

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

CIN: L22122TN1970PLC005795

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NOTICE OF 45TH ANNUAL GENERAL MEETING AND E-VOTING INFORMATION

NOTICE is hereby given that the 45th Annual General Meeting (AGM) of the members of MPS Limited (the "Company") will be held on **Monday, July 20, 2015 at 2.30 p.m. at The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai – 600 035**. Notice of the meeting setting out the ordinary and special business to be transacted thereat, alongwith the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2015, Auditors Reports and Directors' Report has been e-mailed on June 24, 2015, to the members whose e-mail addresses have been made available by the depositories or are registered with the Company and physical copies have been sent by permitted mode on June 25, 2015 to the members at their registered postal address who have not registered their e-mail addresses.

Members are hereby informed that the Notice of the AGM and the aforesaid documents are available on the website of the Company (www.adi-mps.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 upto the date of the AGM.

In terms 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) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, 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 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 Friday, July 17, 2015 (9.00 a.m.) (IST) and ends on Sunday, July 19, 2015 (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 meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have casted 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 **Monday, July 13, 2015 ('cut-off date')**. 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 only shall be eligible to cast vote on all the resolutions set forth in the Notice of AGM either through remote e-voting or postal ballot 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, you may 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.evotingindia@cdslindia.com. In case of any grievances connected with the facility of voting through electronic means, please contact Mr. Wenceslaus Futardo, Deputy Manager, CDSL, Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001, helpdesk.evoting@cdslindia.com, Tel: 18002005533.

Persons entitled to attend and vote at the AGM, may vote in person or by proxy, provided that all proxies in the prescribed form duly signed by the person entitled to attend and vote at the meeting 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/-

June 25, 2015
Noida

Hitesh Kumar Jain
DGM – Legal and Company Secretary