



No.BS/325/SE-S/2016

25<sup>th</sup> April 2018

The Listing Department, National Stock Exchange of India Ltd Exchange Plaza Bandra Kurla Complex MUMBAI 400051 Symbol & Series: MMTC /EQ	Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street MUMBAI 400 001 Company Scrip Code:513377
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**Sub: Result of Postal Ballot as per Regulation 44 of SEBI(LODR) Regulations,2015**

Dear Sir/Madam,

Further to our communication dated the 23<sup>rd</sup> March 2018 forwarding therewith notice of Postal Ballot dated 19<sup>th</sup> March 2018, it is hereby informed that based on the report of scrutinizer as appointed by Board of Directors, Chairman and Managing Director, MMTC has declared the resolutions related to the following items as indicated in the notice of Postal Ballot passed as Ordinary/Special Resolutions:

- Item No.1 Increase in Authorized Share Capital from the existing Rs.100 crores to Rs.200 crores and amendment to MOA of the company in respect thereof.
- Item No.2. Alteration of Articles of Association of the Company with regard to authorized share capital of the company
- Item No.3 Issue of Bonus Shares to the shareholders in the ratio of 1:2 i.e. one bonus share of Re.1/- each to every two shares held.

The details of the voting (including E-voting) is annexed herewith.

This is for information and records.

Thanking You,

Yours faithfully,  
For MMTC Limited,

G.Anandanarayanan  
Company Secretary

Encl: As above.

**“हिन्दी में लिखे पत्रों का स्वागत है”**

कोर-1, “स्कोप कॉम्प्लेक्स”, 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

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**PAN No. : AAACM1433E**

**CIN : L51909DL1963GOI004033**



### **Voting Results including E-voting of Postal Ballot Notice dated 19.03.2018**

Name of the Company	MMTC Limited
Date of AGM/EGM	Postal Ballot/E-voting period from 25.03.2018 to 24.04.2018
Total No. of shareholders as on cut-off Date	106435
No. of Shareholders casted their vote	304
No. of Votes Casted	933922659
Promoter Group	899268762
Public Shareholders	34653897

#### Agenda (Resolution wise)

The mode of voting for the resolution was;

1. e-voting conducted between March 25, 2018 to April 24, 2018
2. Postal Ballot Forms.

Given below is the resolution-wise combined results of e-voting & Postal Ballot forms

#### **Resolution No. 1**

Resolution Required (Ordinary Resolution)			Increase in Authorized Share Capital from the existing Rs.100 crores to Rs.200 crores and amendment to MOA of the company in respect thereof.				
Whether Promoter/Promoter Group Interested			No				
Promoter/Public	No of Shares Held	No of Votes Polled	% of votes polled on outstanding Shares	No of Votes in Favour	No of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled.
PROMOTER & PROMOTER GROUP	899268762	899268762	100	899268762	0	100	0
PUBLIC INSTITUTIONAL HOLDERS	41851394	0	0	0	0	0	0
PUBLIC/ OTHERS	58879844	34651486	58.85	34651053	433	99.98	0.00
<b>TOTAL</b>	<b>1000000000</b>	<b>933920248</b>	<b>93.39</b>	<b>933919815</b>	<b>433</b>	<b>99.99</b>	<b>0.00</b>

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कोर-1, “स्कोप कॉम्प्लेक्स”, 7 इंस्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110 003 भारत  
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### **Resolution No 2:**

Resolution Required (Special Resolution)			Alteration of Articles of Association of the Company with regard to authorized share capital of the company				
Whether Promoter/Promoter Group Interested			No				
Promoter/Public	No of Shares Held	No of Votes Polled	% of votes polled on outstanding Shares	No of Votes in Favour	No of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled.
PROMOTER & PROMOTER GROUP	899268762	899268762	100	899268762	0	100	0
PUBLIC INSTITUTIONAL HOLDERS	41851394	0	0	0	0	0	0
PUBLIC/ OTHERS	58879844	34635664	58.82	34630923	4741	99.98	0.01
<b>TOTAL</b>	<b>1000000000</b>	<b>933904426</b>		<b>933899685</b>	<b>4741</b>	<b>99.99</b>	<b>0.00</b>

### **Resolution No.3:**

Resolution Required (Ordinary Resolution)			Issue of Bonus Shares to the shareholders in the ratio of 1:2 i.e. one bonus share of Re.1/- each to every two shares held.				
Whether Promoter/Promoter Group Interested			No				
Promoter/Public	No of Shares Held	No of Votes Polled	% of votes polled on outstanding Shares	No of Votes in Favour	No of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled.
PROMOTER & PROMOTER GROUP	899268762	899268762	100	899268762	0	100	0
PUBLIC INSTITUTIONAL HOLDERS	41851394	0	0	0	0	0	0
PUBLIC/ OTHERS	58879844	34653897	58.85	34653792	105	99.99	0.00
<b>TOTAL</b>	<b>1000000000</b>	<b>933922659</b>	<b>93.39</b>	<b>933922554</b>	<b>105</b>	<b>99.99</b>	<b>0.00</b>

As per the consolidated results of e-voting and Postal Ballot for Item No 1 to 3 of the Notice of Postal Ballot, the resolutions are passed with requisite majority.

