	Sale and supply of raw materials by the Company to MCF	Rs. 50,00,00,000 (Rupees Fifty Crores only) every financial year

Consent of the shareholders by passing a Special Resolution is required in this regard.

Except Mr. M Srinivasulu Reddy, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

By Order of the Board,
For **McDowell Holdings Limited**

Bangalore
August 27, 2014

Ritesh Shah
Company Secretary

Enclosed:

1. Postal Ballot Form
2. Self-addressed and prepaid Postage Envelope

McDOWELL HOLDINGS LIMITED

Corporate Identity Number: L05190KA2004PLC033485
Registered Office: UB Tower, Level 12, UB City, 24, Vittal Mallya Road, Bangalore – 560 001
E-mail: mhlinvestor@ubmail.com, Website: www.mcdowellholdings.in
Tel. : +91 80 3985 6500 Fax : +91 80 2227 4890

Sr. No.

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

1.	Name of the Sole/First Named Shareholder (in block letters)	
2.	Name(s) of the Joint holder(s), if any (in block letters)	
3.	Registered Address of the Sole/First Named Shareholder	
4.	Registered Folio No. / DP ID Client ID	
5.	No. of Share(s) held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice dated August 27, 2014 of McDowell Holdings Limited (the "Company") by sending my/our assent or dissent to the respective Special Resolutions by placing a tick (✔) mark in the appropriate column below.

Sl. No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of the Main Objects Clause of the Memorandum of Association of the Company			
2.	Special Resolution under Section 13 of the Companies Act, 2013 for deletion of Other Objects Clause of the Memorandum of Association of the Company			
3.	Special Resolution under Sections 4 and 13 of the Companies Act, 2013 for Amendment of the Liability Clause of the Memorandum of Association of the Company			
4.	Special Resolution under Section 188(1) of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules 2014 (as amended vide notification of the Ministry of Corporate Affairs dated August 14, 2014) and revised Clause 49-VII of the Listing Agreement (effective from October 1, 2014) for proposed transaction of sale and supply of raw materials by the Company to Mangalore Chemicals & Fertilizers Limited for an estimated amount of up to Rs. 50,00,00,000 (Rupees fifty crores only).			

Notes:

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. For e-voting, please refer the instructions under "electronic voting" in the notice attached herewith.

Email ID :

Place :

Date :

(Signature of the Shareholder)

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Registered Shareholder will also be accepted.

2. This postal ballot form should be completed and signed by the Shareholder as per the specimen signature recorded with the Company/Depository Participant. In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.

3. In 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 Board Resolution/Authorization.

4. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.

5. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on Tuesday, October 14, 2014. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.

6. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at the item no. 5 above.

7. Voting Rights shall be reckoned on the paid up value of the Shares registered in the name of the Shareholder as on the cut-off date i.e., August 29, 2014.

8. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form, except giving their assent or dissent and putting their signature. If any such paper is sent the same will be destroyed by the Scrutinizer.

9. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

10. The Postal Ballot shall not be exercised by Proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.

11. The Scrutinizer will submit his consolidated report of Postal Ballot and e-voting process to the Chairman after completion of the scrutiny of the Postal Ballot Forms. The results will be announced on October 20, 2014, at the Registered Office of the Company and also be placed on the website of the Company.

12. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to The Company Secretary at the Registered Office of the Company or by e-mail at mhlinvestor@ubmail.com / riteshshah@ubmail.com

13. Shareholders who have not registered their email IDs are requested to register the same with the Company, in case of shares held in physical form and with their respective Depository Participants, in case of share held in dematerialized/electronic form.