MPS Infotecnics Limited
(Formerly Visesh Infotecnics Limited)
CIN: L30007DL1989PLC131190
An ISO 9001 - 2008 Company

To,

Date: 07/09/2016

Listing Department,
Bombay Stock Exchange limited
Floor 25, P J Towers,
Dalal Street, Mumbai –400001
Mumbai- 400051

Scrip Code: 532411

Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza, C -1, Block - G,
Bandra Kurla Complex (E),

NSE Symbol: VISESHINFO

Dear Sir,

Sub: Notice of Twenty Seventh Annual General Meeting of the Company

Please find enclosed herewith 27th Annual General Meeting Notice of the Company.

Kindly acknowledge receipt.

Thanking You,

Yours Faithfully
For MPS Infotecnics Limited

Garima Singh
Company Secretary

Encl: As above.

Corporate Office : B-55, Sector - 65, Noida (U.P.)-201301
Ph: +91-120-4713900, Fax: +91-120-4324040
Regd. Office : 703, Arunachal Building,
19, Barakhamba Road, New Delhi-110001
Ph.: +91-11-43571044, Fax: +91-11-43571047
E-mail : info@viseshinfo.com

NOTICE

NOTICE is hereby given that Twenty Seventh Annual General Meeting of the Company will be held on Friday, the 30th September, 2016 at 10:00 A.M at the registered office of the Company at 703, Arunachal Building, 19 Barakhamba Road, Connaught Place-110001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended March 31, 2016,the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. To consider and appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN:00090423), who retires by rotation and being eligible, offers himself for re-appointment.

   "RESOLVED THAT pursuant to the provisions of Sub-section (6) of Section 152 and other applicable provisions, of the Companies Act, 2013, Mr. Peeyush Kumar Aggarwal (DIN:00090423), the retiring Director be and is hereby re-appointed"

3. To ratify the appointment of auditor of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time and pursuant to the recommendation of the audit committee and pursuant to the resolution passed by the members at the AGM held on December 30, 2014, the appointment of M/s. RMA & Associates, Chartered Accountants, bearing Firm Registration no.000978N, as the auditors of the Company to hold the office till the conclusion of the AGM to be held in the calendar year 2018, is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors.""

By Order of the Board
for MPS Infotecnics Ltd.
SD/-
Peeyush Aggarwal
Chairman
DIN No. 00090423

Date: 2nd Sept, 2016
Place : New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

3. Members/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September 2016 to 30th September 2016 (both days inclusive).

5. All members are requested to bring their own copy of Annual Report along with them.

6. In Compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Securities Limited. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Instructions for e-voting are annexed to the Notice

7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depositary Participant with whom they are maintaining their Demat Account. Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, MAS Services limited, T-34, IInd Floor, Block T, Okhla Industrial Estate Phase 2 New Delhi-110020.

8. Members desiring any information with regard to accounts and operations of the Company are requested to write to the Company at least 10 days before the date of the meeting to enable the management to keep the information available at the meeting.

9. To support the 'Green Initiative', the members who have not registered their e-mail address are requested to register the same and to intimate the changes, if any, in their address and e-mail-ID to the Company/or Registrar and Share Transfer Agent for better communication in future and as part of effective Corporate Governance.

10. The Annual Report 2015-16, the Notice of the 27th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

11. Members may also note that the Notice of the 27thAGM and the MPS Annual Report 2015-16 will be available on the Company's website, www.viseshinfo.com. The Physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: info@viseshinfo.com.

12. Additional Information, pursuance to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment/re-appointment at the AGM is furnished in Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.

13. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting venue. Attendance at the Annual General Meeting will not be allowed without the production of the "Attendance Slip" duly filed and signed.

14. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. Voting through electronic means:

The Instructions for Shareholders/Members voting electronically are as Under:

i. In compliance with the provisions of section 108 of the Companies Act, 2013 and with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The members, whose name appear in the Register of Members, Holding shares in Physical or in dematerialized form, as on the Cut-off date (Record Date) i.e. Friday, 23rd September, 2016, are entitled to cast their votes electronically on the resolutions set forth in this Notice. The e-voting will commence at 9.00 a.m. on Tuesday, 27th September, 2016 and will end at 6.00 p.m. on Thursday, 29th September, 2016.

ii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. The Shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on "Shareholders" tab.

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:

For Members holding Shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders) • 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 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. E.g. 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)	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. 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).

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 for Visesh Infotecnics Limited on which you choose to vote.

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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii. If 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.

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 should be 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. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 23rd September, 2016 may follow the same instructions as mentioned above for e-Voting.

General Instructions:

i. The e-voting period commenceson27th September, 2016 and ends on 29th September, 2016. During this period, shareholders of the Company holding shares either in Physical form or in dematerialized form, as on the cut-off date, i.e., 23rd September, 2016 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

ii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of http://evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

iv. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2016.

v. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through Postal Ballot paper for all those members who are present but have not cast their vote electronically using the remote e-voting facility.

vi. The Company has appointed Miss Sakshi Gandhi (CP No. 15750), Associate of M/s. Bharat & Associates Advocates, Chartered Accountants, Company Secretaries and Legal Consultants as the scrutinizer who will collate the electronic voting process in a fair and transparent manner.

vii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votescast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the chairman of the Company. The Chairman, or any other person

authorized by the Chairman, shall declare the result of the voting forthwith.

viii. The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website www.viseshinfo.com and on the website of CDSL within two (2) days of the passing of the resolutions at the 27th AGM of the Company to be held on Wednesday, 30th September, 2016.

By Order of the Board
for MPS Infotecnics Ltd.
SD/-
Peeyush Aggarwal
Chairman
DIN No. 00090423

Date: 2nd Sept, 2016
Place : New Delhi

Details of Directors Seeking Reappointment At The Annual General Meeting	
Particulars	Mr. Peeyush Kumar Aggarwal
Date of Birth	October 6, 1963
Date of Appointment	September 3, 1997
Qualification	Fellow Member of the Institute of Chartered Accountants of India.
Expertise in specific functional areas	He has extensive experience of over 23 years in the field of Finance and Taxation; Corporate Laws; Project Management; strategic business planning etc. A first generation Entrepreneur having a clear business vision. His business interests today are in the areas of Information Technology; Telecom; VAS; Animation and Gaming; Digital Cinema; Pharma; Real Estate; Construction & Hospitality; Garment Exports; and Broking (Shares, Commodities, Insurance).
Directorships held in other Public companies (excluding foreign companies and section 8 companies)	Onus Plantation and Agro Limited Blox Catalogue Cum technology Limited Interworld Digital Limited B.P. Capital Limited Omkam Developers Limited NECC Logistics Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	**B.P. Capital Ltd.** Audit Committee – Member **Stake Holder relationship Committee – Chairman** **Interworld Digital Limited** Audit Committee – Member **NECC Logistics Limited** Audit Committee – Chairman Shareholders / Investor grievance & Transfer Committee – Member
No. of shares held in the Company	786,750,193
Relationship between Directors inter-se	None

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Peeyush Kumar Aggarwal, please refer to the Corporate Governance Report.