

## NOTICE

**NOTICE** is hereby given that the 49th ANNUAL GENERAL MEETING OF THE MEMBERS OF MPS LIMITED ('MPS or the Company') will be held on **Wednesday, July 24, 2019 at 02:30 P.M.** at The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai 600 035, Tamil Nadu to transact the following businesses:

### 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.
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.
3. To declare dividend of ₹25 per equity share of ₹10/- each for the financial year 2018-2019.

### SPECIAL BUSINESS

4. To consider and, if thought fit, to convey assent or dissent to the following **Ordinary Resolution**:

**"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 Five Years with effect from January 18, 2019 to January 17, 2024."

5. To consider and, if thought fit, to convey assent or dissent to the following **Special Resolution**:

**"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.

**By Order of the Board of Directors**

**Place:** Gurugram  
**Date:** May 17, 2019

**Sunit Malhotra**  
**Chief Financial Officer &  
Company Secretary**

#### Registered Office:

RR Towers IV, Super A,  
16/17, T V K Industrial Estate,  
Guindy, Chennai - 600 032, Tamil Nadu  
CIN: L22122TN1970PLC005795

**E-mail:** [investors@mpslimited.com](mailto:investors@mpslimited.com)

## Notes

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out the material facts concerning the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

A blank proxy form is enclosed herewith. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the AGM.

Proxies submitted on behalf of corporates (limited companies, societies etc.), must be supported by appropriate resolutions / authority, as applicable.

3. Corporate members intending to send their duly authorised representatives to attend the AGM are requested to send a certified copy of the board resolution together with their specimen signatures to the Company, authorising their representative to attend and vote on their behalf at the AGM.
4. Members are requested to bring their copies of the Annual Report at the time of attending the AGM as no copy of Annual Report shall be made available at the AGM venue.
5. Members / Proxies / Authorised Representatives should bring and handover the duly signed attendance slips at the entrance of the AGM venue to record their attendance. In case of joint holders

attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

6. In terms of Section 152 of the Act, Mr. Nishith Arora (DIN: 00227593) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors commends his re-appointment.

Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of the companies in which they hold Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, are provided in the Annexure to this Notice.

7. All relevant documents referred to in the accompanying Notice and statement under Section 102 of the Act shall be available for inspection at the Registered Office of the Company on all working days during business hours (10:00 a.m. to 5:00 p.m.) up to the date of the AGM and at the AGM venue during the meeting.
8. Members desiring any information regarding the Financial Statements are requested to write to the Company at least 7 days before the AGM, so as to enable the management to keep the information ready.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, July 18, 2019 to Wednesday, July 24, 2019** (both days inclusive) for the purpose of the Annual General Meeting and Dividend.
10. Subject to the provisions of the Act, Dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid within 30 days from the date of declaration:
  - a) To all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities

Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, July 17, 2019.

- b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of valid transfer requests lodged with the Company as of the close of business hours on Wednesday, July 17, 2019.
11. As per the provisions of Section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("**IEPF Rules, 2016**"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("**IEPF**"), constituted by the Central Government. Further, as per IEPF Rules 2016, shares in respect of which shareholders do not claim any unclaimed / unpaid dividends for the past consecutive seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified.

The Company has been sending reminders to those Members having unpaid / unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid / unclaimed dividend are also uploaded on the website of the Company viz. [www.mpslimited.com](http://www.mpslimited.com) under "Investors Section". Details of the unpaid / unclaimed dividend updated as on the date of last AGM held on July 27, 2018, were also uploaded on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in).

During the financial year 2018-19, unpaid/unclaimed interim dividend for the year 2011-12 was transferred to the Investors Education and Protection Fund account of the Central Government. Members, who have not yet encashed their dividend pertaining to the period starting from year ended December 31, 2011, are advised to write to the Company or its Registrar and Share Transfer Agent, Cameo Corporate Services Limited ("**RTA**"), immediately

claiming their un-encashed dividends. All amounts transferred to the Unpaid / Unclaimed Dividend Account of the Company for dividends declared prior to the year ended December 31, 2011 and remained unclaimed for a period of seven years from the date of such transfer, have been transferred to the IEPF along were the shares for which these dividends was not claimed. Members shall not be able to prefer their claims with the Company / RTA in respect of their un-encashed dividend with regard to the above dividend.

12. Members are advised to avail the Electronic Clearing Service ("**ECS**") facility for receiving dividends. To avail this facility, members holding shares in demat mode are requested to provide the details to National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), as the case may be, through their respective Depository Participant ("**DP**"). Members holding shares in physical form, are requested to contact the Company's RTA, Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai 600 002.
  - i. Members holding shares in the demat mode are requested to notify any change in their address / bank account details / ECS particulars to their respective DP and ensure that such changes are recorded by them correctly.
  - ii. Members holding shares in physical form are requested to notify immediately any change in their address / bank account details / ECS particulars to the Company's RTA.
13. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act are requested to write to the Company's RTA.
14. The Securities and Exchange Board of India ("**SEBI**") has made Permanent Account Number ("**PAN**") as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction and has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members

holding shares in physical form are requested to submit their PAN to the Company / RTA.

