



MPS Limited

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

Date: 26 October 2018

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai -400 051 Scrip Code: MPSLTD	BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532440
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Dear Sir/ Madam,

Subject: Summary of proceedings and Scrutinizer's Report covering voting results of the National Company Law Tribunal, Chennai ("NCLT") convened meeting of the equity shareholders ("Meeting") of MPS Limited ("the Company") held on October 25, 2018

Pursuant to the Order dated August 30, 2018 passed by the NCLT, the meeting of equity shareholders of the Company was held at The Rain Tree Hotels, 636 Anna Salai, Teynampet, Chennai-600035 on Thursday, October 25, 2018 at 2:30 p.m. for the purpose of considering, and if thought fit, approving with or without modification(s), the scheme inter-alia involving, amongst others, amalgamation of ADI BPO Services Limited [post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited] with MPS Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("**Scheme**").

In compliance with the Order and provisions of Section 230(4) read with Section 110 and Section 108 of the Act, read with Rule 20 and Rule 22 and other applicable provisions of the Companies(Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Paragraph 9 of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("**SEBI Circular**"), the Company has provided the facility of voting by postal ballot as well as remote e-voting arranged by Central Depository Services (India) Limited, prior to the meeting.

In this regard, please find enclosed following disclosures:

- Summary of proceedings of the meeting as required under Regulation 30, Para A of Schedule III of the Listing Regulations as **Annexure A**
- In terms of the Companies Act, 2013 and NCLT order – Voting results of the business transacted at the meeting of equity shareholders through (i) postal ballot (ii) remote e-voting and (iii) voting at the venue of the meeting along with the Scrutinizer's report as **Annexure B**



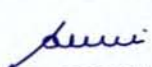
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- iii. In terms of the SEBI Circular – Voting results of the public shareholders, along with a separate Scrutinizer's report as **Annexure C**.

The proposed resolution approving the Scheme was passed with the requisite majority by equity shareholders of the Company (including public shareholders), as required under the Companies Act, 2013 and SEBI Circular.

You are requested to take the above information and enclosed documents on your record.

Thanking you,
Yours faithfully,


For MPS Limited
Sunit Malhotra
CFO & Company Secretary



Encl: As above

Annexure A**Summary of proceedings of the National Company Law Tribunal, Chennai ("NCLT") convened meeting ("Meeting") of the equity shareholders of MPS Limited ("the Company")**

The Meeting of the equity shareholders the Company was held at The Rain Tree Hotels, 636 Anna Salai, Teynampet, Chennai-600035 on Thursday, October 25, 2018 at 2:30 p.m. IST.

In his opening remarks, the Chairperson, Mr Sunit Malhotra, informed that the meeting is convened pursuant to the Order dated August 30, 2018 passed by the NCLT in the matter of the scheme inter-alia involving, amongst others, amalgamation of ADI BPO Services Limited [post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited] into MPS Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("**Scheme**"). He further informed that vide the said Order, NCLT has appointed him as the Chairperson to preside over the meeting.

The Meeting started at 2:30 p.m. as the requisite quorum was present.

The chairperson introduced Mr. Nishith Arora, Director and Chairman of MPS Limited present on the Dais.

The Notice of the Meeting, the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with rules framed thereunder and the Scheme along with all the relevant annexures were despatched to all the equity shareholders whose names appear in the register of members as on September 7, 2018 [*'cut-off date'*]. With the permission of the equity shareholders, the Notice convening the meeting were taken as read.

The Chairperson thereafter, provided brief background and rationale of the Scheme along with the details of valuation, fairness opinion, statutory/ regulatory approvals etc.

Subsequently, the Chairperson informed that the Company had provided the equity shareholders with the facility to vote through postal ballot and remote e-voting on the resolution set forth in the Notice, which was kept open from September 25, 2018 at 9:00 a.m. to October 24, 2018 at 5:00 p.m.

Equity Shareholders who were present at the meeting and had not cast their votes through either postal ballot or e-voting were provided an opportunity to cast their votes at the meeting by way of ballot paper.

The Chairperson informed that Mr. R Sridharan, Practicing Company Secretary of R, Sridharan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.

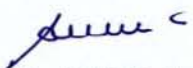
The Chairperson then invited the equity shareholders to express their views and seek clarifications on the resolution proposed at the meeting. Queries from the equity shareholders were replied by the Chairperson.

The Chairperson then put the resolution for approval of the Scheme to vote and informed that the combined voting results would be announced within 48 hours of the conclusion of the meeting.

After giving opportunity to the equity shareholders present to cast their vote, the Chairperson announced the closure of the voting. The Scrutinizer's Report was received on the same date and as set out therein the resolution for approval of the Scheme was passed with the requisite majority.

