MUKTA ARTS LIMITED
an entertainment company
Regd. Office : Mukta House, Behind Whistling Woods Institute, Filmcity Complex,
Goregaon (East), Mumbai 400 065. TEL.: 91-22-3364 9400

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051.

17th October, 2015

Kind Attn: **Corporate Relations Department**

Dear Sirs,

This is to inform you that the Statutory Auditors of the Company, M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022), have tendered their resignation vide their resignation letter dated 5th October, 2015. The Board of Directors of the Company proposes and recommends that M/s Uttam Abuwala & Co., Chartered Accountants, (Firm Registration Number: 111184W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B S R & Co. LLP. Members' approval for the same is being sought by passing a resolution by means of Postal Ballot.

Please find enclosed herewith Notice of Postal Ballot along with Postal Ballot Form which has been dispatched to the shareholders of the Company on 16th October, 2015.

This is for your information and record.

Thanking you,

Yours Faithfully,
For and on behalf of
Mukta Arts Limited

Parvez A. Farooqui
Executive Director

Encl: As above.

MUKTA ARTS LIMITED

CIN : L92110MH1982PLC028180

Registered Office: Mukta House, Behind Whistling Woods Institute, Film City Complex, Goregaon (East) Mumbai - 400 065
Tel. +91 22 33649400 Fax: 91 22 33649401 Website: www.muktaarts.com

Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution appended below for the appointment of M/s Uttam Abuwala & Co., Chartered Accountants, (Firm Registration Number: 111184W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022) is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid item setting out the material facts and reasons thereto is annexed with the Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Nrupang B. Dholakia, Practicing Company Secretary from Dholakia & Associates LLP, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on Monday, 16th November, 2015. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice. The Scrutinizer will submit his report to the Chairman or any other Director of the Company authorized by the Board or Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before 5.00 P.M. on Friday, 20th November, 2015 and the same will be placed on the website of the Company i.e. www.muktaarts.com, website of e-voting agency i.e. www.evotingindia.com and will be communicated to the Stock Exchanges.

ITEM NO. 1

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), M/s Uttam Abuwala & Co., Chartered Accountants (Firm Registration Number:111184W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022).

RESOLVED FURTHER THAT M/s. Uttam Abuwala & Co., Chartered Accountants shall be entitled to hold the office of the Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

Registered Office:

Mukta House, Behind Whistling Woods Institute
Filmcity Complex Goregaon (East),
Mumbai- 400065

Place: Mumbai

Date: 06.10.2015

By Order of the Board

Parvez A Farooqui
Executive Director
DIN:00019853

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed Mr. Nrupang B. Dholakia, Practicing Company Secretary from Dholakia & Associates LLP**,** as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 9th October, 2015. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)) as on 9th October, 2015 will be considered for the purpose of voting and those who are not a member on the said date shall treat this Notice for information purpose only.
4. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to the Company at parvez@muktaarts.com and the Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. A Member cannot exercise his/her vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 P.M. on Monday, 16th November, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
9. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on Monday, 16th November, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
10. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
11. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
12. The Scrutinizer will submit his report to the Chairman or any Director of the Company duly authorized after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 5.00 P.M. on Friday, 20th November, 2015 at the registered office of the Company and the same will be placed on the website of the Company i.e. www.muktaarts.com, website of e-voting agency i.e. www.evotingindia.com and will be communicated to the Stock Exchanges on the said date.
13. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Monday, 16th November, 2015.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 17th October, 2015 at 9.00 A.M. and ends on 16th November, 2015 at 5.00 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 9th October, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(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 sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then directly reach 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 for the relevant <Company Name> on which you choose 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 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may contact Mr. Wenceslaus Furtado on Tel.: 18002005533 or 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(1) AND 110 OF THE COMPANIES ACT 2013

ITEM NO. 1

M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022), have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members. As per the recommendation of the Audit Committee, the Board proposes and recommends that M/s Uttam Abuwala &Co., Chartered Accountants, (Firm Registration No. 111184W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) who shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s Uttam Abuwala &Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the passing of the Ordinary Resolution contained in Item No. 1 of the accompanying Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested financially or otherwise in the said resolution.

Registered Office:

Mukta House, Behind Whistling Woods Institute
Filmcity Complex Goregaon (East),
Mumbai- 400065

Place: Mumbai

Date: 06.10.2015

By Order of the Board

Parvez A Farooqui
Executive Director
DIN:00019853

www.westernpress.in

MUKTA ARTS LIMITED

CIN : L92110MH1982PLC028180

Registered Office: Mukta House, Behind Whistling Woods Institute, Film City Complex, Goregaon (East) Mumbai - 400 065
Tel. +91 22 33649400 Fax: 91 22 33649401 Website: www.muktaarts.com

POSTAL BALLOT FORM

Sr. No.

Sr. No.	Particulars	Details
1.	Name of First Named Shareholder (in Block Letters)	
2.	Postal Address	
3.	Registered Folio No. / *Client ID No. (*Applicable to Investors holding shares in dematerialized form)	
4.	Number of shares held	

I hereby exercise my vote in respect of Ordinary resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my /our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Resolution	No. of shares held by me	I assent to the Resolution (For)	I dissent to the Resolution (Against)
1.	Ordinary Resolution for appointment of Statutory Auditors to fill casual vacancy			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	Password / PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer Mr. Nrupang B. Dholakia, Practicing Company Secretary from Dholakia & Associates LLP, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

2. The self addressed business reply envelope bears the address of the Scrutinizer.

3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). 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.

4. Duly completed Postal Ballot Form should reach the Company not later than 5.00 P.M. on Monday, 16th November, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.

5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).

6. 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 Board resolution/authority letter.

7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Monday, 16th November, 2015.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 9th October, 2015.

9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

10. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.

11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

13. The result of the Postal Ballot will also be posted on the website of the Company www.muktaarts.com and also in the newspaper(s) for the information of the Shareholders.

14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for voting is enumerated in the **Notes to the Postal Ballot Notice.**