

MID-DAY MULTIMEDIA LIMITED
Registered Office: 156-D, J. Dadajee Road, Tardeo, Mumbai – 400 034

NOTICE

Notice is hereby given that an **Extraordinary General Meeting** of the Members of Mid-Day Multimedia Limited will be held on Saturday, September 17, 2005 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubhash Marg, Mumbai – 400 001 at 11.00 a.m. to transact the following Special Businesses:

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Companies Act, 1956 and all other applicable rules, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all applicable approvals and permissions and sanctions and subject to such conditions as may be prescribed by the concerned authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company, consent of the Company be accorded for accepting investment including FDI by Foreign entities, FIIs, NRIs, PIOs, etc. and portfolio investments by recognized FIIs, in the equity shares of the Company by purchase or acquisition on the recognized stock exchanges under the Portfolio Investment Scheme under FEMA subject to the condition that the total holding of the Foreign entities, NRIs, PIOs, etc. and portfolio investment by recognized FIIs together shall not exceed 26% of the paid-up equity share capital of the Company or such other maximum limit as may be prescribed from time to time.”

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

“RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and / or sanction of the Central Government, Ministry of Information and Broadcasting, Reserve Bank of India and any other appropriate authorities, institutions or Bodies (hereinafter collectively referred to as the appropriate authorities) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction hereinafter referred to as the requisite approvals) and which may be agreed to by the Board of Directors of the Company (hereinafter called the Board which term shall be deemed to include any committee thereof) the consent of the Company be and is hereby accorded to the Board, to issue and allot 21,90,000 (Twenty One Lac Ninety Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 72 /- (Rupees Seventy Two Only) per equity share aggregating to an issue price of Rs. 17,95,80,000/- (Rupees Seventeen Crore Ninety Five Lacs Eighty Thousand Only) to T. ROWE PRICE INTERNATIONAL, INC. (which is a FII registered with SEBI) on a preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit.

RESOLVED FURTHER THAT

1. The equity shares to be so offered and allotted to T. ROWE PRICE INTERNATIONAL, INC. shall be in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company;
2. The equity shares shall rank pari passu with the existing equity shares of the Company in all respects including as to dividend;
3. The Relevant date for the Preferential issue as per the SEBI (Disclosure and Investor Protection) Guidelines, 2000 is August 18, 2005.
4. The equity shares shall be subject to a lock-in period of One Year from the date of their allotment pursuant to the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as amended upto date.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to Managing Director or Chief Financial Officer or Company Secretary of the Company to give effect to the aforesaid resolution.”

3. Alteration of Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 192A of the Companies Act, 1956, the Articles of Association of the Company be altered by adding a new Article No. 91A by passing following resolutions at the forthcoming Extraordinary General Meeting as under;

“Article 91A: Passing of Resolutions by Postal Ballot

Notwithstanding anything contained in the Articles of Association of the company, the Company do adopt the mode of passing resolutions by the members of the Company by means of a Postal Ballot (which includes voting by electronic mode) and/or other ways as prescribed in the Companies (passing of the resolution by Postal Ballot) Rules, 2001 in respect of the matters as mentioned in Section 192A of the Companies Act, 1956 and any amendments thereof from time to time. “

The Company shall comply with the procedure for such postal ballot and/or other ways prescribed in the rules in this regard.”

By Order of the Board
For **Mid-Day Multimedia Limited**

Vidya Shembekar
Company Secretary

Registered Office:

Mid-Day Multimedia Limited
156-D, J. Dadajee Road, Tardeo, Mumbai – 400 034.
Mumbai, August 24, 2005

Notes:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member of the Company. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays & Sundays between 11.00 a.m. and 1.00 p.m., up to the date of the ensuing Extraordinary General Meeting.
4. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956 to the accompanying Notice dated August 24, 2005

ITEM NO. 1

Investment by FIIs/NRIs/ PIOs upto a ceiling of 26%

Pursuant to the recent liberalisation measures mooted by the Government of India, the Reserve Bank of India, by amending the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, has granted permission to Foreign Institutional Investors (FIIs), Non-Resident Indians, PIOs to invest up to 26% in the paid up capital of the Company.