15. Electronic copy of the Notice of the 49<sup>th</sup> AGM of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and the Annual Report of the Company for the financial year 2018-19 is being sent to all the Members whose e-mail ids are registered with the Company' / DP for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 49<sup>th</sup> AGM of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and the Annual Report of the Company for the financial year 2018-19 is being sent through permitted mode of dispatch.

16. **Members, who have not registered their e-mail address so far, are requested to register their e-mail address with the Company's (RTA) / DP for receiving all communications including Annual Reports, Notices, etc. from the Company electronically.**

17. Members may also note that the Notice of the 49<sup>th</sup> AGM and the Annual Report for the financial year 2018-19 is also available on the Company's website [www.mpslimited.com](http://www.mpslimited.com) for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's RTA.

**18. Voting through electronic means**

- a. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote at the 49<sup>th</sup> AGM by electronic means and the business mentioned in the Notice may be transacted through remote e-voting. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by CDSL.

- b. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY**

The instructions for Members voting electronically are as under:

- (i) **The voting period begins on Sunday, July 21, 2019 (9:00 AM) (IST) and ends on Tuesday, July 23, 2019, (5:00 PM) (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 17, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat

form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN '**190506008**' of MPS Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.**

**Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).**

19. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the **cut-off date, i.e., Wednesday, July 17, 2019.**
20. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
21. Any person, who becomes member of the Company after the dispatch of the Notice of the AGM and would be holding shares of the Company as on the cut-off date, may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investor@cameoindia.com](mailto:investor@cameoindia.com).
22. Mr. R Sridharan, Practicing Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, Company Secretaries, Chennai, has been appointed as the Scrutinizer to scrutinize the voting process, (remote e-voting and physical voting) in a fair and transparent manner.
23. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the Result of the voting forthwith.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, [www.mpslimited.com](http://www.mpslimited.com) and on the website of CDSL immediately after the results are declared and communicated to the Stock Exchanges where the shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Limited.
26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Wednesday, July 24, 2019.



## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Statements with respect to items under Special Business covered in the Notice of Meeting are given below:

### **Item no. 4**

Mr. Sunil Manubhai Shah, was appointed by the Board as an Additional Director in the capacity of Independent Director with effect from December 11, 2018. Thereafter in the Board Meeting held on January 18, 2019 the tenure of appointment of Mr. Sunil Manubhai Shah as an Independent Director was decided for a consecutive term of Five Years with effect from January 18, 2019 to January 17, 2024 subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as the case may be, along with a deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of the Independent Director. Mr. Shah is an Independent Director of the Company thus there is no requirement of submission of requisite deposit.

Mr. Sunil Manubhai Shah has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of MPS Limited. Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

The Board is of the opinion that Mr. Sunil Manubhai Shah's expertise and experience will be beneficial to the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure to this Notice.

### **Item no. 5**

Mr. Vijay Sood is an Independent Director of the Company and Chairperson of the Audit Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company in January, 2012. Pursuant to the Act, Mr. Sood, was appointed as an Independent Director to hold office for five consecutive years commencing from May 22, 2014 upto May 21, 2019, by the Members of the Company in the 44th AGM held on August 08, 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board based on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr. Sood as an Independent Director of the Company, not liable to retire by rotation, to hold office for Five (5) consecutive years with effect from May 22, 2019 to May 21, 2024, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Mr. Sood is a Non-Executive Director on the Board of MPS Interactive Systems Limited, a wholly owned subsidiary company of MPS Limited. He was the Managing Director of HB Stockholdings Limited and was the director on

the Board of Taurus Asset Management Co. Limited. He worked in well-known firms like Renaissance Services SAOG, Credit Agricole Indosuez, WI Carr Indosuez, HSBC India, and ANZ Grindlays India.

Mr. Sood is an Economics Honours graduate from St. Stephen's College, Delhi, MBA from IIM Ahmedabad, and is a member of the Institute of Cost Accountants of India.

Mr. Sood holds 9731 shares in the Company.

In the opinion of the Board, Mr. Sood fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sood as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Sood as an Independent Director for another term of five consecutive years with effect from May 22, 2019 to May 21, 2024 for the approval by the shareholders of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice. The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure to this Notice.

