



MPS Limited

C - 35, Sector- 62, Noida- 201 307, Uttar Pradesh (INDIA)
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October 26, 2018

Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Trading Symbol: MPLSLTD	Department of Corporate Services –Listing BSE Limited PhirozeJeeJeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 532440
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Subject: Declaration of results of Postal Ballot & remote e-voting for the Appointment of Mr. Rahul Arora as the Managing Director of the Company

Dear Sir/ Madam,

This is with reference to the letter dated 21st September 2018, informing the Stock Exchange that the Company is seeking shareholders approval by way of Special Resolution through Postal Ballot & remote e-voting for the appointment of Mr. Rahul Arora (DIN: 05353333) as the Managing Director of the Company for a period of (5) five years with effect from 12.08.2018 to 11.08.2023 (both days inclusive).

Please find enclosed herewith the following:

1. The Scrutinizer's Report dated 25th October 2018 issued by M/s. R. Sridharan of M/s. R. Sridharan & Associates, Practicing Company Secretaries, Scrutinizer appointed for the said purpose, pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexure-1**.
2. Combined voting results of the Postal Ballot & remote e-voting, in relation to the business set out in the Postal Ballot Notice dated 27.07.2018, as required under Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), attached and marked as **Annexure-2**.

Further, please find below the disclosure of relationships between the appointee director & other Directors of the Company and Brief Profile of Mr. Rahul Arora, pursuant to the Regulation 30 of the Listing Regulations:

a. Disclosure of relationships between Appointee Director and other Directors:

Except Mr. Nishith Arora, Non-Executive Chairman and Director, related as father and Ms. Yamini Tandon, Director, related as wife, Mr. Rahul Arora is not related to any other directors of the Company.



www.mpslimited.com

Mr Rahul Arora was the Chief Executive Officer and Whole-time Director of the Company during the period starting from 12.08.2013 to 11.08.2018. A Bachelors of Science graduate from Babson College (2006) USA , with an MBA from the Indian School of Business, Hyderabad (2011), Mr Arora completed the Wharton Advanced Management Program in 2017.

He has had an entrepreneurial career that started after his undergraduate days at Babson College, USA. After his entrepreneurial stint at Babson, he successfully led the transformation of his family's print-restricted publishing business to a larger, professionally driven B2B media business.

Mr. Rahul Arora was responsible for leading and significantly growing some of Gallup's most innovative consulting partnerships in the Asia Pacific region. Within the limited time he spent at Gallup, he was recognized for his achievements with accolades such as Rising Star in India and Most Valuable Player in the 2011 global cohort of new hires.

As per the Scrutinizers Report the Special Resolution has been approved by requisite majority of the Shareholders of the Company.

You are requested to take the above information and enclosed documents on your record.

Thanking you,

Yours Sincerely,
For MPS Limited


Sunit Malhotra
Chief Financial Officer and Company Secretary

Enclosure: as above

25th October, 2018

The Chairman

MPS LIMITED,

RR Towers IV, Super A,

Thiru-vi-ka Industrial Estate,

Guindy, Chennai – 600 032.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by Mr. Sunit Malhotra, Chief Financial Officer and Company Secretary of **MPS Limited**, who was authorised by the Board of Directors at its meeting held on 27th day of July, 2018 to receive, consider and scrutinize the postal ballot papers and e-voting in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
<p>Section 2(54), 196, 197, 203 read with Part I and Section I of Part II of Schedule V and all other applicable provisions if any, of the Companies Act, 2013</p>	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 read with Part I and Section I of Part II of Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, subject to the approval from the Central Government, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded to the appointment of Mr Rahul Arora (DIN: 05353333) as the Managing Director of the Company for a period of (5) five years with effect from 12.08.2018 to 11.08.2023 (both days inclusive) at a remuneration of USD 3,50,000 (USD Three Lacs Fifty Thousand only) per annum, subject to annual/ periodical changes in compensation as may be recommended by the Nomination and Remuneration Committee and approved by the Board and on such other terms and conditions, as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Postal Ballot Notice to this Notice.</p>



