MPS Limited
C 35, Sector 62, Noida 201 307, INDIA
Tel: +91 120 4599 750 Fax: +91 120 4021 280

July 25, 2019

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051

Scrip Code: MPSLTD

Department of Corporate Services-Listing
BSE Limited
Phiroze JeeJeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 001

Scrip Code: 532440

Dear Sirs,

Sub: Proceedings and Voting Results of the 49th Annual General Meeting.

We hereby wish to inform you that the 49th Annual General Meeting of the Company was held on Wednesday, July 24, 2019 At 02.30 P.M. at the Raintree Hotels, 636 Anna Salai, Teynampet, Chennai and the business mentioned in the Notice dated May 17, 2019 were transacted. In this regard, we are enclosing herewith the following reports:

1. Gist of the proceedings of the 49th Annual General Meeting, as required under Regulation 30, Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations).

2. Consolidated Scrutinizers Report along with the voting results in the prescribed format as per Regulation 44(3) of the Listing Regulations.

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

Thanking you,

Yours faithfully,
For **MPS Limited**

SUNIT MALHOTRA
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Sunit Malhotra
CFO & Company Secretary

GIST OF THE PROCEEDINGS OF THE FORTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MPS LIMITED HELD ON WEDNESDAY, JULY 24, 2019 AT 02:30 P.M. AT THE RAINTREE HOTELS, 636 ANNA SALAI, TEYNAMPET, CHENNAI – 600 035, TAMILNADU.

Mr. Nishith Arora, Chairman, took the Chair and welcomed the Members to the 49th Annual General Meeting ('**AGM'** or '**Meeting'**) of the Company.

Total 85 Members (including Proxies and Authorised Representatives) attended the Meeting as per the records of attendance. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman introduced the Directors of the Company present at the AGM. The representatives of the Statutory Auditors and Secretarial Auditors were also present.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the facility, to the Members, to cast their vote electronically (remote e-voting) on CDSL e-voting platform in respect of all the businesses mentioned in the Notice dated May 17, 2019. The e-voting commenced at 9.00 am (IST) on July 21, 2019 and ended at 5.00 pm (IST) on July 23, 2019. The Board of Directors had appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing both, the remote e-voting and physical voting at the Meeting, in a fair and transparent manner.

The Chairman further informed that the voting rights shall be in proportion to the shareholding of the Members as on the cut-off date i.e. July 17, 2019.

Mr. Rahul Arora, Managing Director, made a presentation on the operations of the Company.

The Chairman then informed that Members, who have not cast their vote electronically, may cast their votes at the Meeting through Ballot Papers.

With the concurrence of the Members, the Notice convening the 49th Annual General Meeting along with the Annual Report and Auditors Reports were taken as read.

The Chairman thereafter explained the resolutions to be voted at the Meeting.

The following items of business, as per Notice dated May 17, 2019 were transacted at the meeting:

Ordinary Business:

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 including Balance Sheet as at March 31, 2019 and Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, both on standalone and consolidated basis, along with the Reports of the Board of Directors and Auditors' thereon. **(Ordinary Resolution)**.

2. To appoint a Director in place of Mr. Nishith Arora (DIN: 00227593), Non – Executive Chairman who retires by rotation, and being eligible, offers himself for re-appointment **(Ordinary Resolution)**.

3. To declare dividend of Rs. 25 per equity share of Rs. 10/- each for the financial year 2018-2019. **(Ordinary Resolution)**.

4. **"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Mr. Sunil Manubhai Shah (DIN: 00137105) who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from December 11, 2018 pursuant to section 161(1) of the Act and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation, for a consecutive term of 5 years with effect from January 18, 2019 to January 17, 2024."**(Ordinary Resolution)**.

5. **"RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vijay Sood (DIN : 01473455), Independent Director of the Company whose period of office of 5 years is liable to be completed on May 21, 2019, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended be and is hereby re-appointed as an Independent Director of the Company with effect from May 22, 2019, to May 21, 2024, and the term shall not be subject to retirement by rotation. **(Special Resolution)**

Thereafter the Chairman announced the voting and the Members cast their votes.

