

MPS Limited

Registered office: RR Towers IV, Super A,
Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032.

NOTICE OF POSTAL BALLOT

(Pursuant to section 192A of the Companies Act, 1956)

To

The Members of MPS Limited

NOTICE pursuant to Section 192A of the Companies Act, 1956 (the "Act"), read with the Companies (passing of the resolution by postal ballot) Rules 2011 (the "Rules"), is hereby given to the Members of MPS Limited that the resolution stated below is proposed to be passed as Special Resolution by way of voting by Postal Ballot.

In accordance with Section 192A of the Act read with the Rules, the consent of the Members is sought by way of Postal Ballot for passing of the Special Resolution stated below. An Explanatory Statement setting out all the material facts is annexed hereto along with the Postal Ballot Form (the "Form") for casting your vote(s) to the proposed Special Resolution.

The Board of Directors at their meetings held on 14th February and 9th April, 2013 decided, subject to the confirmation by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated) and approval of the Members through Postal Ballot to shift the registered office of the Company from the State of Tamil Nadu to the State of NCT Delhi and appointed Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries, as Scrutiniser for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to read the instructions printed on the Form carefully and return the Form duly completed with your assent (for) or dissent (against) and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutiniser on or before the close of working hours (17:30 hrs) on 21st May, 2013. Please note that any Form(s) received after the closing hours of the said date shall be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on 28th May, 2013 at 12.00 noon at the registered office of the Company at RR Towers IV, Super A, Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032. The results of the Postal Ballot will also be displayed at the registered office and posted on the Company's website - www.adi-mps.com besides being communicated to the Stock Exchanges where the company's shares are listed and will be published in English and Tamil Newspaper.

The date of declaration of the results will be treated as the date of passing of the said Special Resolution. The resolution being a Special Resolution, will be declared as passed if the votes cast in favour of the Special Resolution are three times more in number than the votes cast against the Special Resolution.

The result of the Postal Ballot will also be noted at the next General Meeting of the Company.

By Order of the Board
For MPS Limited

Mumbai
9th April, 2013

Supriya Kumar Guha
Company Secretary

RESOLUTION FOR POSTAL BALLOT

(Pursuant to section 192A of the Companies Act, 1956)

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

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and the rules issued there under, and subject to the confirmation by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated), the approval of shareholders be and is hereby accorded for the shifting of the registered office of the Company from the State of Tamilnadu to the State of NCT Delhi.

"RESOLVED FURTHER THAT upon approval accorded by the shareholders as aforesaid and the shift in the registered office of the Company is confirmed by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated) as aforesaid, Clause II of the Memorandum of Association of the Company, be altered by substituting the following new clause:-

Clause II: The Registered Office of the Company shall be situated in the State of NCT Delhi".

"RESOLVED FURTHER THAT thereupon the registered office of the Company be shifted from the State of Tamil Nadu to the State of NCT Delhi at such place as may be determined by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, matters, deeds and things and give all such directions, as may be deemed expedient and necessary to give effect to this Special Resolution."

By Order of the Board
For MPS Limited

Mumbai
9th April, 2013

Supriya Kumar Guha
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

H M Publishers Holdings Limited ("Macmillan"), who were the original promoters of the Company, sold their entire shareholding in the Company on 12th October, 2011 to ADI BPO Services Private Limited (presently ADI BPO Services Limited) ("Holding Company"). Consequent upon such sale, Macmillan ceased to be a Member of the Company effective 12th October, 2011 and the Company became a subsidiary of the Holding Company. The registered office of the Holding Company is located at NCT Delhi.

At present the registered office of the Company is situate at RR Towers IV, Super A, Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032. The Board of Directors at their meeting held on 9th April, 2013 approved shifting the registered office of the Company from the State of Tamil Nadu to the State of NCT Delhi, subject to the approval of shareholders and the confirmation by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated) pursuant to the applicable provisions of the Companies Act, 1956.

NCT Delhi has a potential market for the Company's business and business can be carried out more economically and efficiently and will also help to enlarge the area of its business operations together with its Holding Company.

Shifting of registered office to NCT Delhi will also facilitate better coordination of the Company with its Holding Company. Further for administrative convenience and also for statutory compliances it will be advantageous to have the registered office of the Company functioning in NCT Delhi. This will also lead to effective control and better synergy of operations.

Pursuant to Section 17 of the Companies Act, 1956 shifting of the registered office of the Company from one State to another, requires the prior approval of the shareholders of the Company by means of a special resolution. Pursuant to Section 192A of the Companies Act, 1956, such approval is to be obtained by voting by Postal Ballot. After obtaining shareholders approval as aforesaid, the proposal will be submitted to the Regional Director, Southern Region, Chennai (to whom the powers of the Central Government are delegated) for its confirmation under and in accordance with Section 17(2) of the Companies Act, 1956.

Pursuant to the said Section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, the aforesaid proposed special resolution is being sent to the Members for their approval through Postal Ballot.

Members are requested to communicate their assent/dissent in writing in the Postal Ballot Form sent herewith, in accordance with the instructions set out therein.

The existing Memorandum and Articles of Association of the Company will be open for inspection at the registered office of the Company during business hours on all working days between 11.00 a.m. and 1.00 p.m. up to and including 21st May, 2013.

By Order of the Board
For MPS Limited

Mumbai
9th April, 2013

Supriya Kumar Guha
Company Secretary

MPS Limited

Registered office: RR Towers IV, Super A,
Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032

POSTAL BALLOT FORM

Sl No.

- 1 Name(s) of Member(s) :
(including joint-holders, if any)
- 2 Registered address of the sole/
First named Member :
- 3 Registered folio No. :
(Applicable to Member(s) holding
shares in physical form)
DP ID No. & Client ID No.
(Applicable to Member(s) holding
shares in dematerialised form)
- 4 Number of shares held :

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 dated 9th April, 2013 by sending my/our assent or dissent to the said Special Resolution by placing the tick (✓) mark at the appropriate box below:

Sl. No	Description	No. of shares for which vote is cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	Special Resolution pursuant to Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and the rules issued there under as applicable for the time being in force, for shifting the registered office of the Company from the State of Tamil Nadu to the State of NCT Delhi.			

Place :

Date :

Signature of the Member

Note: Please read carefully the instructions printed overleaf.

INSTRUCTIONS

Please read the following instructions carefully:

- 1 The votes should be cast either in favour or against by putting the (✓) tick mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid.
- 2 A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed 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/ registered post at the expense of the Member will also be accepted if the same is received before the closing working hours on 21st May, 2013.
- 3 The self addressed envelope bears the address of the Scrutinizer appointed by the Company.
- 4 The Postal Ballot form should be completed and signed by the Member 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 Member and in his/her absence, by the next named Member. Incomplete, unsigned and incorrectly filled Postal ballot form will be rejected. A Member is not entitled to appoint a proxy to vote in his/ her behalf by Postal Ballot.
- 5 In case of Companies, Trusts etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board resolution/Authority to the person signing the Postal Ballot form.
- 6 Duly completed Postal Ballot form(s) should reach the Scrutinizer not later than the close of working hours (17:30 hrs) on 21st May, 2013. Postal Ballot form(s) received after this date will be strictly treated as if the reply from such Member has not been received.
- 7 Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member on the date of despatch of the notice.
- 8 In case Power of Attorney holders sign the Postal Ballot form, reference of Power of Attorney registration by the company should be mentioned in the Postal Ballot form.
- 9 Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.