

By Fax/Speed Post/E-mail

No/BS/311/PB/2015

18.03.2015.

The Listing Department, National Stock Exchange of India Ltd Exchange Plaza Bandra Kurla Complex MUMBAI 400051 Symbol & Series: MMTC /EQ (Fax No: 022-26598237/ 8238/8347/8348)	Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street MUMBAI 400 001 Company Scrip Code:513377 (Fax No:022-22723121/ 22722037 / 22722039)
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Manager(Listing) Madras Stock Exchange Ltd Exchange Building P B No. 183, 11, Second Line Beach CHENNAI 600 001 (Fax No. 044-25244897/044-25218206)	The Secretary The Calcutta Stock Exchange Ltd 7, Lyons Range KOLKATA 700 001 (Fax No.: 033-22302514/ 22102223/ 4492/ 4500/22306977)	General Manager(Listing) Delhi Stock Exchange Ltd DSE House 3/1 Asaf Ali Road NEW DELHI 110 002 File No. 6346. (Fax No: 011-46470053/ 46470054/ 0074/0056 / 0099)
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Symbol & Series: MMTC /EQ

Sub: Notice of Postal Ballot dated the 11th march 2015.

Dear Sir,

Further to our letter No/BS/PB/2015 dated 11th March 2015 intimating thereon the approval of Board of MMTC for undertaking Postal Ballot process, please find enclosed three copies of the Notice of Postal Ballot dated 11th March 2015 to the Shareholders of MMTC Limited in this regard.

The above is for your information and records please.

Thanking you,

Yours faithfully,
For MMTC Limited,

Encl: As above

“हिन्दी में लिखे पत्रों का स्वागत है”

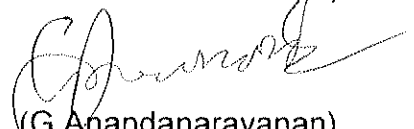
कोर-1, “स्कोप कॉम्प्लैक्स”, 7 इंस्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110 003 भारत
 Core-1, “SCOPE COMPLEX”, 7 Institutional Area, Lodhi Road, New Delhi-110 003 INDIA

दूरभाष / Tel. : 011- 24362200

E-mail : mmtc@mmtclimited.com Website : www.mmtclimited.gov.in

PAN No. : AAACM1433E

CIN : L51909DL1963GO1004033


 (G. Anandanarayanan)
 Assistant Company Secretary

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act 2013)

Notice is hereby given that pursuant to Section 110 of the Companies Act 2013 and other applicable provisions of the Companies Act, 2013, (the Act) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, that the Resolutions set out below are proposed to be passed by way of Postal Ballot /E-voting. An Explanatory Statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to the notice, along with a Postal Ballot Form (the Form) for your consideration.

2. According to provisions of Section 186 of Companies Act, 2013, where the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with investment, loan, guarantee or security proposed to be made or given by the Board, exceeds 60% of Companies paid-up share capital, free reserves, and securities premium or 100% of its free reserves and securities premium, whichever is more requires previous authorization of shareholders by a Special Resolution passed in a General Meeting. MMTC Limited (the Company) is seeking the consent of its members through postal ballot for transacting the following business:
 - (a) Further Investment of a sum of Rs. 149.34 crores in M/s Neelachal Ispat Nigam Ltd (NINL) Bhubaneswar to be funded out of Internal Accrual/reserves by subscribing to 9,95,60,000 equity shares of face value of Rs.10/- each at a premium of Rs. 5/- per equity share for meeting capital requirements of Phase-II of NINL.
 - (b) To extend Short term Credit Facility to the maximum extent of Rs. 750 Cr. to M/s Neelachal Ispat Nigam Ltd (NINL) at any point of time as Working Capital assistance/trade finance/debt repayment obligation for its day to day operational activities on continuing basis applicable for the period upto 31.03.2016. Though this facility of financing our Joint venture Company (NINL) is exempted under the provisions of Companies Act 2013, yet the Company is seeking consent of members of the Company in this regard.
 - (c) To provide an additional amount of Rs 130 Crores as an one time facility to NINL if, required, towards repayment of term loan till alternate funding from the Financial Institutions is arranged by NINL.
3. According to provisions of Section 188 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Clause 49 of the Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof) requires previous authorization of shareholders by a Special Resolution passed in a General Meeting. MMTC Limited (the Company) is seeking ratification/consent of its members through postal ballot for transacting the following business:
 - (a) Related Party Transactions with M/s MMTC PAMP India Pvt Ltd.(MPIPL) to the extent of Rs 4633.13 crores **for the period 1.4.2014 to 30.9.2015** including transactions to the extent of Rs. 388.11 crores already undertaken during the period from 1.4.2014 to 04.02.2015.
 - (b) Related Party Transactions with M/s Neelachal Ispat Nigam Ltd(NINL) to the extent of Rs 2160.00 crores **for the period 1.4.2014 to 30.9.2015** including transactions to the extent of Rs.500.00 crores already undertaken during the period from 1.4.2014 to 31.10.2014.
 - (c) Related Party Transactions with M/s MMTC Transnational Pte Ltd (MTPL) Singapore to the extent of Rs. 2815.00 crores **for the period 1.4.2014 to 30.9.2015** including transactions to the extent of Rs. 505.00 crores already undertaken during the period from 1.4.2014 to 31.10.2014 by NINL Division.
 - (d) Related Party Transactions with M/s MMTC Gitanjali Ltd (MTPL) Singapore to the extent of Rs 100.00 crores **for the period 1.4.2015 to 30.9.2015.**
4. The proposed Special Resolutions along with Explanatory Statement pursuant to Section 102 of Companies Act 2013 stating all material facts and the reasons for the proposals are appended below and a postal ballot form is enclosed for your consideration. The Board of Directors has appointed Mrs. Archana Bansal, Practicing Company Secretary, Blak & Co., 307(3rd Floor), 79-Shyam Lal Road, Darya Ganj, New Delhi-110002 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. Please read carefully the instructions printed in the postal ballot form and return the form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on **Wednesday, the 22nd April 2015**. The Ballot forms received after the said date will be treated as not received.
6. The scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting by postal ballot will be announced on **27th April 2015** on Notice Board at registered office /website of the company.

