

# Notice

**NOTICE** is hereby given that the 47th ANNUAL GENERAL MEETING OF THE MEMBERS OF MPS LIMITED (**MPS** or the **Company**) will be held on **Wednesday, July 19, 2017 at 3.00 p.m.** at The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai - 600 035, Tamil Nadu to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 including Balance Sheet as at March 31, 2017 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. Rahul Arora (DIN: 05353333), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to convey assent or dissent to the following **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, pursuant to the recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the Members at the Annual General Meeting (the **"AGM"**) held on July 19, 2016, the appointment of M/s BSR & Co. LLP (Firm Registration No.: 101248W/W-100022), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this AGM (being the second of five years of their appointment) till the conclusion of the next AGM, at such remuneration as is determined by the Board of Directors of the Company, be and is hereby ratified."

## SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) 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. Nishith Arora (DIN: 00227593), who was appointed as an Additional Director of the Company with effect from May 15, 2017 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, (the **"Act"**) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, (including any amendment thereto or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be required or necessary under any applicable provisions of laws, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include, unless the context otherwise requires, any committee of Directors constituted, by the Board) or any principal officer of the Company to invest / acquire by way of subscription, purchase or otherwise, the securities of any other body(ies) corporate(s), in India or outside India, from time to time in one or more tranches as the Board or the said principal officer of the Company in its / his absolute discretion deems beneficial and in the interest of the Company, for an amount not exceeding ₹500 crores, in excess of the limits prescribed under Section 186 of the Act outstanding at any time notwithstanding that the aggregate of loans, guarantees, securities and investments so far made, along with the loans, guarantee, security or investments proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above the Board / and / or any person

authorized by the Board from time to time, be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, consents, sanctions and permissions, statutory or otherwise, in relation to the above, and to settle and resolve all matters, questions, difficulties or doubts that may arise in regard to such investment / acquisition or incidental thereto and to finalise, sign and execute all agreements, deeds, applications, documents, returns, forms and writings

that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, without being required to seek any further consent or approval of the members to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

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By Order of the Board

Place: Gurugram  
Date: May 10, 2017

**Hitesh Kumar Jain**  
DGM - Legal & 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@adi-mps.com](mailto:investors@adi-mps.com)

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## 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. Rahul Arora (DIN: 05353333) 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 **Monday, July 17, 2017 to Wednesday, July 19, 2017** (both days inclusive) for the purpose of the AGM.
10. 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.adi-mps.com](http://www.adi-mps.com) under "Investors Section". Details of the unpaid / unclaimed dividend

updated as on the date of last AGM held on July 19, 2016, were also uploaded on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in).

Members, who have not yet encashed their dividend pertaining to the period starting from the financial 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 financial 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. 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.

11. 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.
12. 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.
13. 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.

14. Electronic copy of the Notice of the 47th 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 2016-17 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 47th 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 2016-17 is being sent through permitted mode of dispatch.

15. **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.**

16. Members may also note that the Notice of the 47th AGM and the Annual Report for the financial year 2016-17 is also available on the Company's website **www.adi-mps.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.

#### 17. Voting through electronic means

i. 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 47th 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.

- ii. 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.
- iii. 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 are as under:**

#### A. In case of Members receiving e-mail:

- (i) The voting period begins on Sunday, July 16, 2017 (9:00 AM) (IST) and ends on Tuesday, July 18, 2017, (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 12, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Members should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

- (viii) If you are a first time user, follow the steps given below:

1	<b>For Members holding shares in Demat Form and Physical Form</b>
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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN '170613011' of MPS Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xii) **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.

**B. In case of Members receiving the physical copy:**

Please follow all steps from Sl. No. (i) to (xx) in point A above to cast vote.

- (xxi) **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 e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).**

18. 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 12, 2017.**
19. 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.
20. 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).

21. 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.
22. 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.
23. 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.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, [www.adi-mps.com](http://www.adi-mps.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.
25. 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 19, 2017.

## 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:**

The Board of Directors (the "**Board**") on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "**Act**") and Articles of Association of the Company, have appointed Mr. Nishith Arora as an Additional Director (Non-Executive) of the Company, w.e.f. May 15, 2017. As an

Additional Director, Mr. Nishith Arora would hold office of Director upto the date of 47th Annual General Meeting of the Company. The Company has received a Notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Nishith Arora for the office of Director (Non-Executive), liable to retire by rotation.

