

POSTAL BALLOT NOTICE
Notice pursuant to Section 192A of the Companies Act, 1956 read with Regulation 8(1)(b) of Securities and Exchange Board of India ("SEBI") (Delisting of Equity Shares) Regulations, 2009

To the Members of the Company

This is to inform you that the Equity Shares of the Company are listed on BSE Limited ("BSE"). The Company has received a request from Mr. Rajendra Kumar Jain, one of the Promoters, vide his letter dated 5th December, 2012, stating their intention to acquire the equity shares from the public shareholders and seeking voluntary delisting of the Equity Shares of the Company from the stock exchange where such shares are presently listed i.e., BSE.

Accordingly, the Board of Directors at their meeting held on 20th December, 2012 had passed a resolution for delisting of its equity shares from BSE subject to the approval of the members and subsequently in its meeting held on 5th January, 2013 approved the Notice of Postal Ballot for seeking approval of the members by a special resolution through Postal Ballot. Hence, your Company is seeking your approval by a special resolution for delisting its equity shares from BSE. The explanatory statement for the above said delisting is also annexed to and forms part of this notice.

Further as per Securities and Exchange Board of India ("SEBI") (Delisting of Equity Shares) Regulations, 2009 ("the Delisting Regulations"), consent of members by special resolution passed through postal ballot is required for a Company seeking to voluntarily delist its shares from stock exchange where the shares are listed. This being Special Resolution shall be declared as passed, if votes casted by public shareholders in favour of the resolution amount to at least two times the number of votes casted by public shareholders against it.

PROPOSED RESOLUTION

Voluntary Delisting of the Equity Shares of Mangalam Ventures Limited from the BSE Limited ("BSE")

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter ("the Act"), provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreement entered into by the Company with BSE, where shares of the Company are listed, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force and as may be enacted hereinafter (the "Delisting Regulations") and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions and sanctions as may be necessary and such other conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution to seek voluntary delisting of the Equity Shares of the Company from BSE where such shares are presently listed, in terms of Delisting Regulations and other applicable provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting of shares as described herein above, the Board of Directors of the Company or such person(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, documents with, inter alia, the stock exchange and to do all such acts, deeds, matters and things at in its sole and absolute discretion as it may deem necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

By Order of the Board
For Mangalam Ventures Limited

Ajay Kumar
Company Secretary

Place: Faridabad
Date: 5th January, 2013

Notes:

1. An Explanatory Statement, pursuant to Section 173(2) read with Section 192(A) of the Act setting out all material facts pertaining to the above-mentioned resolution, is annexed hereto.
2. The Board of Directors at its meeting held on 5th January, 2013 has appointed Mr. S. K. Jain, Practicing Company Secretary as Scrutinizer to receive and scrutinize completed postal ballot papers received from the members and for conducting the postal ballot voting process in a fair and transparent manner.

3. Members are requested to carefully read the instructions printed in *Postal Ballot Form* and return the said postal ballot form (no other form or photocopy is permitted) duly completed, in the attached self - addressed postage pre-paid envelope so as to reach the scrutinizer on or before the closing of working hours on 9th February, 2013, failing which it will be strictly treated as if no reply has been received from the member.
4. The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms. The Results will be announced at 4.00 P. M., on 12th February, 2013 at the Registered office of the Company by the Chairman or any one of the Directors/authorized person of the Company and will also be published in newspapers, intimated to the Stock Exchange. Members who wish to be present at the said venue at the time of declaration of results may do so at the above venue at the appointed time.
5. The date of declaration of Postal Ballot Result will be taken to be the date of passing of the above-mentioned Special Resolution.
6. In terms of the Delisting Regulations, the Special Resolution mentioned above shall be declared as passed, if the votes casted by public shareholders in favour of the Special Resolution amount to at least two times the votes casted by public shareholders against the Special Resolution.
7. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through postal ballot. Voting rights of every shareholder shall be reckoned on the paid up value of shares whose name shall appear in the Register of Members on 5th January, 2013 and any recipient of this Notice who has no voting right as on the aforesaid date shall treat the same as intimation only.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND SECTION 192A OF THE COMPANIES ACT, 1956

The equity shares ("Shares") of Mangalam Ventures Limited ("Company") are presently listed on the BSE Limited ("BSE").