Subject to the approval of Members of the Company by way of a special resolution, the Board of Directors of the Company at their meeting held on August 24, 2005, inter alia, approved, Foreign Direct Investment by Foreign Institutional Investors, Non Resident Indians, PIOs and portfolio Investment by recognized FIIs up to 26% of the paid up Equity Capital of the Company. This new development will be beneficial to the Company.

The resolution set out at Item 1 of the accompanying Notice will enable the FIIs, NRIs, PIOs etc. to acquire shares of the Company through authorised dealers within the 26% ceiling as per the FEMA Regulations, 2000 and guidelines for portfolio investment scheme of Reserve Bank of India.

Your Directors, therefore, recommend the resolution for your approval.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

ITEM NO. 2

Issue of equity shares on Preferential basis to a Foreign Institutional Investor

The Company has major expansion plans over the next few years. To fund the expansion plans, Company needs to raise resources for various capital expenditures including procurement of machineries, setting up of additional printing press etc.

Hence, it is proposed to issue equity shares to a Foreign Institutional Investor registered with Securities and Exchange Board of India T. ROWE PRICE INTERNATIONAL, INC. on a preferential allotment basis in terms of the Guidelines for Preferential Issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (hereinafter referred to as the .Preferential Issue Guidelines), as referred to in the resolution set out at item No. 2 of the accompanying Notice.

The details of the issue and other particulars as required in terms of the Preferential Issue Guidelines are given as under:

Allotment of the Equity shares to T. ROWE PRICE INTERNATIONAL, INC. would be done at a price of Rs. 82/- per equity share comprising Rs. 10/- per share towards the face value of the equity share and Rs. 72/- per share towards share premium. The minimum price as per the SEBI pricing formula for preferential allotment is Rs. 76.59 per share. This price is the higher of the average of the high and low of the closing prices, at the National Stock Exchange India Limited during the six months prior to the relevant date, viz. August 18, 2005, (Rupees 72.59 per share) and the average of the high and low of the closing price for the two weeks preceding the relevant date (Rupees 76.59 per share). Post issue equity capital would be Rs. 44,75,62,770/-. Premium on account of the allotment of 21,90,000 equity shares will be Rs. 15,76,80,000/-

'Relevant date' for this purpose means the date 30 days prior to the date on which the meeting of general body of shareholders is held, in terms of Section 81 (1A) of the Companies Act, 1956 to consider the preferential issue.

Disclosure as required under Regulation 13.1A of SEBI (Disclosure & Investor Protection) Guidelines, 2000, for the purpose of allotment of Equity shares to T. ROWE PRICE INTERNATIONAL, INC., on preferential basis:

The Object/s of the issue through Preferential offer	The issue proceeds would be deployed in capital expenditure required for the existing operations, expansion, and investment in subsidiaries.
Intention of Promoters/ Directors/ Key Management persons to The preferential offer	Since the present issue of equity shares under preferential allotment is specifically made to T. ROWE PRICE INTERNATIONAL, INC., the promoters or subscribe to of directors the Company would not be subscribing to this preferential issue of equity shares.
Shareholding Pattern before and after the offer	As per Annexure-I
Proposed time within which the allotment shall be completed	As specified under clause 13.4.1 of SEBI (DIP) Guidelines, 2000.
The identity of the proposed allottee and the percentage of the post preferential issue capital that may be held by them	T. ROWE PRICE INTERNATIONAL, INC., No. 290, Orchard Road, #14-04, Paragon, Singapore, a highly respected Foreign Institutional Investor registered with SEBI having headquarters in USA and doing all its Asian investments through Singapore. T. ROWE PRICE INTERNATIONAL, INC., will hold 4.89% of the equity capital of the Company after the preferential allotment.