SPECIAL RESOLUTIONS:

1. To consider and if thought fit, pass the following resolution as Special Resolution:

Resolved that pursuant to the provisions of Section 186 of the Companies Act, 2013, and subject to Govt. approval, consent of the company be and is hereby accorded for further investment of a sum of Rs. 149.34 crores in M/s Neelachal Ispat Nigam Ltd (NINL) Bhubaneswar to be funded out of Internal Accrual/reserves by way of subscribing to 9,95,60,000 equity shares of face value of Rs. 10/- each at a premium of Rs. 5/- per equity share for meeting capital requirements of Phase-II of NINL ensuring that MMTC's equity stake in NINL does not exceed MMTC's present equity stake of 49.78% of the paid up equity share capital of NINL.

RESOLVED FURTHER THAT that the Board of Directors be and are hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this Resolution.

RESOLVED FURTHER THAT Director (Finance) and Company Secretary/ Asst. Company Secretary be and are hereby authorised jointly/severally to sign the application forms for subscribing /acquiring equity shares of NINL for and on behalf of MMTC Limited.

2. To consider and if thought fit, pass the following resolution as Special Resolution:

"Resolved that pursuant to the provisions of Section 186 of the Companies Act , 2013, ratification/ consent of the company be and is hereby accorded for extension of Short Term Credit Facility to M/s Neelachal Ispat Nigam Ltd (NINL) in the form of Working Capital assistance/Trade Finance/ Debt repayment obligation for its day to day operational activities not exceeding Rs. 750 crores at any point of time applicable up to 31.03.2016 and the same shall be reviewed by the Board of Directors thereafter in this regard.

RESOLVED FURTHER that the consent of the company be and is hereby accorded to provide an additional amount of Rs.130.00 crores as an one time facility by MMTC to M/s Neelachal Ispat Nigam Ltd (NINL), if required, towards repayment of term loan till alternate funding from the Financial Institutions is arranged by NINL.

Resolved FURTHER that the Board of Directors be and are hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effects to this Resolution.

3. To consider and if thought fit, pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Clause 49 of the Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with respect to undertaking sale/purchase transactions by MMTC Limited with effect from 01.04.2014 to 30.09.2015, up to the amounts as indicated in table given below:

S.No	Name of the Related Party	Relationship	Maximum Value of Transactions with effect from 01.04.2014 to 30.09.2015
1.	MMTC Transnational Pte Ltd, Singapore	Wholly Owned Subsidiary of MMTC Limited	Rs 2815 Crores
2.	MMTC Pamp India Pvt Ltd	Joint Venture Company	Rs 4633.13 Crores
3.	MMTC Gitanjali Ltd.	Joint Venture Company	Rs 100 Crores (For the period 01.04.2015 to 30.09.2015)
4.	Neelachal Ispat Nigam Ltd (NINL)	Associate Company	Rs 2160 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effects to this resolution.