The Company has received a request letter dated 5th December, 2012 from one of the Promoters, Mr. Rajendra Kumar Jain, on behalf of Promoters, expressing their intention to provide an exit opportunity to the public shareholders of the Company in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations") in order to voluntarily delist the equity shares of the Company from BSE ("Delisting Proposal").

Mr. Rajendra Kumar Jain ("Promoter Acquirer") is a part of the Promoter Group of the Company. The Promoter Group of the Company (of which the Promoter Acquirer forms a part) holds 23,20,000 equity shares with a face value of Rs. 10/- each of the Company representing 74.68% of the equity shares of the Company and the balance 7,86,600 equity shares with a face value of Rs. 10/- each, comprising 25.32% of the equity share capital of the Company is held by the Public Shareholders. Promoters have requested to the Company to seek approval of the Public Shareholders of the Company for the proposed delisting.

Pursuant to the aforesaid letter received from the Promoter Acquirer, the Board of Directors of the Company at their meeting held on 20th December, 2012 have consented to recommend the Special Resolution for approving the Delisting Proposal by way of postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Since the Equity Shares of the Company are infrequently traded in terms of the Delisting Regulations, the floor price has been determined in accordance with the Regulation 15(2)(b) of the Delisting Regulations. Mr. Rajendra Kumar Jain, vide his letter dated 27th December, 2012 has forwarded a copy of fair valuation report on the Equity Shares of the Company. M/s Kumar Vijay Gupta & Co., Chartered Accountants, having their office at 304, SSR Corporation Park, 13/6 Mathura Road, NH-2, Faridabad - 121003, by its valuation report dated 27th December, 2012 ("Valuation Report"), have arrived at a fair price of Rs. 60/- (Rupees Sixty Only) per equity share based on the parameters mentioned in the said Valuation Report. The Acquirer in consultation with SPA Capital Advisors Limited (the "Merchant Banker") has considered floor price of Rs. 60/- per share as contained in the valuation report. Accordingly, the Promoter Acquirer has communicated a floor price of Rs. 60/- (Rupees Sixty only) per equity share ("the Floor Price") for the Delisting Proposal.

The said letter dated 27th December, 2012 and the valuation report dated 27th December, 2012 was placed before the Board and were taken note of by the Board of Directors of the Company.

The Shareholders may tender their equity shares during the Reverse Book Building Process at a price they elect, independent of the floor price. The floor price is the minimum price at which Equity Shares will be acquired and is not a ceiling or maximum price.

The Equity shares of the Company are presently listed on BSE Limited ("the Stock Exchange"). The Promoters of the Company are of the view that the delisting will

- (i) provide full ownership to the promoters with increased operational flexibility to support the company.
- (ii) provide an exit opportunity to the public shareholders and is in the interest of the public shareholders of the Company.
- (iii) reduce cost of compliance.

As per the Delisting Regulations, a Company may voluntarily delist its equity shares from the Stock Exchange where its equity shares are listed, if the Promoter Acquirer provides an exit opportunity to the shareholders of the Company and accepts the exit price for delisting the equity shares in accordance with the Reverse Book Building process prescribed in the Regulations and subject to the other terms and conditions contained therein (including the making of a public announcement containing the requisite information as prescribed in the Regulations).

The Promoter Acquirer has reserved the right not to proceed with the Delisting proposal and the Delisting and the Delisting proposal is conditional upon:

- The acceptance by the Promoter Acquirer of the price payable for the shares as determined by the book building process in accordance with Delisting Regulations ("Exit Price"). The exit price shall not be lower than the floor price of Rs. 60/- (Rupees Sixty Only) determined in accordance with the Delisting Regulations. It is clarified that the Promoter Acquirer shall have the right to accept or reject the price discovered through reverse book building at its sole discretion.
- The number of shares tendered in the Delisting Proposal at or below the exit price being sufficient to result in the Delisting Proposal being successful in terms of the Delisting Regulations;
- Receipt of such approvals as may be required for such acquisition under applicable laws;
- There being no amendments to the Delisting Regulations or any applicable regulations which would prejudice the Promoter Acquirer in proceeding with the Delisting proposal;
- Such other terms and conditions as may be set out in the public announcement or the letter of offer to be sent to the shareholders.

