

NOTICE OF POSTAL BALLOT

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

Notice pursuant to section 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the rules") (including any statutory modification or re-enactment thereof for the time being in force), read with relevant regulations of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, to the members of Mig Media Neurons Limited (the "Company") to consider and if thought fit, pass the resolution herein below as a Special Resolution by Postal Ballot.

Approval of the shareholders of the Company by Special Resolution passed through Postal Ballot is essential for a Company seeking to voluntarily delist its equity shares from the NSE SME Institutional Trading Platform (SME-ITP) i.e. the only Stock Exchange where the equity shares of the Company are listed.

SPECIAL BUSINESS:**1. Voluntary Delisting of Equity Shares of the company from NSE SME Institutional Trading Platform (SME-ITP):**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special resolution:

"RESOLVED THAT pursuant to provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009 for Voluntary Delisting of Shares from National Stock Exchange (SME-ITP) and subsequent amendments thereto, and subject to all the applicable provisions of the Companies Act, 2013, and Security Contract and Regulation Act, 1956, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the rules framed, thereunder, Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 as amended from time to time, and approved by the Board of Directors in their Board Meeting dated 6th October, 2021, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, the approval of Members of the Company be and is hereby accorded to voluntarily delist the equity shares of the Company from NSE SME (ITP Platform) i.e. the only stock exchange where the equity Shares of the Company are listed."

"FURTHER RESOLVED THAT Mr. Rushikesh Naranbhai Bhavsar, Managing Director and/or Mrs. Zalakben Chintan Gajjar, Company Secretary of the Company be and are hereby severally authorized to take effective steps for voluntary delisting of shares from the NSE SME (ITP) and to accept any terms and conditions as may be imposed by the Stock Exchanges, SEBI or any regulatory authorities and to settle all the questions and matters arising out of and incidental to the proposed voluntary delisting of the equity shares of the Company from the above said stock exchange and to execute Indemnity Bond/undertaking or any other writings, which they may in their absolute discretion consider necessary, proper or expedient for giving effect to the above said resolution as may be required by the Stock Exchanges."

REGD. OFFICE:

**A-402/403, Shapath Hexa,
Opp. High-court of Gujarat,
Near Kargil Petrol Pump,
S. G. Highway, Ahmedabad– 380060**

DATE: 7th October, 2021

**By Order of the Board,
For, MIG MEDIA NEURONS LIMITED**

**Sd/-
RUSHIKESH NARANBHAI BHAVSAR
MANAGING DIRECTOR
DIN: 03393555**

NOTES:

1. Notice of the meeting is also displayed on the Company's website: www.migmedianeuronsltd.com
2. An explanatory statement pursuant to Section 102 of Companies Act, 2013 is annexed herewith.
3. In terms of Section 110 of Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the item of business mentioned above is sought to be passed through postal ballot at the extraordinary general meeting.
4. Shareholders are informed that voting shall be done by the means of postal ballot. The postal ballot form is attached herewith.
5. The Board of Directors of the Company has appointed Mr. Ronak D Doshi from M/s. Ronak Doshi & Associates, Practicing Company Secretaries having membership No. 23712 and C.P. No. 12725 as scrutinizer at the ensuing Extraordinary General Meeting for conducting the postal ballot process in accordance with law in a fair and transparent manner.
6. The shareholders casting their vote through physical Postal Ballot Form are requested to carefully read the instructions and return the Form duly completed in all respects signed along with your assent (FOR) or dissent (AGAINST) in the attached form in the enclosed self-addressed envelope so as to reach the Scrutinizer on or before 5:00 P.M. on Saturday, 6th November, 2021. The Postal Ballot Forms received after close of working hours (5.00 pm IST), on Saturday, 6th November, 2021 will be treated as if the same has not been received from the Member.
7. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date being 6th October, 2021. A person who is not a shareholder as on the cut-off date should treat this notice for information purposes only.
8. The resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the postal ballot voting indicates that the requisite majority of the Shareholders had assented to the resolution.
9. The scrutinizer shall after the completion of the voting, count the votes cast in favour or against and mention them in his report to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. After declaration, the voting result will be declared on the Company's website: www.migmedianeuronsltd.com besides communicating the same to Bigshare Services Private Limited, Registrar and Share Transfer Agents on the said date and also to National Stock Exchange, SME ITP Emerge Platform where the shares of the Company are listed.
10. Unsigned or incomplete and improperly or incorrectly ticked Voting Postal ballot Papers shall be rejected. The Scrutinizer's decision on the validity of Postal Ballot will be final.
11. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot will be deemed to have been duly passed at a general meeting convened in that behalf and the same shall be considered having been passed on Saturday, 6th November, 2021 i.e. the last date of receipt of Postal Ballot Form.