**By Order of the Board of Directors**

**Place:** Gurugram

**Date:** May 17, 2019

**Sunit Malhotra**  
**Chief Financial Officer &**  
**Company Secretary**

**Registered Office:**

RR Towers IV, Super A,  
16/17, T V K Industrial Estate,  
Guindy, Chennai - 600 032, Tamil Nadu  
CIN: L22122TN1970PLC005795  
E-mail: [investors@mpslimited.com](mailto:investors@mpslimited.com)



## Annexure

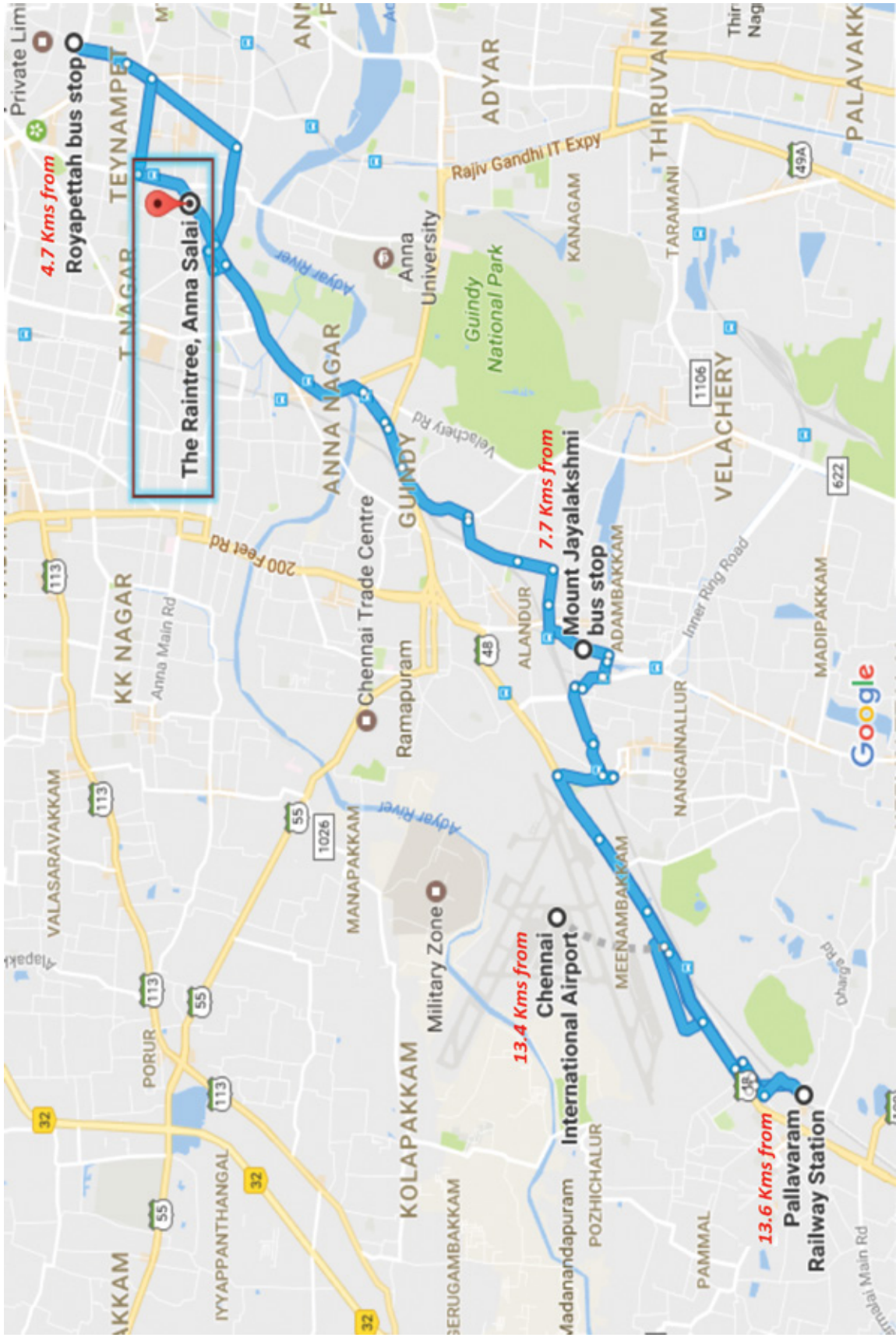
(For Items No. 2, 4 & 5)