The Chairman invited Members (other than those present through proxies) for comments and queries. The queries raised by the Members were satisfactorily replied.

The Chairman informed that the consolidated results of remote e-voting and physical voting at the Meeting alongwith consolidated report of the Scrutinizer would be displayed at the Notice Board at the Registered Office of the Company and would also be placed on the website of the Company as well as of CDSL. The above results and Scrutinizer's report shall also be submitted to National Stock Exchange of India Limited and BSE Limited.

Thanking the Members for their participation, suggestions and comments, the Chairman announced formal closure of the 49th Annual General Meeting of the Company.

A vote of thanks was proposed to the Chair.

The Chairman then declared the meeting as closed.

Based on the consolidated Scrutinizers' Report, all the aforesaid resolutions were passed with requisite majority.

For **MPS Limited**

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MALHOTRA

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Sunit Malhotra
Company Secretary and Chief Financial Officer

Date: July 25, 2019

R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 42555587
email : sridharan.r@aryes.in
web : www.aryes.in

Consolidated Scrutinizer's Report

24th July, 2019

The Chairman
MPS Limited,
RR Tower IV, Super A, 16/17,
Thiru-Vi-Ka Industrial Estate, Guindy,
Chennai - 600 032

Ref: The 49th Annual General Meeting of the members of MPS Limited held on Wednesday, 24th July, 2019 at 2.30 p.m. at The Raintree Hotels, 636, Anna Salai, Teynampet, Chennai – 600 035

Dear Sir,

The Board of Directors of **MPS Limited** vide resolution dated 17th May, 2019 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process held between Sunday, July 21, 2019 (9.00 AM) (IST) to Tuesday, July 23, 2019 (5.00 PM) (IST) and to conduct the Polling process relating to the 49th AGM of the members of the Company, held on Wednesday, 24th July, 2019 at 2.30 p.m. at The Raintree Hotels, 636, Anna Salai, Teynampet, Chennai – 600 035. The shareholders of the Company as on the "cut off" date i.e. Wednesday, 17th July, 2019 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.

2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete, unsigned and/or which were otherwise found defective have been treated as invalid and kept separately.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17 CP. No: 3239 FCS No. 4775 COMPANY SECRETARIES

4. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Ms. B Devi Lakshmi, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

5. The consolidated result (Remote E-voting and Poll) of the said Resolutions are as under:

Item No. 1 - Adoption of Audited Standalone & Consolidated Financial Statements, Reports of Board of Directors & Auditors thereon (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
20	**13438350**	**14**	**9784**	**13448134**	**99.9997**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**21**	**1**	**18**	**39**	**0.0003**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17 CP. No: 3239 FCS No. 4775 COMPANY SECRETARIES

Item No. 2 – Re-appointment of Mr. Nishith Arora (DIN: 00227593) as director who retires by Rotation (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
20	**13439678**	**14**	**9784**	**13449462**	**99.9997**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
2	**22**	**1**	**18**	**40**	**0.0003**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

<u>RESULT</u>:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17 CP No. 3239 FCS No. 4775 COMPANY SECRETARIES

Item No. 3 – Declaration of Dividend of INR 25 per equity share of INR 10/- each for the financial year ended March 31, 2019 (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
22	**13439700**	**15**	**9802**	**13449502**	**100.00**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**NIL**	**NIL**	**NIL**	**0.00**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed unanimously.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17 CP. No: 3239 FCS No. 4775 COMPANY SECRETARIES

Item No. 4 – Appointment of Mr. Sunil Manubhai Shah (DIN: 00137105) as a Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
22	**13439679**	**13**	**9769**	**13449448**	**99.9997**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**21**	**1**	**18**	**39**	**0.0003**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES
(OLD No. 12) NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17
CP No: 3239
FCS No: 4775
COMPANY SECRETARIES

Item No. 5 – Re-Appointment of Mr. Vijay Sood (DIN: 01473455) as a Independent Director of the Company (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
22	**13439679**	**13**	**9769**	**13449448**	**99.9997**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**21**	**1**	**18**	**39**	**0.0003**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.