12. A shareholder cannot exercise his vote by PROXY on Postal Ballot.
13. This Postal Ballot Notice is also being sent by e-mail to all members of the Company on their registered e-mail ID or alternate e-mail ID as provided by a member(s).
14. Members are requested not to send any other documents (other than those document provided by the Company) along with Postal ballot forms. If the same is received by the Scrutinizer, the same shall be destroyed.
15. Members may contact company at cs.migmedia@gmail.com for any information or queries pertaining to voting.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their Depository Participants (DP).

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**A-402/403, Shapath Hexa,
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DATE: 7th October, 2021

PLACE: AHMEDABAD

**By Order of the Board,
For, MIG MEDIA NEURONS LIMITED**

**Sd/-
RUSHIKESH NARANBHAI BHAVSAR
MANAGING DIRECTOR
DIN: 03393555**

EXPLANATORY STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102[1] OF THE COMPANIES ACT, 2013

The following statements set out all material facts relating to Special Businesses mentioned in the accompanying Notice:

ITEM NO: 1 VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM NSE SME INSTITUTIONAL TRADING PLATFORM (SME-ITP):

The Company's equity shares are listed on the NATIONAL STOCK EXCHANGE SME Institutional Trading Platform (SME-ITP) (Scrip code: MMNL) effective from May 21, 2015. The ITP platform was created to facilitate start-up companies and SME's to list their shares without going through an extensive initial public offering process.

Since listing, the Company's shares have not been traded on the National Stock Exchange. The Company currently has a small group of 8 shareholders and trading in the Company's scrip on the ITP platform is not envisaged. Delisting of the Company's shares will save cost and time for compliance with applicable SEBI Regulations and provisions of the Companies Act, 2013, as applicable to listed entities. It is therefore prudent to consider a voluntary delisting of the shares of the Company from the NSE SME Institutional Trading Platform (SME-ITP) i.e. the only stock exchange where the equity Shares of the Company are listed.

In the Board Meeting dated 6th October, 2021 The board of directors of the Company had approved the voluntary delisting of the Equity shares of the Company from the SME Institutional Trading Platform of the National Stock Exchange and passing of resolution by postal ballot.

In order to comply with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009 for Voluntary Delisting of Shares from National Stock Exchange (SME-ITP) and subsequent amendments thereto, the company seeks approval of shareholders by way of passing special resolution at the ensuing Extraordinary General Meeting through postal ballot process for voluntary delisting of equity shares of the company from NSE SME (ITP Platform) i.e. the only stock exchange where the equity Shares of the Company are listed.

The board of directors recommends passing of the special resolution at item no. 1 in relation to voluntary delisting of equity shares of the company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the company.

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Opp. High-court of Gujarat,
Near Kargil Petrol Pump,
S. G. Highway, Ahmedabad– 380060

DATE: 7th October, 2021
PLACE: AHMEDABAD

By Order of the Board,
For, MIG MEDIA NEURONS LIMITED

Sd/-
RUSHIKESH NARANBHAI BHAVSAR
MANAGING DIRECTOR
DIN: 03393555

MIG MEDIA NEURONS LIMITED**CIN: L74140GJ2011PLC067491**

Regd. Office: A-402/403, Shapath Hexa, Opp. High court of Gujarat,
Near Kargil Petrol Pump, S. G. Highway, Ahmedabad – 380060, Gujarat
Website: www.migmedianeuronsltd.com | E-mail: madeingj@gmail.com

POSTAL BALLOT FORM**(Please read the instructions printed overleaf carefully before filling this form)**

SR. NO.	PARTICULARS	DETAILS
1.	Name and Registered Address of the member	
2.	Name(s) of joint holder(s), if any	
3.	Registered Folio no. / DP ID No. / Client ID No.	
4.	Number of Equity Shares held as on 6 th October, 2021	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Notice of the Company dated Thursday, October 07, 2021, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (P) mark at the appropriate box below:

Sr. No.	Description of Special Resolution	No. of Shares held by me	I/We assent to the resolution	I/We dissent from the resolution
1.	To approve Voluntary Delisting of Equity Shares of the company from NSE SME Institutional Trading Platform (SME-ITP)			

Place:

Date:

(Signature of Shareholder)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer on or before 6th November, 2021.