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

Particulars	Mr. Sunil Manubhai Shah	Mr. Vijay Sood	Mr. Nishith Arora
Date of Appointment	December 11, 2018	January 17, 2012	May 15, 2017
Age	61 years	61 years	62 years
Last gross remuneration (paid during the financial year 2018-19)	Nil	Nil	Nil
Qualifications	Mr. Shah is a graduate from IIM Ahmedabad. Mr. Shah has been the President of the IIM Ahmedabad Alumni Association (Bombay) and Co-Chairperson of the Indian Merchant Chamber Finance Sector Committee.	Mr. Sood is an Economics Honors graduate from St. Stephen's College, Delhi, MBA from IIM Ahmedabad, and is a Member of the Institute of Cost Accountants of India.	Mr. Arora is a graduate in Economics from Delhi University, PGDBM from IIM, Ahmedabad and 3-year Owner President Management program at Harvard Business School.
Expertise in specific functional area	Mr. Shah is a promoter at Evergreen Family Business Advisors. Evergreen helps create practical solutions to common issues confronting Family Businesses. Through structured processes and meetings, families learn to resolve the most important issues and create a roadmap for the next generation also.	Mr. Sood is a Non-Executive Director on the Board of MPS Interactive Systems Limited, a wholly owned subsidiary company of MPS Limited. He was the Managing Director of HB Stockholdings Limited and was the director on the board of Taurus Asset Management Co. Limited. He worked in well-known firms like Renaissance Services SAOG, Credit Agricole Indosuez, WI Carr Indosuez, HSBC India, and ANZ Grindlays India.	Mr. Arora is an entrepreneur based in India with long years of experience in international and domestic outsourcing. Founder of International Typesetting and Composition (subsequently sold and renamed as Glyph) and ADI BPO Services Limited. He is also a co-founder of ADI Media Private Limited, a leading B2B magazine publisher
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Mr. Rahul Arora – Son Ms. Yamini Tandon – Daughter in law
Number of Meetings of the Board attended during the year	1 Meeting	7 Meetings	7 Meetings
Directorships held in other Public Limited Companies in India	Nil	MPS Interactive Systems Limited	MPS Interactive Systems Limited
*Chairmanships / Memberships of Committees in other Public Limited Companies in India.	Nil	Nil	Nil
Shareholding in the Company (No. of shares)	Nil	9731 Shares	Nil

\*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.

## ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



## MPS LIMITED

**Registered Office:** RR Towers IV, Super A, 16/17 Thiru-vi-ka Industrial Estate,  
Guindy, Chennai – 600 032, Tamil Nadu  
**Phone:** +91- 44-49162222, **Fax:** +91-44-49162225  
**Corporate Office:** C-35, Sector 62, Noida – 201 307, U.P.  
**Phone:** +91-120-4599754; **CIN:** L22122TN1970PLC005795,  
**Email ID:** [investors@mpslimited.com](mailto:investors@mpslimited.com), **Website:** [www.mpslimited.com](http://www.mpslimited.com)

### ATTENDANCE SLIP

Name and Address:		
Joint Holders:		
Email-Id:		
Folio No./DP ID:		Client ID:

I/We hereby certify that I/We am/are registered Member/Proxy for the registered Member of the Company and hereby record my/our presence at the 49<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, July 24, 2019 at 2:30 p.m. at The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai – 600 035, Tamil Nadu or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

Name of the Registered Holder/Proxy/Authorized Representative (IN BLOCK LETTERS)	Signature of the Registered Holder/Proxy/Authorized Representative

NOTE: Members/Proxies to Members are requested to fill in the details, sign and handover this slip at the entrance of the venue of the 49th Annual General Meeting.



## MPS LIMITED

**Registered Office:** RR Towers IV, Super A, 16/17 Thiru-vi-ka Industrial Estate,  
Guindy, Chennai – 600 032, Tamil Nadu  
**Phone:** +91- 44-49162222, **Fax:** +91-44-49162225  
**Corporate Office:** C-35, Sector 62, Noida – 201 307, U.P.  
**Phone:** +91-120-4599754; **CIN:** L22122TN1970PLC005795,  
**Email ID:** [investors@mpslimited.com](mailto:investors@mpslimited.com), **Website:** [www.mpslimited.com](http://www.mpslimited.com)

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name and Address:		
Joint Holders:		
Email-Id:		
Folio No./DP ID:		Client ID:

I/We, being the Member(s), of ..... shares of the above named Company, hereby appoint :

1. Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him/her;
2. Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him/her;
3. Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him/her;

And whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **49<sup>th</sup> Annual General Meeting** of the Company to be held on **Wednesday, July 24, 2019 at 2:30 p.m.** at **The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai – 600 035, Tamil Nadu** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolutions	*Optional	
		For	Against
1	Receive, consider and adopt the Audited Financial Statement (Standalone and Consolidated), Reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Nishith Arora (DIN: 00227593), who retires by rotation.		
3	To declare final dividend of ₹25 per equity share of ₹10/- each for the Financial Year ended March 31, 2019.		
4	Appointment of Mr. Sunil Manubhai Shah as an Independent Director of the Company.		
5	Re-appointment of Mr. Vijay Sood as an Independent Director of the Company.		

Signed this..... day of..... 2019

Signature of shareholder:.....

Affix ₹1  
Revenue  
Stamp

Signature of Proxy holder(s): .....

#### Notes:

1. This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 49th Annual General Meeting.