R.SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17 CP. No: 3239 FCS No. 4775 COMPANY SECRETARIES

6. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" for each resolution is enclosed.

7. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

CS R. Sridharan
CP No. 3239
FCS No. 4775

R. SRIDHARAN & ASSOCIATES
(OLD No. 12) NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17
CP No: 3239
FCS No. 4775
COMPANY SECRETARIES

NAME OF THE COMPANY: MPS LIMITED

1.Receive, consider and adopt the Audited Financial Statement (Standalone and Consolidated).

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES POLLED**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	12616996	12616996	100	12616996	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**12616996**	**12616996**	100	**12616996**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1261033	255283	20.24	255283	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**1261033**	**255283**	20.24	**255283**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4738897	566092	11.95	566071	21	100	0
	POLL		9802	0	9784	18	99.82	0.18
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**4738897**	**575894**	12.15	**575855**	**39**	99.99	0.01
GRAND TOTAL		**18616926**	**13448173**	72.24	**13448134**	**39**	100	0

2.Re-appointment of Mr. Nishith Arora (DIN: 00227593), who retires by rotation

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES POLLED**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	12616996	12616996	100	12616996	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**12616996**	**12616996**	100	**12616996**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1261033	256612	20.35	256612	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**1261033**	**256612**	20.35	**256612**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4738897	566092	11.95	566070	22	100	0
	POLL		9802	0	9784	18	99.82	0.18
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**4738897**	**575894**	12.15	**575854**	**40**	99.99	0.01
GRAND TOTAL		**18616926**	**13449502**	72.24	**13449462**	**40**	100	0

3.To declare final dividend of RS.25 per equity share of RS.10/- each for the Financial Year

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES POLLED**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	12616996	12616996	100	12616996	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**12616996**	**12616996**	100	**12616996**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1261033	256612	20.35	256612	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**1261033**	**256612**	20.35	**256612**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4738897	566092	11.95	566092	0	100	0
	POLL		9802	0	9802	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**4738897**	**575894**	12.15	**575894**	**0**	100	0
GRAND TOTAL		**18616926**	**13449502**	72.24	**13449502**	**0**	100	0

SUNIT MALHOTRA

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Date: 2019.07.25 20:42:19 +05'30'

MPS LIMITED

NAME OF THE COMPANY: MPS LIMITED

4.Appointment of Mr. Sunil Manubhai Shah as an Independent Director of the Company

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES POLLED**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
PROMOTER AND PROMOTER~GROUP	E-VOTING	12616996	12616996	100	12616996	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**12616996**	**12616996**	100	**12616996**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1261033	256612	20.35	256612	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**1261033**	**256612**	20.35	**256612**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4738897	566092	11.95	566071	21	100	0
	POLL		9787	0	9769	18	99.82	0.18
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**4738897**	**575879**	12.15	**575840**	**39**	99.99	0.01
GRAND TOTAL		**18616926**	**13449487**	72.24	**13449448**	**39**	100	0

5.Re-appointment of Mr. Vijay Sood as an Independent Director of the Company

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES POLLED**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
PROMOTER AND PROMOTER~GROUP	E-VOTING	12616996	12616996	100	12616996	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**12616996**	**12616996**	100	**12616996**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1261033	256612	20.35	256612	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**1261033**	**256612**	20.35	**256612**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4738897	566092	11.95	566071	21	100	0
	POLL		9787	0	9769	18	99.82	0.18
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**4738897**	**575879**	12.15	**575840**	**39**	99.99	0.01
GRAND TOTAL		**18616926**	**13449487**	72.24	**13449448**	**39**	100	0

SUNIT MALHOTRA

Digitally signed by SUNIT MALHOTRA
DN: c=IN, o=Personal, postalCode=201307, st=Uttar Pradesh, 2.5.4.20=3ffa4429c4802e8b535a13cddfe5860e504cf9a2e59f071e47d34dd9173c6978, serialNumber=0e7e585c0c2b57a42f5aa712098f5dcb3f1e2e0fd1a76601dd178af8d7b52b4d, cn=SUNIT MALHOTRA
Date: 2019.07.25 20:44:31 +05'30'

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