



MPS Limited

C - 35, Sector- 62, Noida- 201 307, Uttar Pradesh (INDIA)
Tel: +91 120 4599 750

March 13, 2015

**Department of Corporate Services
Listing
BSE Limited**
P J Towers
Dalal Street,
Mumbai - 400 001

Fax No. 022- 2272 3121 / 22722041

**Listing Department
National Stock Exchange of India
Limited**

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051
Fax No. 022- 26598347 / 48

Sub.: Declaration of results of Postal Ballot – Scrutinizers' Report

Dear Sir/ Madam,

Please find enclosed herewith the Postal Ballot results in the format as prescribed in Clause 35A of the Listing Agreement along with the Scrutinizers' Report dated March 12, 2015 conducted by the Company for seeking Shareholders' approval for the following special resolutions:

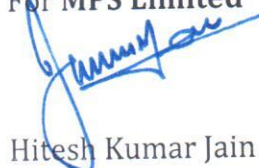
1. Issue of securities of the Company through Qualified Institutional Placement for an amount aggregating upto Rs. 150 crores (one hundred and fifty crores).
2. Appointment and payment of remuneration to Ms. Yamini Tandon as a Whole Time Director of the Company w.e.f. August 11, 2014.
3. Re-appointment of Mr. Nishith Arora as the Managing Director of the Company for a period of three years w.e.f. April 19, 2015 on existing terms and conditions including remuneration.

As per the Scrutinizers' Report all the above special resolutions have been approved by requisite majority of Shareholders'.

You are requested to kindly take the above document on your record.

Thanking you,

Yours Sincerely,
For **MPS Limited**


Hitesh Kumar Jain



DGM- Legal and Company Secretary
Encl as above

www.adi-mps.com



MPS Limited

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MPS LIMITED
(PHYSICAL AND E-VOTING)
DATE :13-03-2015
(Clause 35A of the Listing Agreement)

SPECIAL RESOLUTION NO.-1 : Under Section 42, 62(1)(c) of the Companies Act, 2013 read with SEBI ICDR Regulations for issue and allotment of Equity Shares of the Company through QIP for an amount aggregating upto INR 150 Crores.

RESOLUTION NO.	DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter	12616996	12616996	100.00	12616996	0	100.00	0.00
1	Public - Institutional Holders	108149	31585	29.21	31585	0	100.00	0.00
1	Public - Others	4097523	27851	0.68	26949	902	96.76	3.24
	TOTAL	16822668	12676432	75.35	12675530	902	99.99	0.01

SPECIAL RESOLUTION NO.-2 : Under Section 196, 197, 203 of the Companies Act, 2013 read with Schedule V thereto for appointment of Ms. Yamini Tandon (DIN 06937633) as a Whole Time Director of the Company for a Period of five years w.e.f. August 11, 2014.

RESOLUTION NO.	DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
2	Promoter	12616996	0	0	0	0	0	0
2	Public - Institutional Holders	108149	31585	29.21	31585	0	100.00	0
2	Public - Others	4097523	27851	0.68	27216	635	97.72	2.28
	TOTAL	16822668	59436	0.35	58801	635	98.93	1.07

SPECIAL RESOLUTION NO.-3 : Under Section 196, 197, 203 of the Companies Act, 2013 read with Schedule V thereto for re-appointment of Mr. Nishith Arora (DIN 00227593) as a Managing Director of the Company for a Period of three years w.e.f. April 19, 2015.

RESOLUTION NO.	DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
3	Promoter	12616996	0	0.00	0	0	0	0
3	Public - Institutional Holders	108149	31585	29.21	31585	0	100.00	0
3	Public - Others	4097523	27851	0.68	27721	130	99.53	0.47
	TOTAL	16822668	59436	0.35	59306	130	99.78	0.22

For MPS Limited

Hitesh Kumar Jain

DGM- Legal and Company Secretary



www.adi-mps.com

12th March, 2015

The Chairman
Messrs. MPS Limited,
RR Towers IV, Super A,
Thiru-vi-ka Industrial Estate Guindy,
Chennai – 600 032.

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of M/s. MPS Limited on 29th January, 2015, we have been appointed as Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the following resolutions:

Reference to Companies Act, 2013	Type and Description of the Resolutions
Sections 42, 62(1)(c) & and other applicable provisions, of Companies Act, 2013	SPECIAL RESOLUTION “RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or statutory modification(s) or re- enactment thereof, for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules made under the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (“SEBI ICDR Regulations”) and all other applicable SEBI regulations and guidelines, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India (“GOI”), and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with each of the Stock Exchange

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[Handwritten Signature]