BY ORDER OF BOARD OF DIRECTORS

Sd/-

(G.Anandanarayanan)

Assistant Company Secretary

Place: New Delhi

Date : 11th March 2015

Notes:

1. The results of the Postal Ballot shall be declared on **Monday, the 27th April 2015** on Notice Board at registered office / website of the company i.e. www.mmtclimited.gov.in.
2. 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 on the attached self addressed Business reply envelop and unsigned Postal Ballot will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. The voting rights of the members shall be reckoned on **13th March 2015**, which is the cut-off date. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on **Wednesday, the 22th April 2015**. **The e-voting module shall be disabled for voting thereafter.**
3. Only a shareholder entitled to vote on the cut-off date i.e. **13th March 2015** is entitled to exercise his vote through postal ballot and a shareholder having no voting rights on the cut-off date i.e. **13th March 2015** should treat this notice as intimation only.
4. In compliance with the provisions of Section 102 of the Act read with Rule 22 of the Companies(Management and administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. **E-voting is optional.**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **24th March, 2015 at 9.30 a.m. and ends on 22nd April, 2015 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 i.e. March 13, 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' tab.
- (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 Bank/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the bank 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 bank 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 bank 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 to MMTCL Ltd 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) 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.
 - (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 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 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.
5. Members who have registered their e-mail ids for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with ballot form. Members have options to vote either through e-voting or through Postal Ballot Form.
 6. Kindly note that the members can opt only one mode of voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical ballot shall prevail and voting done by E-voting will be treated as invalid.
 7. Mrs. Archana Bansal has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date **i.e 13.03.2015**.
 9. The results of the Postal Ballot shall be declared by Chairman on **Monday the 27th April 2015** at the registered office of the Company. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballot indicates that the majority of the members had assented to the Resolutions. The Results of the Postal Ballot will be declared on the website of the Company.
 10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 hrs to 13.00 hrs up to the date of declaration of the results of Postal Ballot.

ANNEXURE TO NOTICE
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

For Item No.1

MMTC has set up Neelachal Ispat Nigam Limited (NINL) – an Iron & Steel Plant of 1.1 million ton per annum capacity, 0.8 million tonne coke ovens and by-product unit with captive power plant jointly with Government of Orissa. The phase-I of the project with facilities like blast furnace, coke oven battery, power plant etc. was set up to produce Pig Iron at a total expenditure amounting to Rs. 1910 crore. The commercial production of Phase-I was commenced in February 2002. At present out of the total equity capital of NINL amounting to Rs. 581.29 crores, MMTC is holding equity amounting to Rs. 289.34 crores (49.78 %).

The work of phase-II having facilities like Steel melting shop, basic oxygen furnace, continuous casting plant, Ladle heating furnace, Billet Caster and Auxiliary facilities like Oxygen plant have since been commissioned in 2013 and is under stabilisation.

It is therefore proposed to make further investment of Rs.149.34 crores in Neelachal Ispat Nigam Limited (NINL), Bhubaneswar against the rights issue by subscribing 9,95,60,000 equity shares of Face Value of Rs.10/- each at a premium of Rs. 5/- per share.

As stated in the Notice pursuant to the provisions of Section 186 of Companies Act, the proposed additional investment of Rs.149.34 crores needs to be approved by the shareholders by passing a special resolution before the investments can be made by MMTC.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way are concerned or interested financially or otherwise, in the Special Resolutions set out in Item No.1 of the Notice except in the capacity of Nominee Directors of MMTC on the Board of NINL. The board recommends the Special Resolutions set out in Item No. 1 of the Notice for approval by the Shareholders.

For Item No.2

MMTC has set up Neelachal Ispat Nigam Limited (NINL) – an Iron & Steel Plant of 1.1 million ton per annum capacity, 0.8 million tonne coke ovens and by-product unit with captive power plant jointly with Government of Orissa. The phase-I of the project with facilities like blast furnace, coke oven battery, power plant etc. was set up to produce Pig Iron at a total expenditure amounting to Rs. 1910 crore. The commercial production of Phase-I was commenced in February 2002. At present out of the total equity capital of NINL amounting to Rs. 581.29 crores, MMTC is holding equity amounting to Rs. 289.34 crores (49.78 %).

The work of phase-II having facilities like Steel melting shop, basic oxygen furnace, continuous casting plant, Ladle heating furnace, Billet Caster and Auxiliary facilities like Oxygen plant have since been commissioned in 2013 and is under stabilisation.

