



MPS Limited

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28th May, 2013

To

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra East
Mumbai - 400 051
Listing Ph:- 022-26538236 Compliance: 0222-26598235
Fax:- 022-26598237/38/26598191
E-Mail :- cmllist@nse.co.in

Bombay Stock Exchange Limited
Listing Department
P J Tower, 1st Floor, Dalal Street
Mumbai - 400001
Ph: 22655656 / 0525
Fax: 022 22673677 / 22721072
Email: isc@bseindia.com

The Madras Stock Exchange
Exchange Building
Post Box No. 183, 11, Second Line Beach,
Chennai - 600 001
Ph: 25224382/92/93
Fax: 044-25244897
E-Mail: mseed@md3.vsnl.net.in

Sub: Passing of Resolution through Postal Ballot

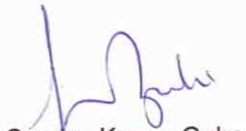
Dear Sir,

With reference to the above subject please find enclosed the scrutinizers report from Mr. R. Sridharan of R. Sridharan & Associates who was appointed as Scrutinizer and the Special Resolution that was passed by the shareholders for shifting of registered office from the state of TamilNadu to NCT, Delhi.

Kindly take this on record and oblige.

Thanking you,

Yours Faithfully,
For MPS Limited



Supriya Kumar Guha
Company Secretary

www.adi-mps.com

Registered office: RR Towers IV, Super A, 16/17 TVK Industrial Estate, Guindy, Chennai 600 032, INDIA

24th May, 2013

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

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **M/s. MPS Limited** at their meetings held on 14th February 2013 and 9th April, 2013, We have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolution:

Reference to the Companies Act, 1956	Type and Description of the resolution
Section 17 and other applicable provisions	<p><u>Special Resolution</u></p> <p>“RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and the rules issued there under, and subject to the confirmation by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated), the approval of shareholders be and is hereby accorded for the shifting of the registered office of the Company from the State of Tamilnadu to the State of NCT Delhi.</p> <p>“RESOLVED FURTHER THAT upon approval accorded by the shareholders as aforesaid and the shift in the registered office of the Company is confirmed by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated) as aforesaid, Clause II of the Memorandum of Association of the Company, be altered by substituting the following new clause:-</p> <p>Clause II: The Registered Office of the Company shall be situated in the State of NCT Delhi”.</p> <p>“RESOLVED FURTHER THAT thereupon the registered office of the Company be shifted from the State of Tamil Nadu to the State of NCT Delhi at such place as may be determined by the Board of Directors of the Company.”</p>



	"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, matters, deeds and things and give all such directions, as may be deemed expedient and necessary to give effect to this Special Resolution."
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We report that the Postal ballot notice dated **9th April, 2013** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched on **20th April, 2013** under secured mode by Department of Posts, India. We report that as stated in the notice sent to the shareholders, the Company had fixed **21st May, 2013** as the last date for receipt of Postal Ballots. As stated in Rule 3(c) of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 an advertisement was published by the Company in **"TRINITY MIRROR"** in English and **"MAKKAL KURAL"** in Tamil on **30th April, 2013** informing about the despatch of the Postal Ballot forms and other related matters mentioned therein. We report that we have received the Postal Ballot forms from the shareholders during the period starting from **2nd May 2013 to 21st May, 2013**.

All the Postal Ballot forms received upto the closure of working hours (17:30 hrs) on **21st May, 2013**, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

Envelopes containing postal ballot forms returned undelivered aggregated to 220 (Two Hundred and Twenty 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 were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **6620** Shareholders, we have received polled Ballot Forms from **117** Shareholders and the details of polling results are given below:

Total No. of Shareholders	6620
Total No. of Shares	1,68,22,668
Receipt of Postal Ballot Forms	2nd May, 2013 to 21st May, 2013
Total Postal Ballot Forms Received	117
Less: Invalid Postal Ballot Forms	1
Net Postal Ballot Forms	116
Valid Postal Ballot Forms	116

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





Special Resolution under Section 17 and other applicable provisions if any of the Companies Act, 1956 for Shifting of Registered office of the Company from the State of Tamilnadu to the State of NCT Delhi.

Summary of Postal Ballot

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	99	1,26,51,226	99.98
Dissent	17	3124	0.02
Total	116	1,26,54,350	100

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** under Section 17 of the Companies Act, 1956 as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority.

The results of the resolution passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 is annexed hereto.

We further report that as per the Board Resolution dated 14th February 2013 and 9th April, 2013 the chairman or any other Director of the Company may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein on 28th May, 2013 at 12.00 noon at the registered office of the Company at RR Towers IV, Super A, Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032 and the results of the postal ballot should be displayed at the Registered Office and also posted on the Company's website – www.adi-mps.com The results shall also be communicated to the Stock Exchanges where the Company's shares are listed.

We further report that as per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company has complied with the provisions of the Rules. We further report that as per the said Rules, the records maintained by me 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





R. Sridharan & Associates
Company Secretaries

... Continuation Sheet

over to the Company Secretary after the Chairman considers, approves and signs the minutes of the meeting.

