



NOTICE

NOTICE is hereby given that the 48th ANNUAL GENERAL MEETING OF THE MEMBERS OF MPS LIMITED ('MPS' or the **Company**) will be held on **Friday, July 27, 2018 at 2:30 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, 2018 including Balance Sheet as at March 31, 2018 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 Ms. Yamini Tandon (DIN: 06937633) who retires by rotation, and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to convey assent or dissent to the following **Ordinary Resolution**:

To declare dividend of INR 12 per equity share of INR 10/- each for the financial year 2017-2018.

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") 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) and applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the appointment by the Board of Directors of Mr. Ambarish Raghuvanshi (DIN:00233858), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation and in respect of whom the company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Independent Director of the company be and is hereby appointed as an independent director of the company for a term of five years commencing from May 01 2018 to April 30 2023.

By Order of the Board of Directors

Place: Gurugram
Date: May 23, 2018

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



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, Ms. Yamini Tandon (DIN: 06937633) retires by rotation at the AGM and being eligible, offers herself for re-appointment. The Board of Directors commends her 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 **Wednesday, July 25, 2018 to Friday, July 27, 2018** (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 Tuesday, 24th July, 2018.

- 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 Tuesday, 24th July, 2018.
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 under "Investors Section". Details of the unpaid/unclaimed dividend updated as on the date of last AGM held on July 19, 2017, were also uploaded on the website of the IEPF viz. www.iepf.gov.in.

During the financial year 2017-18, unpaid/unclaimed dividend for the year 2009 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, 2010, 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, 2010 and remaining unclaimed for a period of seven years from the date of such transfer, has been transferred to the IEPF along with 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 48th 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 2017-18 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 48th 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 2017-18 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 48th AGM and the Annual Report for the financial year 2017-18 is also available on the Company's website 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 48th 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 Tuesday, July 24, 2018 (9:00 AM) (IST) and ends on Thursday, July 26, 2018, (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 Friday, July 20, 2018, 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.
- 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 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"> 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. 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.
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"> 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).

- 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 '**180531009**' 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 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.
- 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 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, under help section or write an email to 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., Friday, July 20, 2018.

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 or 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 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., Friday, July 27, 2018.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

Item no. 4

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (the "**Act**") read with Schedule IV and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the vacancy caused by the resignation of Mr. Ashish Dalal, who was an Independent Director of the Company, the Board is required to fill up this vacancy within 3 Months from the date of Mr. Ashish Dalal resignation on 9th March 2018 or next Board Meeting whichever is later.

The Board of Directors (the "**Board**") in its Meeting held on 17th April 2018, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the shareholders in the 48th Annual General Meeting of the Company and pursuant to the provisions of Section 149 of the Companies Act, 2013 (the "**Act**") read with Schedule IV and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, had appointed Mr. Ambarish Raghuvanshi (DIN:00233858) as an Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of five (5) years with effect from May 01, 2018 to April 30, 2023. The company has in terms of 160(1) of the Act, received in writing a notice from a member proposing his candidature for the office of a director.

Mr. Ambarish Raghuvanshi is graduated from St Xavier's College, Calcutta and completed his MBA (Finance & Marketing) from XLRI Jamshedpur. He is also an Associate Member of The Institute of Chartered Accountants of India.

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.

The company has received a declaration from Mr. Ambarish Raghuvanshi to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Board is of the opinion that Mr. Ambarish Raghuvanshi expertise and experience will be beneficial to the Company.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

None of the Directors and Key Managerial Personnel and any of their relatives is concerned or interested in the passing of this resolution, except Mr. Ambarish Raghuvanshi himself insofar as it relates to his appointment.

The Board recommends the Ordinary Resolution at Item no. 4 of the accompanying Notice, for the approval of the Members.

