

Media Savvy (India)Limited

CIN: U67120MH1987PLC042819

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Notice of Postal Ballot ("Notice" or "Postal Ballot Notice")

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together 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, the Resolutions appended below are proposed to be passed as special resolutions by way of postal ballot. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said resolutions, setting out the material facts concerning the item(s) and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

The Board of Directors and of the Company at its meeting held on May 5, 2025 have, subject to approval of Members of the Company, approved the following proposals :

- i. To sale of Land of the Company u/s 180(1)(a) of the Companies Act, 2013;

In accordance with the provisions of Sections 110 of the Act read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the Company is required to obtain approval of its Members by way of special resolution through postal ballot to sell/ transfer/dispose off the undertaking etc. Accordingly, the Company seeks your approval for the same.

You are requested to peruse the proposed Resolutions along with the Explanatory Statement and read carefully the instructions forming part of this Notice and return the Postal Ballot Form duly filled and signed (at the places marked in the Form) along with Assent (FOR) or Dissent (AGAINST) for the said Resolutions, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (5.00 p.m IST) on **June 15, 2025**. Please note that any Postal Ballot Form(s) received after the said date and time will be strictly treated as if no reply has been received.

In compliance, inter-alia, with the provisions Sections 110 of the Act, read with Rule 22 the detailed voting instructions have been elaborated under 'Notes' section in the Postal Ballot Form.

The Resolutions will be deemed to have been passed on the last date of receipt of postal ballot forms upon declaration of the results of the postal ballot, if approved by the requisite majority.

Item No. 1

Proposal for sale of Land under section 180(1)(a) of the Companies Act, 2013

To Consider, and if thought fit, to pass with or without modification, following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 180(4), and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and such other rules as may be applicable, and subject to other applicable provisions, if any, of the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell/dispose off the Land bearing survey numbers 2/1 to 2/8 and situated at Village Khajrana, Tehsil Indore (New Tehsil – Juni Indore), District Indore, Madhya Pradesh – 452016, and measuring about 6.470 Hectare (69643.08 square feet) ("Land"/"Undertaking") by way of sale in open market or in any other manner as the Board may deem fit in the best interest of the Company, for a consideration being not less than a value arrived on the basis of the Circle Rate or Guidance Value, which is local government's set benchmark rate for property transactions applicable in the place where the Land is situated, subject to such deduction towards cost of sale to be shared by seller on account of stamp duty payable thereon and other incidental expenses as per prevailing market practices.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to identify prospective buyer(s), negotiate, finalise and execute necessary documents including but not limited to definitive Land Sale Agreement, deeds of assignment / conveyance and other ancillary documents and undertakings, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Land/Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to one or more Directors of the Company with power to delegate to any Director(s)/Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, signing, execution, arranging delivery and execution of contracts, deeds, agreements and instruments."

**By Order of the Board of Directors
For Media Savvy (India)Limited**

Sd./-

**Nitesh Wadhwani
Director
DIN:00268219
Mumbai
Date : May 5, 2025**

Notes:

1. The Explanatory Statement for the proposed resolutions pursuant to Section 102 read with Section 110 and 180 of the Act setting out material facts pertaining to the resolutions is annexed hereto along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent in physical form to all the Members, whose names appear on the Register of Members on **May 9, 2025** as received from the Registrar and Share Transfers along with Postal Ballot Form by permitted mode along with a postage prepaid reply envelope addressed to the Scrutinizer.

3. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid up equity share capital of the Company as on May 9, 2025 . A person who is not a shareholder on the relevant date (i.e May 9, 2025) should treat this notice for information purpose only.
4. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
5. In case a shareholder is desirous of obtaining a duplicate Postal Ballot Form, he or she may write to the Company or send an e-mail to mediasavvyindialimited@gmail.com. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
6. Complete Postal Ballots should reach the scrutinizer on or before June 15, 2025 at 5 pm to exercise vote by Postal Ballot.
7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of Postal Ballot Form shall be final and binding.
8. Votes will be considered invalid, inter-alia, on the following grounds:
 - if the Member's signature does not tally
 - if the Member has marked all his shares both in favour and also against the resolution
 - if neither the assent nor dissent is mentioned
 - if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member
 - the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity
 - if the Postal Ballot Form 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 as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds
 - if the information filled in the Postal Ballot Form is incomplete
 - if any other form is used
 - any direction given by competent authority in writing to the Company to freeze the voting rights of the Member
 - if the Member has made any amendment to the resolution or imposed any condition while exercising his vote
 - if the envelope containing the Postal Ballot Form is received after the last date prescribed.
9. A Member cannot exercise his vote by proxy on Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Company proposes to sale of its Land bearing survey numbers 2/1 to 2/8 situated at Village Khajrana, Tehsil Indore (New Tehsil – Juni Indore), District Indore, Madhya Pradesh - 452016 measuring about 6.470 Hectare (69643.08 square feet) .

Section 180(1)(a) of the Companies Act, 2013 (“the Act”) states that where it is proposed to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, the sale thereof should be approved by the members by passing a special resolution.

Further explanation to section 180(1)(a) states as follows:

(i) “undertaking” shall mean an undertaking in which the investment of the company exceeds twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the company during the previous financial year;

(ii) the expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent. or more of the value of the undertaking as per the audited balance sheet of the preceding financial year;

Based on the Circle Rate or Guidance Value, which is local government’s set benchmark rate for property transactions applicable in the place where the Land is situated, value of the Land being proposed for sale is estimated to exceed twenty percent of the net worth of the Company, as per the audited balance sheet of the preceding financial year, 2023-24, and, accordingly, consent of the members by the way of special resolution is required.

Further, pursuant to Section 110 of the said Act and rules framed thereunder, our Company is required to obtain the aforesaid approval of members by special resolution through postal ballot.

The net proceeds from the sale of the Undertaking will be utilized for general business purpose and/or such other purpose as may, from time to time, be decided by the Board of Directors of the Company.

All the documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, Circle Rate chart and other relevant documents are available for inspection by the Members of the Company at its Registered Office on any working day between 10:00 a.m. and 4:00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for sale of the Undertaking is in the best interest of the Company and its Members holding Equity Shares of the Company and all the stakeholders. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the other directors or Key Managerial Personnel of the Company and/or their relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For Media Savvy (India)Limited**

Sd./-

**Nitesh Wadhwani
Director
DIN:00268219
Mumbai
Date : May 5, 2025**

POSTAL BALLOT FORM

(PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE COMPLETING THIS FORM)

Sr. No.:.....

1. Name and Registered Address of the Sole/
First Named Shareholder
(in BLOCK LETTERS)
2. Name(s) of the Joint Holder(s), if any,
(in BLOCK LETTER)
3. Registered Folio No#./DP ID Client ID No*.:
#(Applicable if shareholder holding shares in Physical Form)
**(Applicable if shareholder holding shares in Demat Form)*
4. Number of Shares Held
5. I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the notice dated May 5, 2025 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below. (A tick (✓) mark shall be placed in relevant box)

Sr. No	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Proposal for sale of Land under section 180(1)(a) of the Companies Act, 2013			

Place:

Date:

Signature of Member

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

- 1 A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
- 2 Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
- 3 The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 4 This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
- 5 In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc.
- 6 Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'
- 7 The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
 - b. It has not been signed by or on behalf of the Member;
 - c. if the Member's signature does not tally with the specimen signatures available in the Company's / RTA records;
 - d. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
- 8 Duly completed envelopes addressed to the Scrutinizer containing the Postal Ballot Form should reach Scrutinizer, M. Siroya & Company, Samved Building, A-103, Rajendra Nagar Rd, near WING-G, Madhukunj Society, Dattapada, Borivali East, Mumbai, Maharashtra 400066. by or before 5 pm on June 15, 2025. All Postal Ballot Forms received after the above time and date will be treated as if reply/Postal ballot Form from such shareholder has not been received.
- 9 A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (8) above.
- 10 Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 11 A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
- 12 Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. May 9, 2025.
- 13 The Scrutinizer's decision on the validity of the postal ballot shall be final.
- 14 Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.