Mr. Nishith Arora is an Economics Graduate from Delhi University and also an Alumni of IIM, Ahmedabad. Mr. Arora



has also completed the 3-year Owner President Management program at Harvard Business School in 2009. Under his leadership, the Company has grown tremendously.

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 Board is of the opinion that Mr. Nishith Arora's expertise and experience will be beneficial to the Company.

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. Nishith Arora himself insofar as it relates to his appointment, Mr. Rahul Arora, son, and Ms. Yamini Tandon, daughter-in-law, being related to Mr. Nishith Arora.

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

#### Item no. 5

The Company has in recent past years made couple of acquisitions. These acquisitions have strengthened some of the service areas of the Company. To tap the potential growth opportunities in Publishing Industry, the Company keeps considering various acquisition opportunities. In order to achieve long term strategic and business objectives, the Board of Directors (the **"Board"**) of the Company proposes to make optimum use of funds available with the Company by making investment in other bodies corporate as and when required.

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 (the **"Act"**) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the **"Rules"**), as amended, no company shall, directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by

way of subscription, purchase or otherwise, the securities of any other body corporate; exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. The Company needs to obtain prior approval of members by way of special resolution in case the amount of investment, loan, guarantee or security already made alongwith the amount of investment, loan, guarantee or security proposed to be made, is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board proposes to obtain approval of Members by way of special resolution as set out in the accompanying Notice for an amount not exceeding ₹500 Crores (Rupees Five Hundred Crores) over and above the limits available to the Company under Section 186 of the Act, outstanding at any point of time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of this resolution.

The Board recommends the Special Resolution set out at Item no. 5 of the accompanying Notice for approval of the Members.

By Order of the Board

Place: Gurugram

Hitesh Kumar Jain

Date: May 10, 2017

DGM - Legal & Company Secretary

#### Registered Office:

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

CIN: L22122TN1970PLC005795

Email: [investors@adi-mps.com](mailto:investors@adi-mps.com)

## Annexure

(For Items No. 2 & 4)

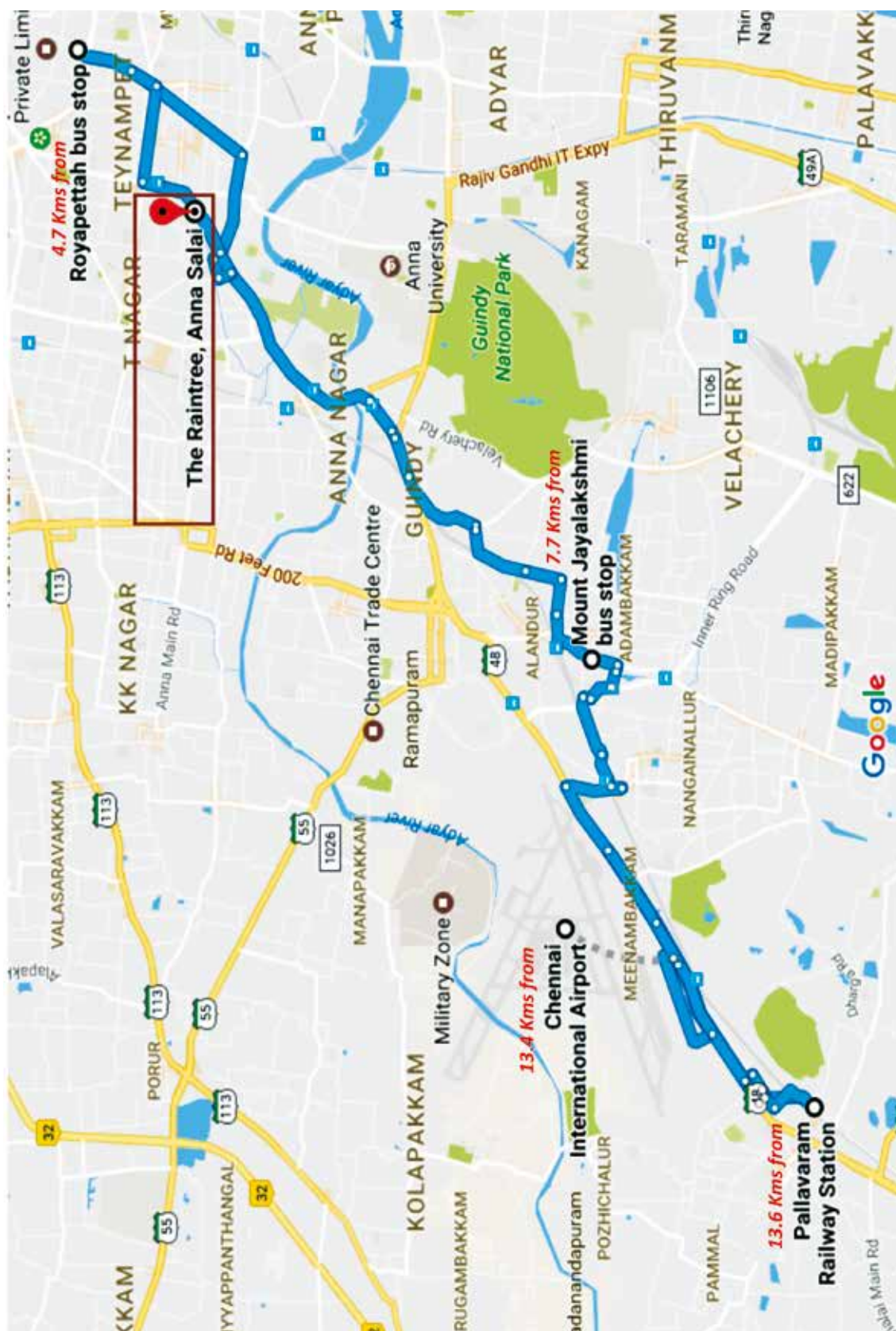
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:**

