DELTA MAGNETS LTD
B-87, MIDC Ambad, Nashik - 422 010, INDIA
Tel: +91 0253 2382238 / 67 | Fax: +92 0253 2382926
Email: sales@deltamagnets.com | www.deltamagnets.com | CIN - L32109MH1982PLC028280

DMG
DELTA MAGNETS GROUP

11th August, 2014

To,
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex,
Bandra (East) Mumbai–400 051
Fax No. 26598235/8237/8347
Symbol: DELTAMAGNT

Dear Sirs,

Sub: Copies of Notice of Postal Ballot

Pursuant to Clause 31 of the Listing Agreement with Stock Exchanges, we are enclosing herewith three copies of Notice of Postal Ballot along with Postal Ballot Forms for your information and record.

You are requested to take the same on your records.

Thanking You.

Yours Faithfully,
For Delta Magnets Limited

Snehal Oak
Company Secretary

Encl: As above

MMG INDIA PVT LTD
144, Seevaram, Thoraipakkam, Chennai - 600 096, INDIA
Tel: +91 44 2496 8000 | Fax: +91 44 2496 0986

MAGDEV LTD
Unit 23 Ash Industrial Estate, Kembrey Park, Swindon,

Corporate Address:-
Bayside Mall, 2nd Floor, Tardeo Road,

DELTA MAGNETS LIMITED

Regd. Off: B-87, MIDC, Ambad, Nashik - 422 010, Maharashtra, India.
CIN No.L32109MH1982PLC028280
Tel No.-91-0253-2382238 | Fax: 92-0253-2382926
Email Id: secretarial@deltamagnets.com | website:www.deltamagnets.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Members,

Notice is hereby given to the members, pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ("the Rule"), as amended from time to time, that resolutions appended below are proposed to be passed as a Special Resolution by way of Postal Ballot.

The Board of Directors of the Company at its meeting held on 4th August, 2014, subject to the approval of the members of the Company by way of a Special Resolution and subject to the necessary approval of such authorities as may be required, has approved the following resolutions as set out in the notice.

Therefore, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Rule and Clause 35B of the Listing Agreement, the consent of the members of the Company for the above purpose is sought to be obtained by way of Postal Ballot / e-voting ("Postal Ballot"). The draft special resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 along with the Rule, setting out the material facts of the resolutions are appended below for consideration of the members.

The Postal Ballot Form and self addressed postage prepaid envelope for exercising your vote is also annexed to this Notice.

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

"RESOLVED THAT in supersession of the resolution passed by way of Postal Ballot dated 12th May, 2010, under Section 293(1)(d) of the Companies Act, 1956 ("old Act") and other applicable provisions, if any, of old Act and Articles of Association of the Company, the consent of the members of the Company pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sum of monies, either in rupees or in such other foreign currencies as may be permitted by law from time to time, from any bank and / or from any one or more other persons, firms, bodies corporates, HUFs, Trusts, Financial Institutional Investors, qualified institutional buyers, Mutual Funds and other funds, financial institutions including Public Financial Institutions as defined under Section 2 of the Companies Act, 2013, and / or eligible foreign lenders and / or any entity / entities and / or authority / authorities, whether by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments and whether secured or unsecured by way of mortgage, hypothecation or lien or pledge of the Company's assets and properties, both present and future, whether immovable or movable or stock in trade, (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies so borrowed by the Company