In terms of the Delisting Regulations, the delisting of the Shares of the Company from the Stock Exchange is subject to the prior approval of the shareholders of the Company by a special resolution passed by way of a postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, if the votes casted by public shareholders in favour of the Special Resolution amount to at least two times the votes casted by public shareholders against the special Resolution.

The approval of the shareholders is sought for the aforesaid Special Resolution, after which, the Promoter Acquirer will proceed, at its discretion, to make an offer to the shareholders of the Company and purchase the shares at the exit price in accordance with the provisions of the Delisting Regulations.

Your Directors recommend the above resolution for approval.

Mr. Sharat Jain, Director of the Company, is deemed to be concerned or interested in the proposed Special Resolution as he is also the Director representing the promoter group. Further the Directors of the Company may be deemed to be interested or concerned in the resolution to the extent of their shareholding in the Company.

By Order of the Board
For Mangalam Ventures Limited

Place: Faridabad
Date: 5th January, 2013
Enclosures: 1. Postal Ballot Form
2. Self Addressed Postage Prepaid Envelope

Ajay Kumar
Company Secretary

MANGALAM VENTURES LIMITED
Registered Office: 94, Arcadia , Nariman Point, Mumbai- 40021

POSTAL BALLOT FORM

1.	Name(s) of the Shareholder(s) including joint holder, if any (in BLOCK Letters)	
2.	Registered address of the sole/first named shareholders	
3.	Registered Folio No.*	
4.	DP ID No. & Client ID No. **	
5.	Number of shares held	

6. 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 sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below; -

Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution: pursuant to Regulation 8(1)(b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.			

(Please read the instructions before filling the form)

- * Applicable to shareholder(s) holding shares in physical form.
- ** Applicable to shareholder(s) holding shares in dematerialized form.

Place:
Date:

(Signature of Shareholder)

Note: Please read carefully the instructions printed on the backside of postal ballot form before signing and sending the form to Scrutinizer

Instructions

1. A member desiring to exercise his / her vote by postal ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for this purpose) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage envelope. However, shareholders can also send the envelopes containing postal ballot by courier at their own expense, which will be accepted by the Scrutinizer.
2. The Company has appointed Mr. S.K. Jain, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process. The self-addressed postage prepaid business reply envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Rule 6(a) of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Regulation 8(1)(b) of SEBI (Delisting of Equity Shares) Regulations, 2009, the assent or dissent of the shareholder in respect of this Special Resolution shall be determined through postal ballot.
4. There shall be one postal ballot for every folio/Client ID irrespective of the number of joint holders. A proxy shall not exercise the postal ballot. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on 5th January, 2013.
5. This postal ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
6. Votes will be considered invalid on the following grounds-
 - If the members signature does not tally with the company records.
 - If the member has marked all his shares both in favour and also against the said resolution.
 - If an incomplete or unsigned Postal Ballot Form is received.
 - If the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes, or the votes which are in favour or against or if the signature cannot be checked.
 - Any other grounds which the Scrutinizer believes to invalidate the vote.
7. Duly completed Postal Ballot Form should reach the addressee not later than the close of working hours on 9th February, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. In case of Corporate Members, the Postal Ballot Form has to be signed by the Authorized Signatories, whose signatures are already registered with the Company. If any other person(s) signs the Postal Ballot Form, a specific Board Resolution, duly attested, authorizing the said person(s) to sign the Postal Ballot Form should be attached to the Postal Ballot Form.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
10. The Board of Directors has appointed Shri R.S. Hegde, Director; Shri B.B. Jindal, Authorized Signatory; and Shri Ajay Kumar, Company Secretary as the persons severally responsible for the entire postal ballot voting process.
11. The date of declaration of the result of the postal ballot shall be taken to be the date of passing of the resolution.