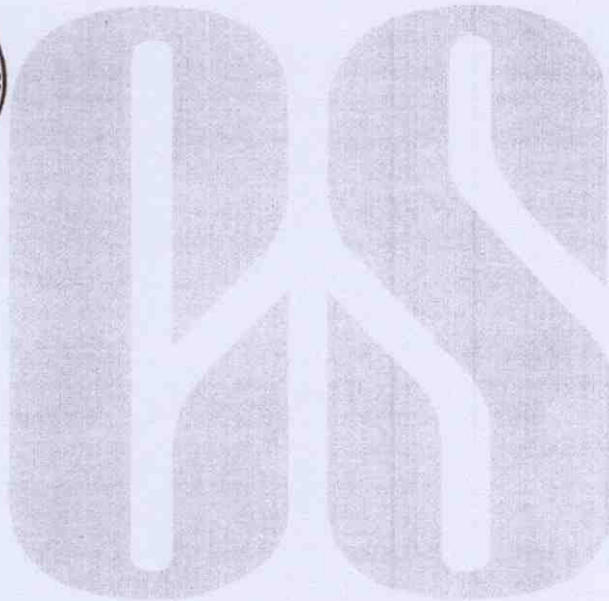
We thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,
For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



CS R. SRIDHARAN
C P No. 3239
FCS No. 4775





ANNEXURE

RESULT OF THE RESOLUTION UNDER SECTION 17 OF THE COMPANIES ACT 1956 FOR SHIFTING REGISTERED OFFICE FROM THE STATE OF TAMIL NADU TO THE STATE OF NCT DELHI PASSED THROUGH POSTAL BALLOT, PURSUANT TO SECTION 192 A OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and the rules issued there under, and subject to the confirmation by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated), the approval of shareholders be and is hereby accorded for the shifting of the registered office of the Company from the State of Tamilnadu to the State of NCT Delhi.

"RESOLVED FURTHER THAT upon approval accorded by the shareholders as aforesaid and the shift in the registered office of the Company is confirmed by the Regional Director, Southern Region, Chennai on petition (to whom the powers of the Central Government are delegated) as aforesaid, Clause II of the Memorandum of Association of the Company, be altered by substituting the following new clause:-

Clause II: The Registered Office of the Company shall be situated in the State of NCT Delhi".

"RESOLVED FURTHER THAT thereupon the registered office of the Company be shifted from the State of Tamil Nadu to the State of NCT Delhi at such place as may be determined by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, matters, deeds and things and give all such directions, as may be deemed expedient and necessary to give effect to this Special Resolution."

PARTICULARS	NO. OF POSTAL BALLOT FORMS	NO. OF VOTES	%
TOTAL POSTAL BALLOT FORMS RECEIVED	117	12654550	N.A.
LESS:- REJECTED POSTAL BALLOT FORMS	1	200	N.A.
NET VALID POSTAL BALLOT FORMS	116	12654350	100
POSTAL BALLOT FORMS WITH ASSENT FOR THE RESOLUTION	99	12651226	99.98
POSTAL BALLOT FORMS WITH DISSENT FOR THE RESOLUTION	17	3124	0.02





R. Sridharan & Associates
Company Secretaries

... Continuation Sheet

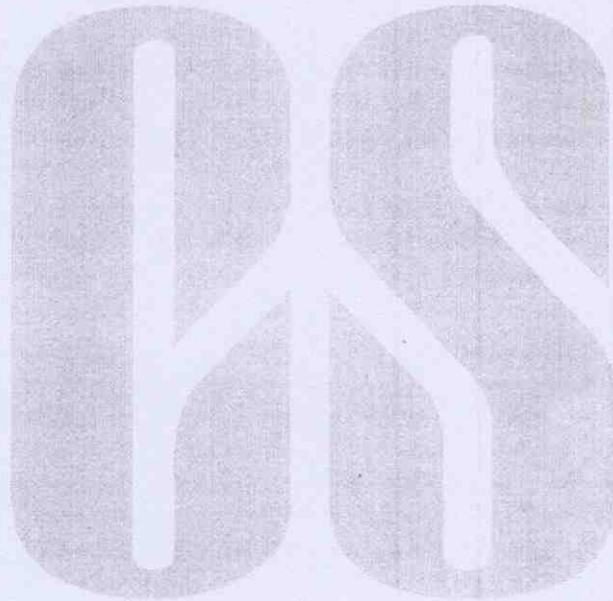
As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, I declare that the Special Resolution under Section 17 of the Companies Act, 1956 as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority.

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



CS R SRIDHARAN
C P NO. 3239
FCS No. 4775

CHENNAI
24.05.2013



MPS Limited

Regd office: RR Towers IV, Super A, Thiru-vi-ka Industrial Estate, Guindy,
Chennai - 600 032

RESULT OF THE RESOLUTION UNDER SECTION 17 OF THE COMPANIES ACT 1956 FOR SHIFTING REGISTERED OFFICE FROM THE STATE OF TAMIL NADU TO THE STATE OF NCT DELHI PASSED THROUGH POSTAL BALLOT, PURSUANT TO SECTION 192 A OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011.

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NM

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, I declare that the Special Resolution under Section 17 of the Companies Act, 1956 as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority.

CHENNAI
28th May 2013



For MPS Limited

A handwritten signature in blue ink, appearing to be "Narain L", written over the printed name "Narain L".

Chairman