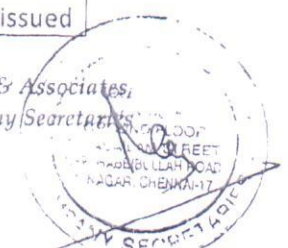
R Sridharan & Associates
Company Secretaries
(Old No. 12)
New No. 5
Sivasailam Street
T. Nagar, Chennai





where the equity shares of the Company are listed, and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant and subject to such requisite approvals, consents, permissions and/ or sanctions of the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, the Foreign Investment Promotion Board ("FIPB"), the Reserve Bank of India ("RBI"), the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry and such other Ministries/Departments of the GOI, and all such other authorities or institutions, as may be required, and subject to such conditions, if any, as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanctions, which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee of the Board already constituted or any other committee which may be constituted to exercise its powers including the powers conferred hereunder), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including any provisions for allotment on firm/competitive basis as may be permitted) equity shares/any other instruments convertible into equity shares, from time to time, in one or more tranches, in the course of one or more offerings in the domestic and/or international markets, to two or more eligible investors, whether or not they are members of the Company or are residents or non-residents of India, including but not limited to Qualified Institutional Buyers ("QIBs") as defined under the SEBI Regulations through a Qualified Institutional Placement ("QIP") within the meaning of Chapter VIII of the SEBI ICDR Regulations as may be deemed fit by the Board for up to an aggregate amount of INR 150 crores (One Hundred and Fifty crores) including over allotment, if any, at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, either with or without premium or with discount up to 5% on Floor Price (as may be prescribed under SEBI ICDR Regulations) as may be determined by the Board at the time of the issue and allotment of such securities in accordance with the pricing formula.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued in accordance with the terms of the offering of the Securities, all such shares ranking, pari passu, with the then existing equity shares of the Company in all respects including as to dividend and the Equity Shares/Securities to be so offered, issued





and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

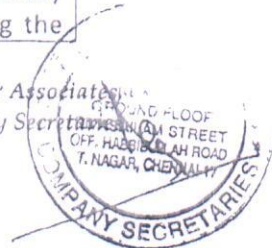
RESOLVED FURTHER THAT the relevant date for determining the pricing of the equity shares (or of the underlying equity shares) proposed to be issued will be in accordance with the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the allotment of Securities shall be completed within a period of twelve months from the date of consent hereunder accorded or such other time as may be allowed under SEBI ICDR Regulations and further that the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment except on a recognized Stock Exchange or as prescribed under SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws and subject to approvals, consents, permissions, if any required, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed, subject to the applicable law.

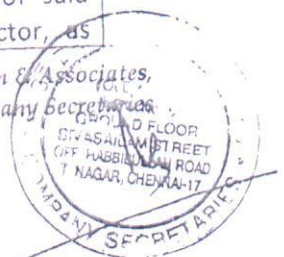
RESOLVED FURTHER THAT the Board be and is also hereby authorised to appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, escrow banks, trustees, bankers, advisors and all such other agencies and intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with all and/or any such agencies and intermediaries and to seek the listing of such Securities.

RESOLVED FURTHER THAT the Board be and is also hereby authorised to sub-delegate all or any of its powers including the





	power to sub-delegate, to any of its existing Committee or as may be formed by the Board so as to give effect to the aforesaid resolutions and to take necessary steps, including but not limited to preparation of the offer document for the issue, filing of the offer document with SEBI, Registrar of Companies, Stock Exchanges and to do all such acts, deeds, matters and things including but not limited to accepting any alteration(s), modification(s), change(s), variation(s), deletion(s), addition(s) as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company for giving effect to this resolution, whether incidental or ancillary thereto. RESOLVED FURTHER THAT all acts, deeds and things that may have been done by the Board prior to the approval of Shareholders in relation to the issue of Securities as aforesaid be and is hereby ratified and confirmed."
Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013	SPECIAL RESOLUTION "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and subject to such consents, permissions, approvals, if any required, from the Central Government and/or any other appropriate authority, consent of the Company be and is hereby accorded to the appointment of Ms. Yamini Tandon (DIN 06937633) as a Whole Time Director and Vice President – Service Delivery of the Company for a period of 5 (five) years effective from August 11, 2014, on the terms and conditions of appointment and remuneration as contained in the agreement and detailed in the Explanatory Statement to this resolution. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment including as to remuneration to Ms. Yamini Tandon from time to time to the extent the Board of Directors may consider necessary in accordance with the applicable provisions of the Act, rules, regulations and Schedule thereunder for the time being in force, provided, however that the remuneration after the alteration or variation does not exceed the limit specified under Section 197 read with Schedule V to the Act. RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the payment of said remuneration to Ms. Yamini Tandon, Whole Time Director, as





