

MEDIA SAVVY(INDIA) LIMITED

Regd. Office: Office No 350,3rdfloor,Balaji Bhawan,Sector-11,CBD Belapur,Nav Mumbai, CBD Belapur-400614
CIN: L67120MH1987PLC042819; Tel.9826042424; Email : mediasavvyindialimited@gmail.com

Notice of Postal Ballot

To
The Members,

Notice Pursuant to Section 110 of the Companies Act, 2013

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013, as amended (the "Companies Act"), read with the Companies (Management and Administration) Rules, 2014, as amended (the "Rules") containing the procedure to be followed for conducting business through Postal Ballot, for seeking the consent of the Members of Media Savvy(India) Limited (hereinafter referred to as the 'Company') for the proposed resolution set out below, which is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration. The Company has appointed Mr. Ramesh Chandra, Ramesh Chandra Bagdi and Associates, Company Secretaries, Indore, as the Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

In terms of Clause 35B of the Listing Agreement with the Stock Exchanges, the Rules and other applicable provisions, the Company is also providing the facility of e-voting to its shareholders. The Company has entered into an agreement with **National Securities Depository Limited** (NSDL) for facilitating the e-voting. Members, who have registered their e-mail id for receipt of documents in electronic mode with the Company / Depository Participants, are being sent the Notice of Postal Ballot by e-mail. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link "www.evoting.nsdl.com" or seek duplicate Postal Ballot form from the Registered Office of the Company.

In case of voting in physical form, members desirous of exercising their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours on 2ndSeptember, 2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman or the Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Director of the Company on 7thSeptember, 2015 at 2.00 p.m. at the Registered Office of the Company at Office No 350, 3rd floor, Balaji Bhawan, Sector-

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11, CBD Belapur, Navi Mumbai, CBD Belapur - 400614 and the resolutions will be taken as passed effectively on the date of announcement of the results. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The results of the Postal Ballot along with the Scrutinizer's Report will be hosted on NSDL's website for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.

SPECIAL BUSINESS:

1. Shifting of Registered Office Outside the City Limits

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 12 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from "Office No 350, 3rd floor, Balaji Bhawan, Sector-11, CBD Belapur, Navi Mumbai, CBD Belapur- 400614, District Thane" to "306, Maker Chambers - V, Nariman Point, Mumbai 400 021" within the state of Maharashtra with effect from 1st October, 2015."

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign, execute such documents as may be necessary and complete all formalities and file necessary form(s) with the Registrar of Companies."

Place: Navi Mumbai
Date: 17.07.2015

By Order of the Board of Directors,

Nitesh Wadhvani
Director

Din: 00268219

Add: 64B, Prem Nagar, Indore 452001.

Madhya Pradesh

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NOTES:

1. The Statement for the proposed Special Business pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting the material facts is appended herein below.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members /list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 28th July, 2015.
3. The Board of Directors of the Company has appointed Mr. Ramesh Chandra Bagdi, Ramesh Chandra Bagdi & Associates, Company Secretaries, Indore, (Membership No.ACS 11800) as the Scrutinizer for conducting the entire process of polling (both voting electronically and through physical ballot) in a fair and transparent manner.
4. 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 in the attached self-addressed Business Reply Envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form (s), if sent by courier or registered/speed post at the expenses of the Member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer not later than the close of the working hours (i.e. upto 6.00 P.M.) on 2nd September, 2015 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member. The E-voting Module shall also be disabled by National Securities Depository Limited (NSDL) for voting thereafter. The dispatch of Notice of Postal Ballot and Ballot Form will be completed by 3rd August, 2015.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, the Company has also extended e-voting facility as an alternate for its Members, to enable them to cast their vote electronically instead of dispatching Postal Ballot Forms. The process and manner in which e-voting is to be carried out is given below.

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- a) In case the Members receiving e-mail from NSDL:
- i. Open e-mail and open PDF file viz, "Media Savvy (India) Limited" e-voting pdf with your client ID or folio no. as password. The said PDF file contains your user ID and password for e-voting. Please note that password is an initial password.
 - ii. Launch the internet browser by typing the URL <https://www.evoting.nsdl.com>
 - iii. Click on shareholder "Login"
 - iv. Put your user ID and password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please take note of new password
 - vi. Home page of e-voting opens. Click on e-voting Active voting Cycles.
 - vii. Select "EVEN of Media Savvy (India) Limited.
 - viii. Now you are ready for e-voting as "Cast vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "confirm" when prompted.
 - x. Upon confirmation, the message "vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e other than individual, HUF, NRI etc) are required to send scan copy (PDF format) relevant Board Resolution together with attested specimen signature of duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to the Company at mediasavvyindialimited@gmail.com and scrutinizer at rcbagdipcs@yahoo.in with a copy marked to evoting@nsdl.co.in.
 - xiii. Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.,www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.
- b) In case of Members receiving physical copy of Postal Ballot Form by post.
- i. Initial password will be provided at the bottom of Ballot Form.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of para 5(a) above to cast vote

