

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A (2) of the Companies Act, 1956 read with Companies passing of Resolution by Postal Ballot Rules, 2001).

Dear Shareholders,

Notice is hereby given to the members of the Company for passing of the following Special Resolution through postal ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of Resolution by Postal Ballot) Rules, 2001 (including any statutory modification or re-enactment thereof for the time being in force). The Company is seeking consent of members through Special Resolution proposed to be passed by Postal Ballot in respect of the following business:

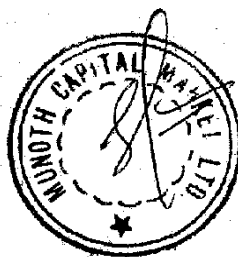
SPECIAL BUSINESS:

1) AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF COMPANY:

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

"RESOLVED THAT pursuant to provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, read with the Memorandum of Association of the Company, Clause III A of the Memorandum of Association of the Company relating to Main Object Clause be and is hereby altered and amended by inserting following object clause 3 after the clause 2 in Clause IIIA of the Memorandum of Association:

"To carry on the business as Depository Participants in India by acquiring membership of Depositories like Central Depository Services (India) Limited (CDSL), National Securities Depository Limited (NSDL) or any other organization providing the Depository Services, depository clearing services, custodian clearing services and professional clearing services and to operate, run, manage and deal in all the permitted activities for providing Depository Participant Services with a high standard of integrity, honour and to ensure business activities in a transparent, fair and open manner."



"RESOLVED FURTHER THAT Mr. Siddharth S. Jain, director be and is hereby authorized on behalf of the Company to do all acts, deeds, matter and things as may be necessary, proper or expedient to give effect to the aforesaid resolution and to file all such forms, documents and papers with the Registrar of Companies and other concerned authorities as may be required for alteration of Main Object Clause."

BY ORDER OF THE BOARD OF DIRECTOR

FOR MUNOTH CAPITAL MARKET LTD.

Siddharth Jain
DIRECTOR
DIRECTOR

Date : 10.09.2012

Place : Mumbai



EXPLANATORY STATEMENT**Pursuant to Section 173 (2) of the COMPANIES ACT, 1956**

Your Company has already acquired membership of CDSL for depository services for the benefit of trading members. However, the renewal of same is now due and SEBI has now insisted for an Object relating to such activity in the Object Clause of the Memorandum of Association of the Company.

In order to insert such new object relating to depository services of the Company, it is proposed to add a new sub-clause - 3 immediately after sub-clause - 2 under Main Object clause of the Memorandum of Association to carry out the depository activities of the Company to facilitate renewal of depository membership with CDSL .

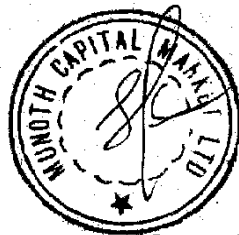
As such, approval of the shareholders is being sought by way of Special Resolution for alteration of "Main Object Clause" of "Object Clause" of Memorandum of Association of the Company. Section 192A of the Act, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 stipulates that the consent of the members of the Company for this proposal shall be obtained by Postal Ballot Process.

None of the Directors of the Company is, in any way, concerned or interested in the aforesaid Resolution.

BY ORDER OF THE BOARD OF DIRECTOR**FOR MUNOTH CAPITAL MARKET LTD.**

Date : 10.09.2012

Place : Mumbai

*Radhika*
DIRECTOR
DIRECTOR**Encl.: 1. Postal Ballot Form****2. Self addressed postage pre-paid envelope.**

MUNOTH CAPITAL MARKET LIMITEDRegd. Office. Mittal Tower – 92, B wing, 9th Floor, Nariman Point, Mumbai – 400 021.**POSTAL BALLOT FORM**

Serial No.

(1) Name(s) of Shareholder(s)

(in block letters) :

including Joint-holders, if any

(2) Registered Address of the Sole/ First :

named Shareholder

(3) Registered Folio No. /

Client ID/DPID No. :

(4) No. of Shares held :

(5) I/We hereby exercise my/our vote in respect of the Special Resolutions through Postal Ballot for the business stated in the Notice of the Company dated 10.09.2012 by sending my/our assent or dissent to the Special Resolutions contained therein by placing the tick (✓) mark at the appropriate box below.

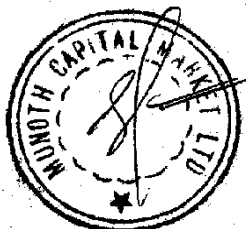
(Ticks in both the boxes would render your Ballot Form invalid)

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Alteration of Object Clause of Memorandum of Association of Company by inserting New Object Clause			

Place :

Date :

(Signature of the Shareholder)



INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer of the Company in the attached self-addressed envelope. Postage is borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The Company has appointed Mr. Pankaj K. Shah, Chartered Accountant in whole time practice and proprietor of Pankaj K. Shah Associates, Chartered Accountant, Ahmedabad, as scrutinizer for the purpose of postal ballot exercise.
3. The self-addressed postage pre-paid envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This 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.
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/Authority together with attested specimen signature(s) of the duly authorized signatory/ies.
6. Unsigned Postal Ballot Form will be rejected.
7. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours (18.00 hours) on Wednesday, October 17, 2012. All Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not been received.
8. Postal Ballot shall not be exercised by a Proxy.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on Thursday, September 13, 2012 (cut-off date).
10. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