**ANNEXURE - I
Shareholding Pattern**

Sr. No.	Particulars	Pre-Preferential Allotment		Post-Preferential Allotment	
		No. of Shares	Percentage of shareholding	No. of Shares	Percentage of shareholding
A	Promoter Group				
1	Mr. Tarique Ansari	4337298	10.19	4337298	9.69
2	Mr. Khalid Ansari	4338055	10.19	4338055	9.69
3	Ms. Rukya Ansari	4337298	10.19	4337298	9.69
4	Ms. Tehzeeb Ansari	4337298	10.19	4337298	9.69
5	Mr. Sharique Ansari	4337298	10.19	4337298	9.69
6	Mrs. Anuradha Ansari	2500	0.01	2500	0.01
7	Ferari Investments & Trading Co. Pvt. Ltd.	750000	1.76	750000	1.68
8	Inquilab Offsets Printers Pvt. Ltd.	220023	0.52	220023	0.49
9	Meridian Holding & Leasing Co. Pvt. Ltd.	165679	0.39	165679	0.37
	– Foreign Promoters	NIL	NIL	NIL	NIL
	– Persons acting in concert	NIL	NIL	NIL	NIL
	Sub-Total	22825449	53.62	22825449	51.00
B	Non-Promoter's Holding				
1	Institutional Investors				
a	Mutual Funds	647002	1.52	647002	1.45
b	Banks & Financial Institutions & others	360000	0.85	360000	0.80
c	FII - Proposed Allottee				
	T. Rowe Price International, Inc.	NIL	NIL	2190000	4.89
	Sub-Total	1007002	2.37	3197002	7.14
2	Private Corporate Bodies	10826450	25.43	10826450	24.19
3	Indian Public	7907376	18.58	7907376	17.67
	GRAND TOTAL	42566277	100.00	44756277	100.00

Lock in: The securities issued as above to a T. ROWE PRICE INTERNATIONAL, INC. shall be locked in for a period of one year from the date of allotment.

Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the above equity shares.

The Auditor's Certificate stating the pricing of the said issue is in accordance with SEBI Guidelines for the Preferential Issue is open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. prior to the date of the Extraordinary General Meeting and will be available for inspection at the meeting.

The Directors recommend this resolution for adoption.

None of the Directors of the Company are interested in the resolution.

ITEM NO. 3

Section 192A of the Companies Act, 1956 provides for voting through postal ballot including voting by electronic mode by a listed company. The Central Government has been empowered to specify the businesses, which shall be conducted only through postal ballot.

In this connection it is proposed to insert a new Article as "Article 91A- Passing of resolution by Postal Ballot" in the Articles of Association of the Company to enable to pass the resolutions by way of postal ballot.

Any amendment to the Articles of Association requires approval of the members by way of a special resolution. The Board of Directors recommend the Resolution at Item No. 3 for the approval of Members.

None of the Directors of the Company are interested in the resolution.

By Order of the Board
For Mid-Day Multimedia Limited

Vidya Shembekar
Company Secretary

Registered Office:

Mid-Day Multimedia Limited
156-D, J. Dadajee Road, Tardeo, Mumbai – 400 034.
Mumbai, August 24, 2005

ATTENDANCE SLIP

Mid-Day Multimedia Limited

Registered Office: 156-D. J. Dadajee Road, Tardeo, Mumbai 400 034

EXTRAORDINARY GENERAL MEETING - SEPTEMBER 17, 2005 AT 11.00 a.m.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint Shareholders may obtain additional Attendance Slip on request.

DP. Id*	
Client Id*	

Regd. Folio No.	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held:

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING** of the Company being held on Saturday, 17th September, 2005 at M. C. Ghai Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Mumbai - 400 001 at 11.00 a.m.

Signature of the Shareholder or proxy

*Applicable for investors holding shares in electronic form.

-----TEAR HERE-----

PROXY FORM

Mid-Day Multimedia Limited

Registered Office: 156-D. J. Dadajee Road, Tardeo, Mumbai 400 034

EXTRAORDINARY GENERAL MEETING - SEPTEMBER 17, 2005 AT 11.00 a.m.

DP. Id*	
Client Id*	

Regd. Folio No.	
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I/We.....of
..... being a member/members of Mid-Day Multimedia
Limited hereby appoint.....of
.....or failing him
..... of..... as my/our
proxy to vote for me/us and on my/our behalf at the **EXTRAORDINARY GENERAL MEETING** to be held on Saturday, 17th September, 2005 at M. C. Ghai Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Mumbai - 400 001 at 11.00 a.m. or at any adjournment thereof.

Affix
Re. 1
Revenue
Stamp

Signed this day of 2005.

*Applicable for investors holding shares in electronic form.

Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.



Book - Post

If undelivered, please return to:



Mid-Day Multimedia Limited

Registered Office: 156-D. J. Dadajee Road, Tardeo, Mumbai 400 034