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- iii. In case of any query, you may refer the Frequently Asked Question (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evoting.nsdl.com or contact at Telephone No.1800222080 (Toll Free)
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote and there is no need to register again.
6. The Postal Ballot Notice along with Statement for the proposed resolutions, instructions and manner of e-voting process and Postal Ballot form can be downloaded from the link <http://www.evoting.nsdl.com>.
 7. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, 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 Courier or Registered/Speed Post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the same from the links mentioned in Sl. no. 6 above or seek duplicate Postal Ballot Form from the Company, fill the details and send the same to the Scrutinizer. However, duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the close of the working hours (i.e. upto 6.00 P.M) on 2nd September, 2015.
 8. The members can opt to vote only on one mode of voting i.e either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall prevail and voting done by valid Physical Ballot will be treated as invalid. The Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 28th July, 2015.
 9. Upon completion of Scrutiny of the Forms, the Scrutinizer will submit his report to the Director of the Company. The result of the Postal Ballot shall be declared by the Chairman or Director on 7th September, 2015 at the Registered Office of the Company. The Resolution will be taken as passed effectively on the date of announcement of the result. Members who wish to present at the venue at the time of declaration of the result, may do so. The result of the Postal Ballot shall also be announced through newspaper advertisement, intimated to the Stock Exchanges and shall also be hosted on the website of NSDL's website <http://www.evoting.nsdl.com> along with Scrutinizers' Report.

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Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item no 1:

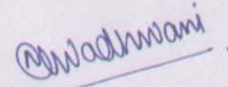
As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Chapter VII relating to the procedure to be followed for conducting business through postal ballot, shifting of registered office of a Company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at Belapur, District Thane. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office from Belapur, Thane to Nariman Point, Mumbai. The proposed location is outside the local limits of Thane District and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be moved to 306, Maker Chambers - V, Nariman Point, Mumbai 400 021 with effect from 1st October, 2015. The Directors recommend the approval of the special resolution.

None of the Directors, promoters, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

Directors,
Place: Navi Mumbai
Date: 17.07.2015

By Order of the Board of



Nitesh Wadhvani
Director
Din No: 00268219
Add: 64B, Prem Nagar, Indore,
452001, Madhya Pradesh

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POSTAL BALLOT FORM

Serial No.

1. Name(s) of Shareholder(s)
(including joint holders, if any)
2. Registered address of the sole /first
Named shareholder
3. Registered Folio No./ DPID No. &
Client ID No.* (Applicable to investors
Holding shares in dematerialised form)
4. No. of shares held
5. I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick [√] mark at the appropriate box below :

Item No.	No. of Shares	Description		Please place [√] mark below
1.		Shifting of registered office outside the local limits of the city within the State of Maharashtra.	I/We assent to the resolution	
			I/We dissent to the resolution.	

Place:

Date:

(Signature of Shareholder)

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions under "Voting through electronic means" in the Postal Ballot Notice attached hereto.

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INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot has to complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballots, sent by courier or by registered post at the expense of the registered shareholders 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 (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding this form should be completed and signed by the first named member and in his absence, by the next named shareholder.
4. Incomplete or unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 02.09.2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (P) in the appropriate column.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name/s of the shareholders on 28th July, 2015.
8. In case the shares are held by bodies corporate or by persons authorised under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the concerned body corporate or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with a specimen signature of the said authorised representative or power of attorney holder. If the same is / are already registered with the Company/Depository Participant, please quote the Registration Number beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of

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India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.

9. Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Member neither needs to use all votes nor needs to cast all the votes in the same way.
11. A Member may request duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 5 above.
12. The Scrutinizer's decision on the validity of Postal Ballot will be final.

NOTES

1. The relevant Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013, is annexed hereto.
2. The Company has appointed Mr. Ramesh Chandra Bagdi, Ramesh Chandra Bagdi & Associates, Company Secretaries, Indore, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
3. Mr. Ramesh Bagdi will hold the position of Scrutinizer from the date of posting of this notice until submission of his final report to the Chairman or the Director of the Company on 7th September, 2015.
4. The Scrutinizer will be available at the Registered Office of the Company for the purpose of ascertaining the requisite majority. The Postal Ballot and all other documents relating to Postal Ballot will be under his safe custody until the Managing Director / a Director considers, approves and signs the minutes of the proceedings of the meeting at which the resolutions will be deemed to have been passed.
5. The results of the Postal Ballot will be declared by the Chairman or the Director of the Company on 7th September, 2015 and the date for passing of the resolutions will be the said date.