

MPS**MPS Limited**

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

Website: www.mpslimited.com; **E-mail:** investors@mpslimited.com;

Tel: 044-49162222; **Fax:** 044- 49162225

NOTICE OF 48TH ANNUAL GENERAL MEETING, E-VOTING AND BOOK CLOSURE

NOTICE is hereby given that the 48th Annual General Meeting ("AGM") of the Members of MPS Limited (the "Company") will be held on **Friday, July 27, 2018 at 02.30 p.m.** at **The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai – 600 035, Tamilnadu** to transact the ordinary and special businesses contained in the Notice dated May 23, 2018. The Annual Report of the Company for 2017-18 along with Notice of the AGM has been e-mailed on June 26, 2018 to whose e-mail addresses have been made available by the depositories or are registered with the Company and physically to other members in the permitted mode by June 29, 2018.

Members are hereby informed that the Notice of the 48th AGM and the aforesaid documents are available on the website of the Company (www.mpslimited.com) and copies of the said documents are also available for inspection at the Registered Office of the Company on all working days, except Saturdays, during business hours (10.00 a.m. to 05.00 p.m.) upto the date of the AGM and at the AGM venue during the meeting.

NOTICE is also hereby given pursuant to the provisions of Section 91 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, that the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 25, 2018 to Friday, July 27, 2018 (both days inclusive) for the purpose of AGM of the Company and dividend for the Financial Year 2017-2018.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulation, Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by Central Depository Services (India) Limited ("CDSL") and the business mentioned in the Notice may be transacted through remote e-voting. Notice of the AGM shall also be available on the website of the CDSL (www.evotingindia.com).

The remote e-voting facility commences on Tuesday, July 24, 2018 (9.00 a.m.) (IST) and ends on Thursday, July 26, 2018 (5.00 p.m.) (IST). During this period, Members may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter by CDSL and voting through electronic means shall not be allowed beyond the said date and time.

The facility for voting through ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to cast their vote at the AGM through ballot paper. The Members, who 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.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid up Equity Share Capital of the Company as on **Friday, July 20, 2018 ("cut-off date")** for the purpose of e-voting in the Annual General Meeting. Any 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 be eligible to cast vote on all the resolutions set forth in the Notice of AGM either through remote e-voting or ballot papers at the AGM.

Any person, who becomes a Member of the Company after the dispatch of Notice of AGM and holding shares 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 to cast their vote.

The detailed procedure for obtaining user ID and password is also provided in the Notice of AGM, which is available on the website of the Company. If a Member is already registered with CDSL for e-voting, he can use his existing user ID and password for casting the vote through remote e-voting. In case of any queries or issues regarding e-voting, Members are requested to refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com. In case of any queries or grievances connected with the facility of voting through electronic means, please contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013, Tel: 022-23058542/1800225533.

Persons entitled to attend and vote at the AGM, may vote in person/by proxy/through authorized representative (in case of corporate members), provided that all proxies in the prescribed form duly signed by the person entitled to attend and vote at the AGM are deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the AGM.

By the order of the Board of Directors
For **MPS Limited**

Sd/-

Sunit Malhotra

Place : Noida

Date : July 2, 2018

CFO and Company Secretary

8cm x 22cm