	<p>RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration to Mr. Rahul Arora from time to time to the extent the Board of Directors may consider necessary in accordance with the applicable provisions of the Act, rules, regulations and Schedule thereunder for the time being in force, provided however that the remuneration after the alteration or variation does not exceed the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).</p> <p>RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the payment of said remuneration to Mr. Rahul Arora, Managing Director, as minimum remuneration, even in the event of loss or inadequacy of profits of the Company though the remuneration as such exceed the limits prescribed in Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and that the Board of Directors be and is hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s), necessary or desirable in connection with, or incidental or ancillary thereto for the purpose of giving effect to the aforesaid resolution including but not limited to seeking consent of the appropriate authority, as may be required."</p>
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WE REPORT that the Postal ballot notice dated 27th July, 2018 under Section 110 of the Companies Act, 2013, ("the Act") (along with the Statement pursuant to Section 102 of the Act and Postal Ballot Form) was issued individually to all the members and the notices were despatched on 21st September, 2018 by Physical mode through Speed Post and Electronic mode through E-mails for those members who have provided their e-mail ids.

WE REPORT that as stated in the notice sent to the members, the Company had fixed 24th October, 2018 as the last date for receipt of Postal Ballots and e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**THE FINANCIAL EXPRESS**" in 'English' on 22nd September, 2018 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 22nd September, 2018 informing about the despatch of the Postal Ballot forms, e-voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and e-voting particulars from the members during the period starting from **25th September, 2018 (9:00 a.m. IST) to 24th October, 2018 (5:00 p.m. IST)**. Central Depository Services (India) Limited ("**CDSL**") had unblocked the e-voting after 5.00 P.M. on Wednesday, 24th October, 2018.



All the Postal Ballot forms and e-voting particulars received upto the closure of working hours (**5:00 p.m. IST**) on Wednesday, 24th October, 2018, the last date fixed by the Company for receipt of the Postal Ballot forms and e-voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 106 (One hundred and Six only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms, we have not come across any mutilated Postal Ballot Forms.

WE REPORT that all the Postal Ballot forms and e-voting particulars were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

WE REPORT that the ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

The ballot papers, which were found defective have been treated as invalid and kept separately.

WE REPORT that out of **12878** Shareholders, we have received **32** valid polled Ballot forms from the shareholders and **37** valid votes casted through e-voting by the shareholders, the details of consolidated polling results are given below:

Receipt of Postal Ballot Forms and e-voting	25th September , 2018 (9:00 a.m. IST) to 24th October, 2018 (5:00 p.m. IST)		
Total No. of Shareholders	12878		
Total No. of Shares	18616926		
Particulars	As per Postal Ballot	As per e-voting	Total
Postal Ballot Forms Received	36	37	73
Less: Invalid Forms*	4	-	4
Total Valid Forms	32	37	69

***Invalid Postal Ballot was not taken into account for the voting.**



ITEM 1 - Appointment of Mr. Rahul Arora as the Managing Director of the Company.

Special Resolution

(i) Votes in **favour** of the resolution:

Number of members voted in e- voting	Number of votes cast (Shares) - e- voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
32	13558004	28	118368	13676372	99.9879

(ii) Votes **against** the resolution:

Number of members voted in e- voting	Number of votes cast (Shares) - e- voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
5	1573	4	78	1651	0.0121

(iii) **Invalid** Votes:

Number of members voted in e- voting	Number of votes cast (Shares) - e- voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot
0	0	4	226	226

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Section 2(54), 196, 197, 203 read with Part I and Section I of Part II of Schedule V and all other applicable provisions if any, of the Companies Act, 2013, with regard to Item 1 as set out in the Notice of Postal Ballot is passed with requisite majority.





WE FURTHER REPORT that as per the notice of Postal Ballot dated 27th July, 2018 approved by the Board of Directors on 27th July, 2018, the Chairman or any other duly authorised Director/ Officer of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred to herein on Friday, 26th October, 2018 at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website - www.mpslimited.com and on the CDSL's website - www.evotingindia.com besides being communicated to the Stock Exchanges where the Company's shares are listed. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid is enclosed.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot & e-voting.

Thanking You,

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**


CS R SRIDHARAN
FCS No. 4775
C P No. 3239



Place: Chennai

Company Name	MPS LIMITED
Date of the AGM/EGM	NOT APPLICABLE
Total number of shareholders on record date	12878
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	Special Resolution - Appointment of Mr. Rahul Arora as the Managing Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12616996	12616996	0.0000	12616996	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1280072	694579	54.2609	694579	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4719858	248002	5.2544	246429	1573	99.3657	0.6343
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		118446	1.1880	118368	78	99.9341	0.0659
Total		18616926	13678023	73.4709	13676372	1651	99.9879	0.0121

