



Maharaja Shree UMAID MILLS LIMITED

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POSTAL BALLOT NOTICE

Pursuant to section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014

To,

The Shareholders,

Notice is hereby given that the following resolution is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") & Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time ["SEBI (Delisting) Regulations"].

The resolution proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolution & a Postal Ballot Form including instructions for e-voting are appended hereto for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution.

Shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on 23.07.2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received.

E-voting Option

Shareholders may choose to vote using e-voting facility as an alternate which may enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Board of Directors of the Company has appointed, M/s. Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process. After completion of the scrutiny, the Scrutinizer will submit their report to the Executive Director and in his absence to any other authorized person of the Company. The results of the Postal Ballot will be declared by the Executive Director/ authorized person on 31.07.2014 by 11:00 A.M. at the Registered Office of the Company and will also be posted on the website of the Company (www.msumindia.com). Further the results will be communicated to all the Stock Exchanges where the equity shares of the Company are listed and shall also be published in the newspaper(s).

In the event the proposed resolution is approved by requisite majority of shareholders by means of Postal Ballots and e-voting, and also subject to that the vote cast by public shareholders in favour of the resolution is at least two times the number of vote cast by the public shareholders against the proposed resolution, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

1. Voluntary Delisting of Equity Shares of the Company from the BSE Limited and The Calcutta Stock Exchange Limited:-

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or enactments thereof for the time being in force) and to the extent Rules notified therein, the Securities Contract (Regulation) Act, 1956, and the rules framed thereunder, the Listing Agreements with the BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE"), SEBI (Delisting of Equity Shares) Regulations 2009 as amended, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchanges, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board") or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from all the Stock Exchanges where the equity shares of the Company are presently listed, i.e., BSE and CSE."

"RESOLVED FURTHER THAT the Board of Directors / a Committee of Directors / persons authorized by the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares from all the aforementioned Stock Exchanges."

By Order of the Board
For Maharaja Shree Umaid Mills Limited
Sd/-
Pradij Kumar Ojha
(Company Secretary)

Place : Kolkata

Date : 29.05.2014

Notes:

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution are annexed hereto alongwith a Postal Ballot Form for your consideration.
- Shareholders are requested to make all correspondences pertaining to shares of the Company to its Registrar and Transfer Agent ("RTA"), i.e. Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, Kolkata - 700 001, Tel No. : (033) 2243-5809/ 5029, Fax No. : (033) 2248 4787, E-mail : mdpl@cal.vsnl.net.in.
- The Notice is being sent to all the members by post as per clause 35B of Equity Listing Agreement (electronically by email to those Shareholders who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 30.05.2014. The Voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on 30.05.2014.
- The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ("CDSL") for which the required procedure is incorporated in the Postal Ballot Notice.
- The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 23.07.2014 failing which it shall be strictly treated as if no reply has been received from such shareholder.
- Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
- Any query connected with the Special Resolution proposed to be passed by means of Postal Ballot including voting by electronic means may be addressed to Company Secretary, Maharaja Shree Umaid Mills Limited, 'Krishna', Room No. 706, 7th Floor, 224 A.J.C. Bose Road, Kolkata-700017.
- A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer not later than the date specified in SI No. 5 above.
- A shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. However, in case shareholder(s) cast their vote both by Physical Ballot and e-voting, then the voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING):

In compliance with the provisions of Section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014 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 person/ entity should not vote by postal 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 a tripartite agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The instructions for members for voting electronically are as under:-

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, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code 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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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)	
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.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the "ABCDE12345" in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the User ID 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 EVSN 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 shareholders 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 <Company Name> 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 Resolutions.
- (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 Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then 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 of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 24.06.2014 at 10.01 A.M. and ends on 23.07.2014 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 30.05.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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

The equity shares of Maharaja Shree Umaid Mills Limited ("MSUML") are presently listed on the BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE"). The Promoters / Promoter Group collectively hold 1,93,91,400 equity shares of MSUML representing 74.81% of the subscribed and paid-up equity share capital of MSUML and 65,28,600 equity shares are held by public shareholders representing 25.19% of MSUML's subscribed and paid up equity share capital. On 27.05.2014, the Company received a letter from Mr. Lakshmi Niwas Bangur, being one of the constituent of the Promoter Group of the Company ('Acquirer') proposing to make a voluntary delisting offer to the public shareholder with a view to delist the equity shares of the Company from both the Stock Exchanges.

The objective of the Delisting Proposal as stated by the Acquirer in the requisition letter is (i) to obtain full ownership of MSUML, which will provide the Promoter/ Promoter Group with increased operational flexibility to support MSUML's business, (ii) to provide an exit opportunity to the Public Shareholders and (iii) to save time and cost for compliance with various clauses of the Listing Agreement with both the Stock Exchanges.

In terms of regulation 8(1)(b) of the SEBI (Delisting) Regulations, the delisting Proposal requires the approval of the shareholders of MSUML by way of a special resolution passed through a postal ballot. Further, as per proviso to regulation 8(1)(b) of the SEBI (Delisting) Regulations, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by the public shareholders against it.

The shareholder's approval is being sought by passing a Special Resolution for Delisting of the Company's Equity Shares from the aforementioned Stock Exchanges in accordance with the provisions of SEBI (Delisting) Regulations.

Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoter/ Promoter Group in the Company.

By Order of the Board
For Maharaja Shree Umaid Mills Limited
Sd/-
Pradip Kumar Ojha
(Company Secretary)