

Report of Scrutinizer - Combined

8th August, 2014

The Chairman
Messrs. MPS Limited,
RR Towers IV, Super A, 16/17
Thiru Vi Ka Industrial Estate
Guindy, Chennai-600 032.

Ref: **The Forty Fourth Annual General Meeting of the members of Messrs MPS Limited held on 8th August, 2014 at 10.30 a.m. at My Fortune Chennai 10, Cathedral Road, Chennai-600 086.**

Dear Sir,

We, R.Sridharan of M/s. R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of **Messrs. MPS Limited** vide resolution dated 22nd May, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 29th July, 2014 (9.00 a.m.) to 31st July, 2014 (6.00 p.m.)
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 44th AGM of the members of the Company, held on 8th August, 2014 at 10.30 a.m. at My Fortune Chennai 10, Cathedral Road, Chennai-600 086.

We now submit our combined Report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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44TH AGM – SCRUTINIZER'S COMBINED REPORT

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We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No. 1

Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	28	22126	12648933	99.99992

(ii) Votes **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	1	10	10	0.00008

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



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Item No. 2

Appointment of Mr. Nishith Arora as Director who retires by rotation (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	26	22066	12648873	99.99945

(ii) Voted **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	3	70	70	0.00055

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Item No: 3

Appointment of M/s Deloitte Haskins & Sells Statutory Auditors (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	25	22061	12648868	99.99941

(ii) Voted **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	4	75	75	0.00059

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Item No: 4

Appointment of Mr.Rahul Arora, as Director/Whole time Director (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	26	22066	12648873	99.99945

(ii) Voted **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	3	70	70	0.00055

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 5

Appointment of Mr.Darius E Udwardia as an Independent Director (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	26	22066	12648873	99.99945

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	3	70	70	0.00055

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Item No: 6

Appointment of Mr. Ashish Dalal as an Independent Director (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	26	22066	12648873	99.99945

(ii) Voted **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	3	70	70	0.00055

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No: 7

Appointment of Mr. Vijay Sood as an Independent Director (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	26	22066	12648873	99.99945

(ii) Voted **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	3	70	70	0.00055

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Item No: 8

Appointment of Mrs.Yamini Tandon as Vice President- Service Delivery from 17th February, 2014
(Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
2	9811	26	22066	31877	99.78089

(ii) Voted **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	3	70	70	0.21911

(iii) **Invalid Votes:**

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 9

Amendment of the Articles of Association of the Company (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	12626807	26	22059	12648866	99.99939

(ii) Voted **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	3	77	77	0.00061

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

CS R. Sridharan
CP No. 3239
FCS No. 4775



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