	minimum remuneration, even in the event of loss or inadequacy of profits of the Company though the remuneration as such exceed the limits prescribed under Section II, Part II of Schedule V to the Act and that the Board of Directors be and is hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s), necessary or desirable in connection with, or incidental or ancillary thereto for the purpose of giving effect to the aforesaid resolution including but not limited to seeking consent of the Central Government or any other appropriate authority, as may be required."
Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013	SPECIAL RESOLUTION "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and subject to such consents, permissions, approvals, if any required, from any appropriate authority, consent of the Company be and is hereby accorded to the reappointment of Mr. Nishith Arora (DIN 00227593), as the Managing Director of the Company, for a period of 3 (three) years, w.e.f. from April 19, 2015 at the remuneration including perquisites and upon and subject to the terms and conditions contained in the Agreement between the Company and Mr. Nishith Arora and detailed in the Explanatory Statement to this resolution. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of reappointment including as to remuneration to Mr. Nishith Arora from time to time to the extent the Board of Directors may consider necessary in accordance with the applicable provisions of the Act, rules, regulations and Schedule thereunder for the time being in force, provided, however that the remuneration after the alteration or variation does not exceed the limit specified under Section 197 read with Schedule V to the Act. RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the payment of said remuneration to Mr. Nishith Arora, Managing Director, as minimum remuneration, even in the event of loss or inadequacy of profits of the Company though the remuneration as such exceed the limits prescribed under Section II, Part II of Schedule V to the Act and that the Board of Directors be and is hereby further authorised to do all





	such act(s), deed(s), matter(s) and thing(s), necessary or desirable in connection with, or incidental or ancillary thereto for the purpose of giving effect to the aforesaid resolution including but not limited to seeking consent of the appropriate authority, as may be required."
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WE REPORT that the Postal Ballot Notice dated **29th January, 2015** under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 were issued individually to all the shareholders and the notices were despatched by Physical mode and E-mails for those shareholders who have provided e-mail id on **9th February, 2015**.

We report that as stated in the Notice sent to the shareholders, the Company had fixed **11th March, 2015** as the last date for receipt of Postal Ballots and for E-Voting. As stated in Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "**FINANCIAL EXPRESS**" in English and "**MAKKAL KURAL**" in vernacular language Tamil on 10th February, 2015 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting from the shareholders during the period starting from **10th February, 2015** to **11th March, 2015**.

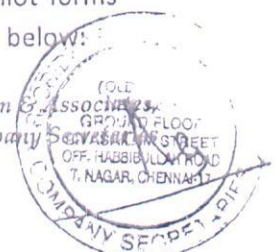
All the Postal Ballot forms and E-Voting received upto the closure of working hours 5.00 P.M. (IST) on Wednesday, 11th March, 2015, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 132 (One Hundred and Thirty Two Only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and E-Voting were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **7842** Shareholders, we have received valid polled Ballot forms and E-Voting from **110** Shareholders and the details of polling results are given below:





Receipt of Postal Ballot Forms and E-Voting	10 th February, 2015 to 11 th March 2015		
Total No. of Shareholders	7842		
Total No. of Shares	16822668		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	80	31	111
Less: Invalid Forms*	1	0	1
Net Valid Forms	79	31	110

**Invalid Postal Ballots was not taken into account for the voting.*

ITEM No: 1 IN THE NOTICE OF POSTAL BALLOT

Special Resolution pursuant to Sections 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 for Issue of Securities of the Company through Qualified Institutional Placement(s),

Summary of Postal Ballot

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	76	8933	27	12666597	103	12675530	99.99
Dissent	3	545	4	357	7	902	0.01
Total	79	9478	31	12666954	110	12676432	100

RESULTS

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 under Sections 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, with regard to the Item No: 1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.





ITEM No: 2 IN THE NOTICE OF POSTAL BALLOT

Special Resolution pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule V of the Act for appointment of Mrs. Yamini Tandon (DIN 06937633) as a Whole Time Director and Vice President – Service Delivery of the Company for a period of 5 (five) years effective from August 11, 2014.

Summary of Postal Ballot

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E- Voting	No of shares (E- Voting)	Total No of Postal Ballot Forms and E- Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	72	8845	28	49956	100	58801	98.93
Dissent	7	633	2	2	9	635	1.07
Total	79	9478	30	49958	109	59436	100

RESULTS

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 under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, with regard to the Item No: 2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM No – 3 IN THE NOTICE OF POSTAL BALLOT

Special Resolution pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule V of the Act for reappointment of Mr. Nishith Arora (DIN 00227593), as the Managing Director of the Company, for a period of 3 (three) years, w.e.f. from April 19, 2015.





Summary of Postal Ballot

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	73	9350	28	49956	101	59306	99.78
Dissent	6	128	2	2	8	130	0.22
Total	79	9478	30	49958	109	59436	100

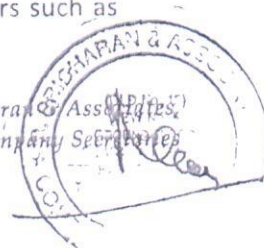
RESULTS

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 under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, with regard to the Item No: 3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

The results of the resolutions passed through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 is annexed hereto.

We further report that as per the notice of Postal Ballot dated 29th January, 2015 approved by the Board of Directors on 29th January, 2015 the Chairman or any other Director/Officer of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolutions referred to herein on Friday, 13th March, 2015 at the Registered Office of the Company. The results of the Postal Ballot will also be displayed at the registered office and posted on the Company's website – www.adi-mps.com besides communication to the Stock Exchanges where the Company's shares are listed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has generally complied with the provisions of the said Rules. We further report that as per the said Rules, the records maintained by us such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name,





address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,

For **R. SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES


CS R. SRIDHARAN

C P No. 3239

FCS No. 4775