Thanking You,

Yours faithfully,
For MPS Limited


Sunit Malhotra
CFO & Company Secretary



Annexure B

MPS Limited - Meeting of the Equity Shareholders convened as per the directions of the National Company Law Tribunal, Chennai Bench	
Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	
Date of the meeting	25 October, 2018
Total number of shareholders on record date (September 7, 2018)	12,878
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution		Approval of scheme, inter-alia involving, amongst others, amalgamation of the ADI BPO Services Limited ('Transferor Company') (Post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) with MPS Limited ('Transferee Company') and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013						
Resolution required		Majority of persons representing three-fourth in value of the class of member as required under section 230 of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	1,26,16,996	1,26,16,996	100.00%	1,26,16,996	0	100.00%	0
	Poll							
	Postal Ballot							
	Total		1,26,16,996	100.00%	1,26,16,996	0	100.00%	0.00%
Public-Institutions	E-Voting	12,80,072	11,98,656	93.64%	11,98,656	0	100.00%	0
	Poll							
	Postal Ballot							
	Total		11,98,656	93.64%	11,98,656	0	100.00%	0.00%
Public - Non Institutions	E-Voting	47,19,858	2,47,884	5.25%	2,47,084	800	99.68%	0.32%
	Poll		459	0.01%	328	131	71.46%	28.54%
	Postal Ballot		1,18,483	2.51%	1,18,480	3	99.997%	0.003%
	Total		3,66,826	7.77%	3,65,892	934	99.75%	0.25%
Total		1,86,16,926	1,41,82,478	76.18%	1,41,81,544	934	99.99%	0.01%

Annexure B attached

25th October, 2018

To

Mr. Sunit Malhotra

Chairman appointed by the National Company Law Tribunal, Chennai Bench, for the Equity Shareholders meeting of MPS Limited pursuant to the Company Application No. CA/171/CAA/CB/2018

Dear Sir,

Sub: Consolidated Report of the Scrutinizer on the remote e-voting, postal ballot and poll provided at the meeting of the Equity Shareholders of MPS Limited ("the Company") convened as per the directions of the National Company Law Tribunal, Chennai Bench ("NCLT") held on Thursday, the 25th October, 2018 at 2.30 p.m. at The Rain Tree Hotels, 636 Anna Salai, Teynampet, Chennai - 600 035 ("the Meeting")

I, R. Sridharan, Practicing Company Secretary (Membership No. FCS 4775) of M/s. R.Sridharan & Associates, Company Secretaries, Chennai have been appointed as the Scrutinizer for the purpose of conducting and scrutinizing the voting process conducted through remote e-voting, postal ballot and voting at the venue of the meeting of the Equity Shareholders of the Company convened by the order dated 30th August, 2018 of NCLT, and held on Thursday, October 25, 2018 at 2:30 p.m. at The Rain Tree Hotels, 636 Anna Salai, Teynampet, Chennai - 600 035, pursuant to the provisions of Companies Act, 2013 read with the applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), on the resolution seeking approval of the Equity Shareholders to the Scheme inter-alia involving, amongst others, amalgamation of ADI BPO Services Limited [post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited] with MPS Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Scheme"), in terms of the Notice dated September 10, 2018, convening the said meeting:

I do hereby submit my report as under:

1. The Company had completed the dispatch of the 'Notice of the meeting' along with the relevant annexures on September 21, 2018, to all the Equity Shareholders whose names appear in the register of members as on September 7, 2018 ("cut-off date"). The Company had also published newspaper advertisement in the aforesaid regard in "Financial Express" in English language and the translation thereof in Tamil, in "Makkal Kural" on September 22, 2018.
2. The postal ballot, in this regard, has been conducted in accordance with the relevant provisions of the Companies Act, 2013 as amended. The Company has also provided remote e-voting facility in accordance with the provisions of Companies Act, 2013 and Listing Regulations to the Equity Shareholders of the Company. The Company has engaged Central Depository Services (India) Limited ("CDSL") for the purpose.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder, and Listing Regulations relating to voting through remote e-voting, Postal Ballot and through Ballot Paper at the venue of the meeting on the resolution contained in the Notice of the Meeting.
4. The cut-off date was September 7, 2018 (Friday) for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and remote e-voting and voting through poll at the venue of the meeting on the resolution seeking their approval.
5. The voting through postal ballot and remote e-voting had commenced at 9:00 AM on September 25, 2018 (Tuesday) and closed at 5:00 PM on October 24, 2018 (Wednesday).

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Consolidated Scrutinizer Report