To extend Short term Credit Facility to the extent of 750 Crores to M/s Neelachal Ispat Nigam Ltd (NINL) as Working Capital assistance/trade finance/debt repayment obligation for its day to day operational activities. Also, to provide an additional amount of Rs 130 Crores as an one time facility to NINL if, required, towards repayment of term loan till alternate funding from the Financial Institutions is arranged by NINL.

Pursuant to the provisions of Section 186 of Companies Act, approval of Shareholders is sought for extension of Short Term Credit Facility of 750 Crores and an additional amount of Rs.130.00 crores as an one time facility by passing a special resolution in this regard.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way are concerned or interested financially or otherwise, in the Special Resolutions set out in Item No.2 of the Notice except in the capacity of Nominee Directors of MMTC on the Board of NINL. The board recommends the Special Resolutions set out in Item No.2 of the Notice for approval by the Shareholders.

For Item No.3

Section 188 of the Companies Act 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause 49 of Listing Agreement which has come into the operation with effect from 1st October 2014 has also prescribed seeking of shareholder approval for material related party transactions. The Proviso to Section 188 also states that nothing in Section 188(1) will apply to any transactions entered into by the Company in its ordinary course of business and at arm length basis.

All the proposed transactions put up for approval are in ordinary Course of Business and are not at arms length. Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the following contracts /arrangements /transactions are material in nature and require the approval of the unrelated shareholders of the Company by a Special Resolution:

S.No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from 01.04.2014 to 30.09.2015	Nature and material Terms /Particulars of the contract or arrangement
1.	MMTC Transnational Pte Ltd, Singapore	Wholly Owned Subsidiary	Rs 2815 Crores	Based on the Annual Requirement plan of Commodities required by the customers of MMTC the Company ties up with the Various overseas Suppliers including MTPL which participates in global tender along with other Bidders. However MTPL being WOS of MMTC is exempted from giving EMD, PBG and other KYC Norms applicable for other customers.
2.	MMTC Pamp India Pvt Ltd	Joint Venture	Rs 4633.13 Crores	In line with the Share Purchase and Shareholders Agreement with Joint Venture Partner M/s PAMP, various marketing activities are undertaken with the Joint Venture Company i.e. MPIPL, an LBMA up credited refinery who decides the premium to be charged to MMTC on the basis of prevailing market conditions for supply of Gold /Silver Bars
3.	MMTC Gitanjali Ltd.	Joint Venture	Rs 100 Crores	In line with the Share Purchase and Shareholders Agreement with Gitanjali Gems Limited and M/s MMTC Gitanjali Limited various marketing activities are undertaken to showcase and sell Gold/diamond jewellery in MMTC Exhibitions under "Sale Purchase" mechanism with mutually agreed mechanism.
4.	Neelachal Ispat Nigam Ltd (NINL)	Associate Company	Rs 2160 Crores	As the SHA Between MMTC and Govt. of Orissa through M/s IPICOL MMTC shall organize supply of raw materials and consumables for the plant on mutually agreed terms . All the domestic sales and Export of the product of NINL shall be arranged by MMTC at mutually agreed terms with NINL.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:-

Name of the Related Party	1. M/s Neelachal Ispat Nigam Ltd 2. M/s MMTC Pamp India Pvt Ltd 3. M/s MMTC Transnational Pte Ltd, Singapore – WOS of MMTC. 4. M/s MMTC Gitanjali Ltd.
Name of Director or key managerial personnel who is related, if any	<u>Neelachal Ispat Nigam Ltd (in the capacity of Nominee Directors only)</u> 1. Shri Ved Prakash, Director & CMD-I/c 2. Shri M G Gupta, Director(Fin.) 3. Shri Anand Trivedi, Director(Mktg.) 4. Shri P K Jain, Director(Mktg.) <u>MMTC Pamp India Pvt Ltd (in the capacity of Nominee Directors only)</u> 1. Shri M G Gupta, Director(Fin.) 2. Shri Anand Trivedi, Director(Mktg.) <u>MMTC Transnational Pte Ltd., Singapore (in the capacity of Nominee Directors only)</u> 1. Shri Ved Prakash, Director&CMD-I/c 2. Shri Rajeev Jaideva, Director(P) 3. Shri M G Gupta, Director(Fin.) 4. Shri Anand Trivedi, Director(Mktg.) 5. Shri P K Jain, Director(Mktg.) <u>MMTC Gitanjali Limited</u> 1. Shri Ashwini Kapoor, General Manager 2. Shri B.L.Jain, General Manager (Finance)
Nature of relationship	As per table given above
Nature and material Terms /Particulars of the contract or arrangement	
Any other information relevant or important for the members to take decision on the proposed resolution	

The above contracts/arrangements/transactions were approved by the Audit Committee and recommended by the Board of directors to the unrelated shareholders of the Company for their approval.