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**PAN No. : AAACM1433E**

**CIN : L51909DL1963GOI004033**

# BLAK & CO.

## Company Secretaries

### SCRUTINIZER'S REPORT

The Chairman,  
**MMTC LIMITED,**  
CORE-1 SCOPE COMPLEX7 INSTITUTIONAL AREA  
LODHI ROAD, NEW DELHI – 110003

Sub: **Result of Postal Ballot in respect of Resolution(s) vide Notice dated 19<sup>th</sup> March, 2018.**

Dear Sir,

The Board of Directors of the Company at its Meeting held on 19<sup>th</sup> March, 2018 has appointed me as Scrutinizer for conducting the Postal Ballot Voting Process in pursuance to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for passing the following Resolutions viz.,

#### **ITEM NO. 1**

#### **Increase in Authorized Share Capital to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT,** pursuant to the provisions of Article 45 Articles of Association of the Company and Section 61 and other applicable provisions of the Companies Act, 2013(including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and the Equity Listing Agreement entered into with the Stock Exchange(s) by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the Government of India, concerned Stock Exchanges or any other Authority under any other Law for the time being in force, the authorized share capital of the Company be and is hereby increased from Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 1,00,00,00,000 (One Hundred Crores) Equity Shares of Re. 1/- (Rupee One only) each to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores) divided into 2,00,00,00,000 (Two Hundred Crores) equity shares of Re.1/-.



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**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted by substitution in its place the following clause as new Clause V:

V. The Authorised Share Capital of the Company shall be Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores) divided into 2,00,00,00,000 (Two Hundred Crores) equity shares of Re.1/ each, with the rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the Company with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act 2013, or provided in the Articles of Association of the Company for the time being.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorised to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms/E-forms with the Registrar of Companies and to comply with all other requirements in this regard under any other Regulations/Rules for the time being in force and for any matters connected herewith or incidental hereto.”

## **ITEM NO. 2**

### **Alteration of Articles of Association of the Company**

**To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and the Equity Listing Agreement entered into with the Stock Exchange(s) by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the Government of India, or any other Authority under any other Law for the time being in force, the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 4 with the following Article:

**Article 4:**

**“The Authorised Capital of the Company shall be such as mentioned in the Clause V of the Memorandum of Association of the Company”.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorised severally / jointly to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms/E-forms with the Registrar of Companies and to comply with all other requirements in this regard under any other Regulations/Rules for the time being in force and for any matters connected herewith or incidental hereto.”

**ITEM NO. 3**

**To approve issue of Bonus Shares.**

**To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Article 133 and Article 46 of the Articles of Association of the Company and pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines on Capital Restructuring of CPSEs by the Department of Investment & Public Asset Management (DIPAM), Ministry of Finance vide OM No. 5/2/2016-Policy dated 27th May, 2016, Foreign Exchange Management Act, 1999 (FEMA) including Regulations and Circulars issued therein, and in accordance with the recommendations of the Board of Directors of the Company and subject to the regulations and guidelines issued by Securities and Exchange Board of India (SEBI), including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities and such necessary approvals, permissions and sanctions, as may be required in this regard and also subject to consent and such other directions as may be issued by the President of India, if any, in this regard while according such approval, the consent of the Members be and is hereby accorded to the Board for capitalization of sum not exceeding Rs.50 crores/- (Rupees Fifty Crores only) from the free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus equity shares of face value of Re. 1/- (Rupee One only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose name appears in the Register of Members maintained by the Company's Registrar and Transfer Agent / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the “Record Date” to be decided by the Board of Directors for this purpose (which expression shall also include a Committee thereof/CMD), in the proportion



of 1 (One) Equity Share for every two existing fully paid- up equity shares held by the Members”.

**RESOLVED FURTHER THAT** the Board of Directors/Committee(s) of the Board thereof, shall not issue fractional share certificate(s) and instead consolidate all such fractional entitlement(s), if any, and there upon issue and allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/ Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement(s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board/ Committee(s), and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s). **RESOLVED FURTHER THAT**, the bonus shares so allotted shall rank pari- passu in all respects with the fully paid-up equity shares of the Company as existing on the 'Record Date' and shall always be subject to the terms and conditions in the Memorandum and Articles of the Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper.”

I hereby submit my Report as under:

1. The Company has completed the dispatch of Postal Ballot Papers, through Courier along with postage prepaid business reply envelope to its members on 24.03.2018. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-Voting.
2. The physical postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the Scrutiny of such postal ballot forms.
3. The e-voting system has been provided by the National Securities Depository Limited (NSDL) being engaged for e-voting process.
4. The postal ballot forms were duly opened in my presence with due identification marks placed by me and the electronic Vote were duly examined. The postal ballot papers received physically were diligently scrutinized and verified.
5. No postal ballot paper found defective or otherwise invalid.