CERTIFIED TRUE COPY
For Delta Magnets Ltd.
Company Secretary

(apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the monies borrowed by the Board of Directors and outstanding at any time, exclusive of interest and other charges, shall not exceed a sum of ₹ 150 Crores over and above the aggregate of the paid-up share capital and free reserves of the Company for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"**RESOLVED THAT** in supersession of the resolution passed by way of Postal Ballot dated 12th May, 2010 under Section 293(1)(a) of the Companies Act, 1956 ("old Act") and other applicable provisions, if any, of old Act and Articles of Association of the Company, the consent of the members of the Company pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to create such charges, mortgage, pledge and hypothecation, in addition to existing charges, mortgages, pledges and hypothecation created by the Company on such movable and/or immovable, tangible and/or intangible properties of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments either in rupees or in such other foreign currencies as may be permitted by law from time to time, issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 and temporary loans obtained from the Company's Bankers in the ordinary course of business, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other document entered into/to be entered into between the Company and the lender(s)/ agent(s)/ trustee(s), in respect of the said loans/borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/ agent(s)/trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT in supersession of the resolution passed by way of Postal Ballot dated 12th May, 2010 under Section 372A of the Companies Act, 1956 ("old Act") and other applicable provisions, if any, of old Act and Articles of Association of the Company and subject to the necessary approvals, permissions and sanctions of any authority required, if any, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, the consent of the members of the Company pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to give loan(s) to any person(s) or body corporate(s) and/or give any guarantee/ provide any security(ies) in connection with loan(s) made to any person(s) or body corporate(s) and to acquire by way of subscription, purchase or otherwise the securities of any body corporate(s) up to a limit not exceeding ₹ 150 Crores notwithstanding that the aggregate of the loans, guarantee or securities so far given to any person(s) or body corporate(s) and/or securities so far acquired in all bodies corporate may exceed the limits prescribed under the Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be so given as loan, provide as guarantee or security and to be invested and all matters arising out of or incidental to the proposed investment.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board to sell, dispose off securities acquired/to be acquired, at such price and at such time and on such terms and conditions as the Board may think fit and proper in the interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

By order of the Board,
For **DELTA MAGNETS LIMITED**

Place : Mumbai
Date : 04.08.2014

SNEHAL OAK
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956) read with Section 110 of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto.
2. The Board of Directors has appointed Mr. Ashish Kumar Jain, Proprietor of M/s. A K Jain & Co., Company Secretary in practice as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
3. The Notice is being sent to all the members of the Company whose name appears in the Register of Members/list of Benificial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 8th August, 2014 (Cut-off date/Benpose date).
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the 'Investors' section on the Company's website www.deltamagnets.com.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013 along with the Rules as may be prescribed therein, and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional.
6. Voting period will commence on Wednesday, 13th August, 2014 at 10.00 a.m and end on Wednesday, 10th September, 2014 till 5.30 p.m.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appeared in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 8th August, 2014 (Cut-off date/Benpose date).
8. A Member 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., Wednesday, 10th September, 2014 till 5.30 p.m.
9. Only a Member entitled to vote is entitled to exercise his vote through e-voting/physical ballot and send it to the Scrutinizer. Any person having no voting rights should treat this Notice as intimation only.
10. Members are requested to read carefully the instructions printed on the Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before Wednesday, 10th September, 2014 till 5.30 p.m. Please note that any Postal Ballot Form (s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
11. The scrutinizer will submit his report to the Managing Director or Company Secretary of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot / e-voting will be announced on Friday, 12th September, 2014 at the Corporate Office of the Company situated at Bayside Mall, 2nd Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai – 400 034 at 5.30 p.m. and the same result shall also be available at the Registered Office of the Company at B-87, MIDC, Ambad, Nashik-422 010 on the same day and will also be informed to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, displayed on the Company's website www.deltamagnets.com and published in newspapers.
12. The date of declaration of the results of the Postal Ballot i.e. Friday, 12th September, 2014 shall be deemed to be the date of passing of the said Special Resolution.
13. The Company shall after completion of dispatch of Postal Ballot Notice, publish a news paper advertisement as stipulated by provisions of Rule 22 of Companies (Management and Administration) Rules, 2014, giving out the information, as stated there in.

INSTRUCTION FOR VOTING

In compliance with provisions of Section 108, 110 and all other applicable provisions of the Companies Act, 2013 read with the Rule and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice- versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

Voting in Physical Form:

If a member has opted to vote by physical ballot, please refer to the instructions printed on the backside of the Postal Ballot Form, forming part of this notice.

Voting in Electronic Form (e-voting):

The instructions for members for voting electronically are as under:-

(A) The voting period begins on Wednesday, 13th August, 2014 at 10.00 a.m. and ends on Wednesday, 10th September, 2014 at 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 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

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

(ii) Click on "Shareholders" tab.

(iii) 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.

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

(v) 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.

(vi) 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.
Dividend Bank Details	Enter the Dividend 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 Dividend 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 Dividend Bank details field.

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

(viii) 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.

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

(x) Click on the EVSN for the relevant Delta Magnets Limited on which you choose to vote.

(xi) 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.

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

(xiii) 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.

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

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

(xvi) 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.

(xvii) 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 they have to create 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 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.

(xviii) 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.

