



MMTC LIMITED

CIN : L51909DL1963GOI004033

Regd. Office : Core-1, SCOPE Complex, 7 Institutional Area, Lodhi Road, New Delhi-110003

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this Postal Ballot Form)

1. Name & Registered Address of the Sole/ First Named Shareholder

2. Name(s) of the Joint Shareholder(s), If any

3. Registered Folio No./ DPID No./ Client ID No.

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 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

S. No.	Description	No. of Shares	I / We assent (agree) to the Resolution (FOR)	I / We dissent (disagree) to the Resolution (AGAINST)
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 14,93,40,000 equity shares of face value of Rs.10/- for meeting capital requirements of Phase-II of NINL.			

Place :

Date :

(Signature of the Shareholder)

Note : Last Date of receiving Postal Ballot Forms by the Scrutinizer: 22.08.2018

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the shareholders in respect of the resolutions contained in the Notice of Postal Ballot dated 11.07.2018 is being sought through postal ballot process. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Voting in Physical form:

1. A member/beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier or in person at the expenses of the registered member/ beneficial owner 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 form should be completed and signed by the member/beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company, in event the shares are in the physical form and as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL), in respect of shares held in dematerialized form) by the first named member/beneficial owner and in his absence, by the next named member/beneficial owner. There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that postal ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 6.7.2018 (cut-off date)
7. Duly completed postal ballot form should reach the Scrutinizer not later than close of business hours by 5.00 p.m. on 22.8.2018. All postal ballot forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
8. The results of the voting by postal ballot will be announced by the CMD/Director(Fin.) of the Company, on 24.8.2018 at 5.00 p.m.
9. In case of shares held by Corporates and Institutional Shareholders (companies, trusts, societies etc.) the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the postal ballot form, with the specimen signature of the authorized signatory duly attested. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the postal ballot form.
10. Members/ beneficial owners are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope, other than the resolution/authority mentioned above, as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be considered and would be destroyed by the Scrutinizer. Members/beneficial owners are also requested not to write anything on the postal ballot form except giving their assent or dissent and affixing their signatures.
11. In case a member is desirous of printed postal ballot form or a duplicate thereof, he or she may send an email at ganarayanan@mmtclimited.com or write to M/S MCS Share Transfer Agent Ltd., the Registrars & Share Transfer Agents (RTA) of the Company. The RTA/Company shall forward the same along with the business reply to the member. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in Point No. 7 above.
12. Postal ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer's decision on the validity of a postal ballot will be final.
14. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten postal ballot forms or postal ballot forms defective in any manner are liable to be rejected.
15. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

Voting in Electronic Form

The Company is pleased to offer 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 detailed procedure on e-voting is enumerated in the Notes to the Postal Ballot Notice.

(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.

- 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:
 - 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 14,93,40,000 equity shares of face value of Rs. 10/- each for meeting capital requirements of Phase-II of NINL.
- The proposed Special Resolution along with Explanatory Statement pursuant to Section 102 of the 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 Mr Pramod Prasad Agarwal, Practicing Company Secretary, C-5/64, DDA Flats, 2nd Floor, East of Kailash, New Delhi-110065 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 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 August 2018. The Ballot forms received after the said date will be treated as not received.
- 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 24th August 2018 on Notice Board at registered office /website of the company.

SPECIAL RESOLUTIONS:

- 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, 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 14,93,40,000 equity shares of face value of Rs. 10/- each 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 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.

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 the Board of Directors
For MMTC Limited**
Sd/-
(G. Anandnarayanan)
Company Secretary

Place : New Delhi
Date : 11th July, 2018

Notes:

- An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
- The Notice of postal ballot is being sent to all the members of the Company whose names appear on the Register of Members / List of beneficial owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on 06.7.2018 (Cut-off date). The Notice of postal ballot is being sent to members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Notice of postal ballot are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
- Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. A member cannot exercise his vote by proxy on postal ballot.
- The postal ballot notice has been placed on Company's website www.mmtclimited.com.
- The date of dispatch will be announced through advertisement in newspapers.
- The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on 6.7.2018.
- The postage will be borne and paid by the Company, however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.
- The last date for receipt of Postal Ballot shall be deemed to be the date of the general meeting and the date of passing of the proposed resolution(s).
- As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of postal ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of postal ballot along with physical form through post/courier. Members who have received Notice of postal ballot by e-mail and who wish to vote through physical Form may indicate their option to receive the physical form from the Company by sending an e-mail to the company : ganarayanan@mmtclimited.com.
- Voting through Electronic Means: The facility of casting the votes by the members using as electronic voting system ("remote voting") will be provided by National Securities Depository Limited (NSDL).

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL; <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- xi. The voting period commences on 24.7.2018 (10:00 AM IST) and ends on 22.8.2018 (5:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 6.7.2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the resolution is cast by the member, the member shall not be allowed to change it subsequently.
- xii. A person who is not a member on the cut-off date should treat this Notice for information purpose only.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Members available at the Download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai-400013 at the designated Email Ids evoting@nsdl.co.in or amitv@nsdl.co.in or at +91-2499 4600 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at email Id: ganarayanan@mmtclimited.com
- xiv. The voting right of the members shall be in proportion to their shares of the paid up equity share Capital of the Company as on the cut-off date i.e. 6.7.2018.
- xv. The remote e-voting facility will be available from 10.00 AM on 24.7.2018 till 5.00 PM on 22.8.2018 after which the portal shall forthwith be blocked and shall not be available.
- xvi. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting through postal ballot.
- xvii. Shri Pramod Prasad Agarwal, Practicing Company Secretary(FCS:4955) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xviii. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.mmtclimited.com and on the website of NSDL immediately after declaration of results by the Chairman or a person authorized. The result shall also be immediately forwarded to the BSE/NSE.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcs.ppa@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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, MMTC is holding equity stake of Rs. 379.68 crores (49.78%) in NINL including share premium amount of Rs. 90.34 crores.

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 been commissioned. However, additional project works including commissioning of lime/dolo plant is under completion.

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 14,93,40,000 equity shares of Face Value of Rs.10/- each. The consent of Govt. of India vide its communication dated 4.5.2018 for such further equity infusion has been received by the company. By equity infusion, following project works shall be carried out at NINL plant:

- a) Completion of balance project works including lime and dolo plant;
- b) Operationalisation of captive iron ore mines
- c) SMS facility upgradation
- d) Pulverised Coal injection (PCI) for blast furnace.
- e) In addition to meet the working capital needs for day to day operations of the Plant.

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.

Place : New Delhi
Date : 11th July, 2018

By order of the Board of Directors
For MMTC Limited
Sd/-
(G.Anandnarayanan)
Company Secretary