As per Clause 49(VII)(E) of the Listing Agreement, all entities /persons that are directly/indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Special resolution set out at Item No.3 of the Notice except in the capacity of Nominee Directors of MMTC indicated above. The Board recommends the Special Resolution set out at Item No 3 of the notice for their approval by the unrelated parties.

BY ORDER OF BOARD OF DIRECTORS

Sd/-

(G.Anandanarayanan)

Assistant Company Secretary

Place: New Delhi/ Date: 11th March 2015

MMTC LIMITED

Registered Office: Core #1, Scope Complex, 7, Institutional Area, Lodi Road, New Delhi-110 003.

POSTAL BALLOT FORM

- Name(s) of Shareholder(s): (in block letters) : _____
(Including joint holders, if any)
- Registered address of the Sole/ First named Shareholder: _____
- Folio No./ DP ID No./ Client ID No. * : _____
(* Applicable to investors holding shares in dematerialized form)
- Number of shares held : _____
- I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (v) mark in the appropriate box below:

Item No.	Description	No.of Shares	I / We assent the Resolution	I / We dissent the Resolution								
1.	Special Resolution: Further Investment of a sum of Rs. 149.34 crores in M/s Neelachal Ispat Nigam Ltd (NINL) Bhubaneswar to be funded out of Internal Accrual/reserves by subscribing to 9,95,60,000 equity shares of face value of Rs.10/- each at a premium of Rs. 5/- per equity share for meeting capital requirements of Phase-II of NINL.											
2.	Special Resolution : Short term Credit Facility as Working Capital assistance/Trade Finance/Debt repayment obligation for its day to day operational activities of NINL to the maximum extent of Rs. 750 Crores at any point of time and also to provide an additional amount of Rs 130 Crores as an one time facility to NINL if, required , towards repayment of term loan till alternate funding from the Financial Institutions is arranged by NINL.											
3.	Special resolution : For undertaking Related Party Transactions with : <table border="1"><tr><td>MMTC Transnational Pte Ltd, Singapore</td><td>Rs 2815 Crores</td></tr><tr><td>MMTC Pamp India Pvt Ltd</td><td>Rs 4633.13 Crores</td></tr><tr><td>MMTC Gitanjali Limited</td><td>Rs 100 Crores</td></tr><tr><td>Neelachal Ispat Nigam Ltd (NINL)</td><td>Rs 2160 Crores</td></tr></table>	MMTC Transnational Pte Ltd, Singapore	Rs 2815 Crores	MMTC Pamp India Pvt Ltd	Rs 4633.13 Crores	MMTC Gitanjali Limited	Rs 100 Crores	Neelachal Ispat Nigam Ltd (NINL)	Rs 2160 Crores			
MMTC Transnational Pte Ltd, Singapore	Rs 2815 Crores											
MMTC Pamp India Pvt Ltd	Rs 4633.13 Crores											
MMTC Gitanjali Limited	Rs 100 Crores											
Neelachal Ispat Nigam Ltd (NINL)	Rs 2160 Crores											

Place:

(Signature of the Shareholder)

Date:

INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and **send it to the Scrutinizer** in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder. Unsigned postal ballot forms will be rejected.
4. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the postal ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
5. A shareholder need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
6. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on **Wednesday, the 22th April 2015**. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received. The e-voting module shall also be disabled by CDSL for voting thereafter.
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 6 above.
8. In compliance with the provisions of Section 102 of the Act read with Rule 22 of the COMPANIES (Management and administration) Rules, 2014 & read with the Companies (Passing of resolutions by Postal Ballot) Rules, 2011, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. **E-Voting is Optional**. The instructions for e-voting are detailed in the notice.
9. Members who have registered their e-mail ids for receipt of documents in electronic mode are being sent by e-mail Notice of Postal Ballot along with ballot form and others are sent by post. Members have options to vote either through e-voting or through Postal Ballot Form.
10. Kindly note that the members can opt only one mode of voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical ballot shall prevail and voting done by E-voting will be treated as invalid.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date **i.e 13.03.2015**.
12. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much 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 results of the Postal Ballot shall be declared by Chairman on **Monday the 27th April 2015** at the registered office of the Company. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballot indicates that the majority of the members had assented to the Resolutions. The Results of the Postal Ballot will be declared on the website of the Company.
14. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 hrs to 13.00 hrs up to the date of declaration of the results of Postal Ballot.