By order of the Board,
For **DELTA MAGNETS LIMITED**

Place : Mumbai
Date : 04.08.2014

SNEHAL OAK
Company Secretary

DMG
DELTA MAGNETS GROUP

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1 AND 2

In terms of the provisions of erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the consent of the Shareholders in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose). Shareholders of the Company by way of Postal Ballot on 12th May, 2010 had accorded consent to the Board of Directors for borrowing any sum or sums of money outstanding at any point of time, not exceeding the sum of ₹ 150 Crores.

Further by the same Postal Ballot,the shareholders had also accorded consent to the Board of Directors for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings.

The Ministry of Corporate Affairs vide its General Circular No. 04 /2014 dated 25th March, 2014 ("Circular"), clarified that the resolutions passed under section 293 of Companies Act 1956 with reference to Borrowings and/or creation of security on the assets of the company prior to 12th September, 2013 ("Notified Date") will be valid for a period of one year from the said Notified Date. Therefore to comply with the Circular, your Board proposes the Special resolutions under Section 180 (1) (a) and 180 (1) (c).

Whilst no increase in the said limits is currently being proposed,your approval is sought by way of voting by Postal Ballot in terms of the provisions of Section 108,110 and 180 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

ITEM NO. 3

The increasing business operations and future growth plans of the Company necessitate investment in any body corporate by way of subscription and /or purchase of equity / equity related securities and / or debentures, grant of loan, guarantee and / or providing of security from time to time.

As per the provisions of Section 186 of the Companies Act, 2013, a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorized by members of the Company through a Special Resolution.

Whilst no increase in the said limits is currently being proposed, your approval is sought by way of voting by postal ballot in terms of the provisions of Section 108, 110 and 186 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

By order of the Board,
For **DELTA MAGNETS LIMITED**

SNEHAL OAK
Company Secretary

Place : Mumbai
Date : 04.08.2014

DELTA MAGNETS LIMITED
Regd. Off:-B-87, MIDC, Ambad, Nashik-422 010.Tel No. 91-0253-2382238 Fax No. 92-0253-2382926
Email ID : secretarial@deltamagnets.com Website : www.deltamagnets.com
CIN No. L32109MH1982PLC028280

Postal Ballot Form
(To be returned to Scrutinizer appointed by the Company)
Serial No.:

1. **Name(s) and Registered address of sole/first named member** :
(In Block Letters)

2. **Name(s) of Joint holder(s), if any** :

3. **Registered folio no./DP Id No.*/Client Id No.*** :
(*Applicable to Member holding shares in dematerialised form)

4. **Number 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 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.	Description	Type of resolution	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Consent of the Company under Section 180(1)(c) of the Companies Act, 2013 and Rules made thereunder .	Special			
2.	Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 and Rules made thereunder.	Special			
3.	Consent of the Company under Section 186 of the Companies Act, 2013 and Rules made thereunder.	Special			

Place :
Date :

(Signature of Member)

1. **Members Opting for e-voting please refer to the Notice of Postal Ballot.**
2. **Kindly read the instructions printed overleaf before filing the form.**

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM:-

1. Member(s) 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, A K Jain & Co, Practicing Company Secretary in the attached self addressed postage pre-paid 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 Member will also be accepted.

2. This Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company or Depository Participants, as the case may be). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form.

3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Wednesday, 10th September, 2014 till 5.30 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received.

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

6. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.

7. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.

8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.

9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appeared in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 8th August, 2014 (Cut-off date/ Benpose date).

11. A Member 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., Wednesday, 10th September, 2014 till 5.30 p.m.

12. Members are requested not to send any other paper/correspondence (other than Mentioned at Point No. 3 above) along with the Postal Ballot Form in the enclosed self addressed postage prepaid 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.

13. The Postal Ballot shall not be exercised by a Proxy.

14. The results of the Postal Ballot / e-voting will be announced by the Managing Director or Company Secretary of the Company on Friday, 12th September, 2014 at the Corporate Office of the Company situated at Bayside Mall, 2nd Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai – 400 034 at 5.30 p.m. and the same result shall also be available at the Registered Office of the Company at B-87, MIDC, Ambad, Nashik-422 010 on same day and will also be informed to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, displayed on the Company's website www.deltamagnets.com and published in newspapers.

15. Member need not use all the votes nor needs to cast all the votes in the same way.