Particulars	Mr. Nishith Arora	Mr. Rahul Arora
Date of Appointment	May 15, 2017	August 12, 2013
Age	60 Years	32 Years
Last gross remuneration (paid during the financial year 2016-17)	₹53.34 lacs	(During the financial year 2016-17, Mr. Rahul Arora was not paid any salary from the Company instead he received ₹161.60 lacs as salary from the US branch of the Company.
Qualifications	Graduation in Economics from Delhi University, PGDBM from IIM, Ahmedabad and 3-year Owner President Management program at Harvard Business School.	Bachelor's in Science from Babson College, USA and a Post Graduate Programme in Management from the Indian School of Business, Hyderabad
Expertise in specific functional area	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.	Mr. Rahul Arora is currently Chief Executive Officer and a Whole Time Director of the Company. He is focused on leading the organization towards its next phase of growth.  He has had an entrepreneurial career that started after his undergraduate days at Babson College, USA. After his entrepreneurial stint at Babson, he successfully led the transformation of his family's print restricted publishing business to a larger, professionally driven B2B media business.  Mr. Rahul Arora was responsible for leading and significantly growing some of Gallup's most innovative consulting partnerships in the Asia Pacific region. Within the limited time he spent at Gallup, he was recognized for his achievements with accolades such as Rising Star in India and Most Valuable Player in the 2011 global cohort of new hires.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rahul Arora – Son Ms. Yamini Tandon – Daughter-in-law	Mr. Nishith Arora – Father Ms. Yamini Tandon – Spouse
Number of Meetings of the Board attended during the year	4 Meetings	4 Meetings
Directorships held in other Public Limited Companies in India	ADI BPO Services Limited	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



**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@adi-mps.com, **Website:** www.adi-mps.com

## ATTENDANCE SLIP

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

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 47th Annual General Meeting of the Company held on Wednesday, July 19, 2017 at 3:00 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.

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

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 Annual General Meeting.

**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@adi-mps.com, **Website:** www.adi-mps.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]

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

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;

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the Company to be held on Wednesday, July 19, 2017 at 3:00 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. Rahul Arora, who retires by rotation.		
3.	Ratification of appointment of Statutory Auditors and fixing their remuneration.		
4.	Appointment of Mr. Nishith Arora as a Non – Executive Director of the Company.		
5.	Authorizing Board of Directors for Investments under Section 186 of the Companies Act, 2013.		

Signed this..... day of..... 2017

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 47th 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.