By Order of the Board of Directors

Place: Gurugram
Date: May 23, 2018

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

Annexure

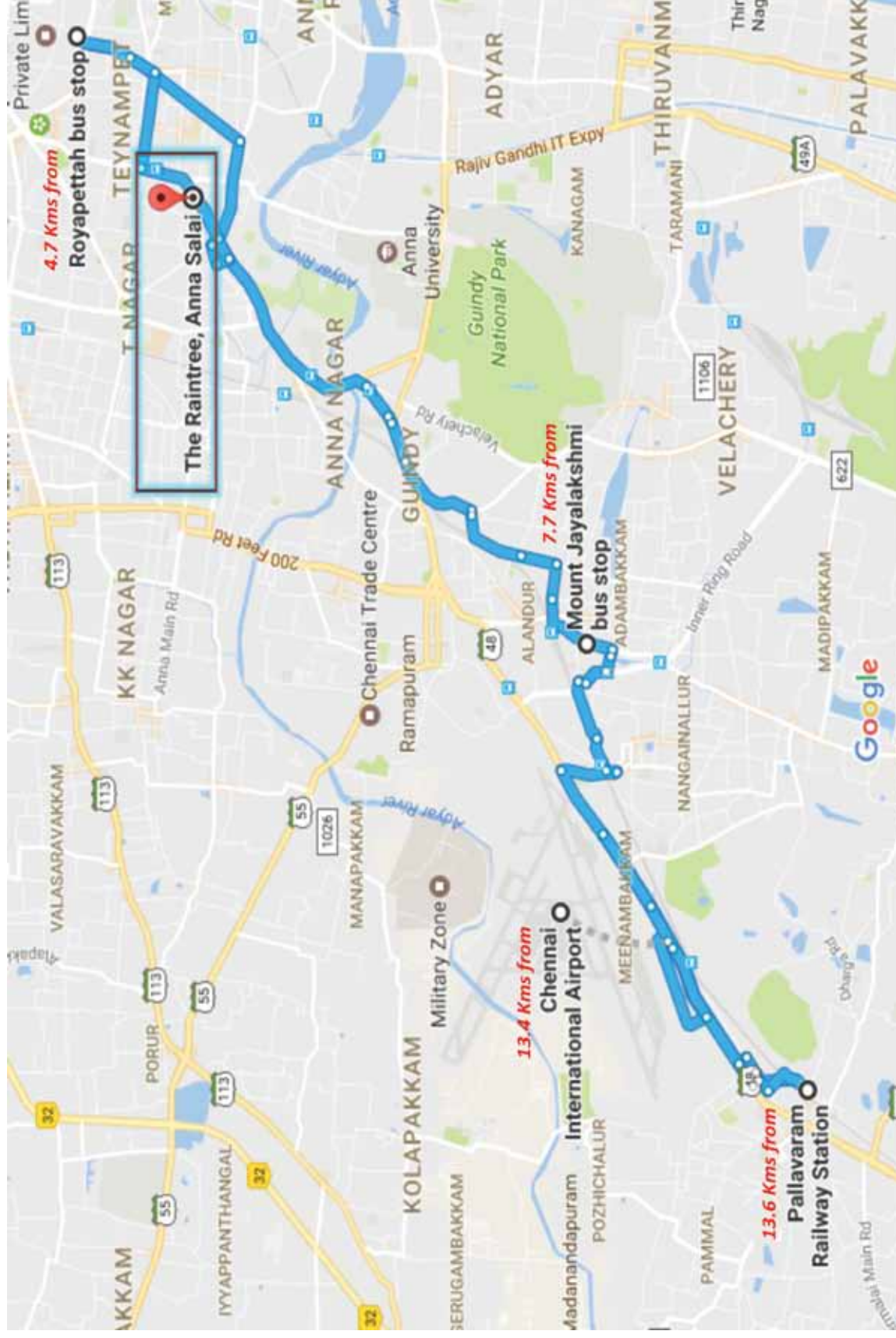
(For Items No. 2 & 4)

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. Ambarish Raghuvanshi	Ms. Yamini Tandon
Date of Appointment	1st May 2018	August 03, 2015
Age	56 years	32 years
Last gross remuneration (paid during the financial year 2017-18)	Nil	During the financial year 2017-18, Ms. Yamini Tandon was not paid any salary from the Company instead she was paid remuneration from the MPS NA LLC, wholly owned Subsidiary of the Company.
Qualifications	He is graduate from St Xavier's College, Calcutta and completed his MBA (Finance & Marketing) from XLRI Jamshedpur. He is also an Associate Member of The Institute of Chartered Accountant of India.	Graduation in Political Science from Lady Shri Ram College for Women, New Delhi, Post Graduate Program in Management from Indian School of Business, Hyderabad with specialization in Marketing and Strategy.
Expertise in specific functional area	Mr. Ambarish Raghuvanshi is an Angel Investor and mentor to various start-ups and also engaged on the Advisory Board of Info Edge (India) Ltd. Mr. Ambarish has 30 years of experience with specialization in Finance, Marketing and Investment.	Ms. Tandon has 9 years of experience with specialization in Marketing and Strategy.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Mr. Nishith Arora – Father in law Mr. Rahul Arora – Spouse
Number of Meetings of the Board attended during the year	NIL	2 Meetings
Directorships held in other Public Limited Companies in India	Nil	ADI BPO Services Limited
*Chairmanships/Memberships of Committees in other Public Limited Companies in India.	Nil	NIL
Shareholding in the Company (No. of shares)	Nil	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, Website: 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 48th Annual General Meeting of the Company to be held on Friday, July 27, 2018 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 48th 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, Website: 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 :

- Name: Address:
E-mail Id: Signature:, or failing him/her;
- Name: Address:
E-mail Id: Signature:, or failing him/her;
- 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 48th Annual General Meeting of the Company to be held on Friday, July 27, 2018 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:

P.T.O.

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 Ms. Yamini Tandon (06937633), who retires by rotation, and being eligible, offers herself for re-appointment.		
3	To declare dividend of INR 12 per equity share of INR 10/- each for the financial year ended March 31, 2018.		
4	Appointment of Mr. Ambarish Raghuvanshi as a Non – Executive Independent Director of the Company.		

Signed this..... day of..... 2018

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 48th Annual General Meeting.

*It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.