

SR.NO.

MID-DAY MULTIMEDIA LIMITED

Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai -400 012.
Tel: 2419 7171/2410 4545 Fax: 2415 0009

POSTAL BALLOT FORM

- (1) Name(s) of Shareholder(s)
including Joint-holders, if any:
- (2) Registered Address of the Sole/
First named Shareholder:
- (3) Registered Folio No./
DP ID No./Client ID No.*:
(Applicable to investors holding
shares in a dematerialised form)
- (4) No. 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 notice by sending my/our assent or dissent of the said resolution by placing the tick (✓)mark at the appropriate places in the box below.

Item No.	Description	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	<p>Special Resolution under Section 372A of the Companies Act, 1956,</p> <p>1. "RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary and subject to approval of the shareholders by way of Postal Ballot, consent of the Company be and is hereby accorded to the Board of Directors of the Company;</p> <p>a) for giving corporate guarantees/ providing securities not exceeding Rs. 50 crores in favour of UTI Bank Limited on behalf of Radio Mid-Day West (India) Limited.</p> <p>b) for making investments including corporate guarantees/ securities provided /loans/advances etc. not exceeding Rs. 50 crores in any of the following companies</p> <p>1) Radio Mid-Day West (India) Limited</p> <p>2) Mid-Day Radio North (India) Limited</p> <p>3) Mid-Day Broadcasting South (India) Pvt. Ltd.</p> <p>However the aggregate of such investments including corporate guarantees/securities provided /loans/advances etc. shall not exceed the amount of Rs. 100 crores over and above the limit prescribed under Section 372A of the Companies Act, 1956."</p>			

Place:

Date:

(Signature of the Shareholder)



INSTRCUTIONS:

1. A shareholder desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached self-addressed envelope. The postage will be borne and paid by the Company. Envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholders. In case of joint share holding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
4. Unsigned postal ballot forms will be rejected.
5. Duly completed postal ballot forms should reach the Company not later than by the close of working hours on 08.07.2006. Postal ballot forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
6. In the 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 relevant board resolution/authorisation.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the date of dispatch of notice pursuant to Section 192A(2) of the Act.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.



MID-DAY MULTIMEDIA LIMITED

Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai- 400 012

Phone: 2419 7171 Fax: 2415 0009

Dear Member,

Notice pursuant to Section 192A(2) of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A (2) of the Companies Act, 1956, read with the Companies (passing of the resolution by postal ballot) Rules, 2001 that the enclosed resolutions are proposed to be passed by Postal Ballot related to making investments/giving corporate guarantees/ providing securities in any of the following companies to the tune of Rs. 100 crores over and above the limit prescribed under Section 372A of the Companies Act, 1956;

- 1) Radio Mid-Day West (India) Limited
- 2) Mid-Day Radio North (India) Limited
- 3) Mid-Day Broadcasting South (India) Pvt. Ltd.

Since the proposed amount of investments, loans and advances and guarantees exceed the limit prescribed under Section 372A of the Companies Act, 1956 (60% of the paid up share capital and free reserves or 100% of the free reserves whichever is more) and to enable the Company to achieve the above purpose, the Company will be required to obtain approval of the shareholders of the Company by way of Postal Ballot.

The Company is desirous of seeking your consent for the proposals as contained in the resolutions attached herewith. An explanatory statement pertaining to the said resolutions setting out all the material facts and reasons therefore is annexed.

The consent of the members is required to be obtained by means of a Postal Ballot. Accordingly, the said resolutions and the explanatory statement are being sent to you along with a postal ballot form for your consideration. Duly completed postal ballot form should reach the Company not later than by the close of the working hours of July 8, 2006.

The Company has appointed Mr. Virendra Bhatt, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed, in the enclosed self-addressed envelope so as to reach the scrutinizer on or before July 8, 2006. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballot forms and the results of the postal ballot will be announced at the Annual General Meeting to be held on Monday, July 17, 2006 and will be placed on the Notice Board at the Registered Office of the Company.

Item No.1

To pass the following resolution as Special Resolution:

1. "RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary and subject to approval of the shareholders by way of Postal Ballot, consent of the Company be and is hereby accorded to the Board of Directors of the Company;
 - a) for giving corporate guarantees/ providing securities not exceeding Rs. 50 crores in favour of UTI Bank Limited on behalf of Radio Mid-Day West (India) Limited.
 - b) for making investments including corporate guarantees/securities provided /loans/advances etc. not exceeding Rs. 50 crores in any of the following companies
 - 1) Radio Mid-Day West (India) Limited
 - 2) Mid-Day Radio North (India) Limited
 - 3) Mid-Day Broadcasting South (India) Pvt. Ltd.

However the aggregate of such investments including corporate guarantees/securities provided /loans/advances etc. shall not exceed the amount of Rs. 100 crores over and above the limit prescribed under Section 372A of the Companies Act, 1956."

By Order of the Board of Directors

Vidya Shembekar
Company Secretary

Date: May 26, 2006

Registered Office:

Peninsula Centre, Dr.S.S. Rao Road,
Parel, Mumbai - 400 012.



Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Radio Mid-Day West (India) Limited, a subsidiary of Mid-Day Multimedia Limited is in process of setting up radio station in various cities and for this purpose will be requiring funds to meet its expansion activities.

Radio Mid-Day West (India) Limited is in the process of raising funds from its Bankers. In lieu of this the Company has received a request to provide corporate guarantees for the funds raised or to be raised by Radio Mid-Day West (India) Ltd. The Company is also planning to make investments and advance loans or provide securities and guarantees to fund the requirements of the following Radio companies.

- 1) Radio Mid-Day West (India) Limited
- 2) Mid-Day Radio North (India) Limited
- 3) Mid-Day Broadcasting South (India) Private Limited

The Company proposes to make substantial investments over the next few years in the areas of Radio broadcasting, transmission, entertainment, including modernisation / expansion of existing Radio business and investment in associate / affiliate companies and other bodies corporate.

Since the proposed amount of investments, loans and advances and guarantees exceed the limit prescribed under Section 372A of the Companies Act, 1956 (60% of the paid-up share capital and free reserves or 100% of the free reserves whichever is more) and to enable the Company to achieve the above purpose, the Company will be required to obtain approval of the shareholders of the Company by way of Postal Ballot.

Any investments/ loans and advances and guarantees given / security provided in excess of limits prescribed under Section 372A of the Companies Act, 1956 requires the approval of the Company through postal ballot and accordingly the Board of Directors of the Company recommends passing of the resolution as a Special Resolution for approval by the Members, by exercising their vote through postal ballot. A postal ballot form is being sent along with the notice.

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

By Order of the Board of Directors

Vidya Shembekar
Company Secretary

Date: May 26, 2006

Registered Office:

Peninsula Centre, Dr.S.S. Rao Road,
Parel, Mumbai - 400 012.