6. All postal ballot forms received upto the close of working hours on 24<sup>th</sup> April, 2018, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.
7. There were No Envelopes containing postal ballot form received after the business hours on 24<sup>th</sup> April, 2018.
8. We did not find any defaced or mutilated ballot papers.
9. No duplicate ballot forms were issued by the Company.
10. The details of the voting are as under:

**RESOLUTION UNDER ITEM NO.1:**

**Type of Resolution** : Ordinary Resolution  
**Mode of Voting** : Postal Ballot Papers & E-Voting

Particulars	Number of votes			% of total number of valid votes cast
	Poll	E-Votes	Total	
Valid Assent	899274425	34645390	933919815	93.3920%
Valid Dissent	0	433	433	0.0000%
<b>Total</b>	<b>899274425</b>	<b>34645823</b>	<b>933920248</b>	<b>93.3920%</b>
Invalid	0	0	0	0

Therefore, the resolution No.1 has been approved with requisite majority. The details of remote e-voting & physical postal ballot are given in **Annexure - '1'** attached herewith.



**RESOLUTION UNDER ITEM NO.2:**

**Type of Resolution** : Special Resolution  
**Mode of Voting** : Postal Ballot Papers & E-Voting

Particulars	Number of votes			% of total number of valid votes cast
	Poll	E-Votes	Total	
Valid Assent	899274425	34625260	933899685	93.3900%
Valid Dissent	0	4741	4741	0.0005%
<b>Total</b>	<b>899274425</b>	<b>34630001</b>	<b>933904426</b>	<b>93.3905%</b>
Invalid	0	0	0	0

Therefore, the resolution No.2 has been approved with requisite majority. The details of remote e-voting & physical postal ballot are given in **Annexure - '1'** attached herewith.

**RESOLUTION UNDER ITEM NO.3:**

**Type of Resolution** : Ordinary Resolution  
**Mode of Voting** : Postal Ballot Papers & E-Voting

Particulars	Number of votes			% of total number of valid votes cast
	Poll	E-Votes	Total	
Valid Assent	899274425	34648129	933922554	93.3923%
Valid Dissent	0	105	105	0.0000%
<b>Total</b>	<b>899274425</b>	<b>34648234</b>	<b>933922659</b>	<b>93.3923%</b>
Invalid	0	0	0	0

Therefore, the resolution No.3 has been approved with requisite majority. The details of remote e-voting & physical postal ballot are given in **Annexure - '1'** attached herewith.

**11. I would like to inform you that all the above Resolution(s) i.e. Resolution No 1, Resolution No.2, and Resolution No.3 of the Notice Dated 19<sup>th</sup> March, 2018 have been passed with requisite majority.**

You may declare the Results accordingly.

12. The postal ballot papers and all other relevant records have been sealed and are being handed over to Mr. G AnandaNarayanan, Company Secretary authorized by the Board for safe keeping.

New Delhi, 25<sup>th</sup> April, 2018

Thanking you,  
Yours Faithfully,

**for BLAK & CO.  
COMPANY SECRETARIES  
(ARCHANA BANSAL)  
ACS 17865; CP 11714  
Scrutinizer**

## Annexure - 1 Summary of the Postal Ballot Voting 2018 Unit: MMTCLIMITED

Voting by remote e-Voting										
Resolution No.	No. of Shares held	No. of Valid votes cast	In favour of the Resolution			Against the resolution			Invalid Votes	
			No. of Members voted	No. of votes cast	% of Total Shares	No. of Members voted	No. of votes cast	% of Total Shares	No. of Members voted	No. of votes cast
1	1000000000	34645823	286	34645390	3.4645%	5	433	0.0000%	0	N. A.
2	1000000000	34630001	276	34625260	3.4625%	11	4741	0.0005%	0	N. A.
3	1000000000	34648234	293	34648129	3.4648%	2	105	0.0000%	0	N. A.
Voting by Polling paper										
Resolution No.	No. of Shares held	No. of Valid votes cast	In favour of the Resolution			Against the resolution			Invalid Votes	
			No. of Members voted	No. of votes cast	% of Total Shares	No. of Members voted	No. of votes cast	% of Total Shares	No. of Members voted	No. of votes cast
1	1000000000	899274425	9	899274425	89.9274%	0	0	0.0000%	0	0
2	1000000000	899274425	9	899274425	89.9274%	0	0	0.0000%	0	0
3	1000000000	899274425	9	899274425	89.9274%	0	0	0.0000%	0	0
Consolidated Results										
Resolution No.	No. of Shares held	No. of Valid votes cast	In favour of the Resolution			Against the resolution			Invalid Votes	
			No. of Members voted	No. of votes cast	% of Total Shares	No. of Members voted	No. of votes cast	% of Total Shares	No. of Members voted	No. of votes cast
1	1000000000	933920248	295	933919815	93.3920%	5	433	0.0000%	0	0
2	1000000000	933904426	285	933899685	93.3900%	11	4741	0.0005%	0	0
3	1000000000	933922659	302	933922554	93.3923%	2	105	0.0000%	0	0