*Done & attested
(Chairperson of the meeting)*





6. Our responsibility as a Scrutinizer for the voting process (by remote e-voting, Postal Ballot and poll at the meeting) was restricted to scrutinizing the results of the remote e-voting process, Postal Ballot and the poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by CDSL, Postal ballot and based on the Poll taken by means of Ballot Paper at the meeting.
7. The remote e-voting module was disabled and blocked by CDSL for e-voting at 5:00 PM IST on October 24, 2018.
8. The Equity Shareholders were required to send the completed and signed postal ballot forms to me on or before 5:00 p.m. on October 24, 2018. I have not accepted any postal ballot form after 5:00 p.m. on October 24, 2018.
9. At the venue of the meeting convened on the directions of the NCLT, on Thursday, October 25, 2018, the meeting started at 2:30 p.m. as requisite quorum was present.
10. At the venue of the meeting convened on the directions of the NCLT, at the end of discussion, the Chairman appointed for the meeting directed the conducting of voting by means of Ballot Paper for the Equity Shareholders present at the meeting who had not cast their votes earlier through the remote e-voting or postal ballot.
11. One ballot box kept for polling was locked in my presence with due identification marks placed by me.
12. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized.
13. Upon completion of the voting, Cameo Corporate Services Limited, the Registrar and Share Transfer Agent, validated the ballot papers with records available to them and also provided us with details of the Equity Shareholders present in person or by proxy at the Meeting, who had cast their votes and other details.
14. Further, in terms of the Notice for the Equity Shareholders meeting on September 10, 2018, the shareholders who have already voted through the remote e-voting or postal ballot were not entitled to vote at the meeting. As such, votes, if any, cast by such shareholders who had voted at the venue of the meeting were treated as invalid.
15. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
16. We counted first the votes cast at the meeting. Thereafter, we scrutinized the postal ballot forms and unblocked the votes cast through the remote e-voting done in the presence of the following two witnesses who are not in the employment of the Company, namely, (1) Mr. K Satheesh and (2) Ms. Srinidhi Sridharan. We scrutinized and reviewed the remote e-voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e-voting module.
17. I have not found any defaced/ mutilated postal ballot form.

MPS Limited

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Consolidated Scrutinizer Report

*done by all shs
(Chairperson of the meeting)*





18. The consolidated result of the voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules thereto (including any modifications, amendment or re-enactment thereof), the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated June 5, 2018 and June 4, 2018, respectively and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approval of the Hon'ble National Company Law Tribunal, Chennai ("NCLT") and such other competent authority as may be applicable, the amalgamation of the ADI BPO Services Limited ("Transferor Company") (Post demerger of its Infrastructure Management Business Undertaking) with the Company ("Transferee Company"), be and is hereby approved."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for bringing the Scheme into effect or to carry out such modification(s)/direction(s) as may be required and/or imposed and/or permitted by the Chennai Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Securities and Exchange Board of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to MPS Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

Consolidated report on result of voting through remote e-voting, postal ballot and voting through ballot papers at the meeting of Equity Shareholders:

(i) Votes in favour of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members voted in Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting, Postal Ballot and Poll	% of total number of valid votes cast
(A)	(B)	(C)	(D)	(E)	(F)	(B+D+F)	
36	1,40,62,736	33	1,18,480	10	328	1,41,81,544	99.99%

MPS Limited

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Consolidated Scrutinizer Report



Chairperson of the meeting



(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members voted in Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting, Postal Ballot and Poll	% of total number of valid votes cast
(A)	(B)	(C)	(D)	(E)	(F)	(B+D+F)	
2	800	2	3	2	131	934	0.01%

(iii) Invalid Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members voted in Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting, Postal Ballot and Poll
(A)	(B)	(C)	(D)	(E)	(F)	(B+D+F)
0	0	5	228	6	618	846

19. Based on the aforesaid results, the resolution under Sections 230 to Section 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 contained in the Notice dated September 10, 2018 has been passed by the majority Equity Shareholders representing three-fourth in value of those voting in respect of the Scheme in terms of Section 230(6) of the Companies Act, 2013.
20. A Compact Disc (CD) containing electronic data and other relevant records relating to remote e-voting, postal ballot and poll at the venue of the Meeting has been kept in our safe custody and shall be retained until the minutes of the aforesaid Equity Shareholders meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

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



Chairperson of the meeting

Annexure C

MPS Limited - Meeting of the Equity Shareholders convened as per the directions of the National Company Law Tribunal, Chennai Bench								
Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015								
Date of the meeting				25 October, 2018				
Total number of shareholders on record date (September 7, 2018)				12,878				
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:				1				
Public:				42				
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:				Not Applicable				
Public				Not Applicable				
Resolution		Approval of scheme, inter-alia involving, amongst others, amalgamation of the ADI BPO Services Limited ('Transferor Company') (Post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) with MPS Limited ('Transferee Company') and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013						
Resolution required		Votes cast by the Public shareholders of the Company in favour to be more than the votes cast by the Public shareholders against, as set out in the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	Promoter and Promoter Group holding 1,26,16,996 shares have not been considered in voting process						
	Poll							
	Postal Ballot							
	Total							
Public-Institutions	E-Voting	12,80,072	11,98,656	93.64%	11,98,656	0	100.00%	0
	Poll							
	Postal Ballot							
	Total		11,98,656	93.64%	11,98,656	0	100.00%	0.00%
Public - Non Institutions	E-Voting	47,19,858	2,47,884	5.25%	2,47,084	800	99.68%	0.32%
	Poll		459	0.01%	328	131	71.46%	28.54%
	Postal Ballot		1,18,483	2.51%	1,18,480	3	99.997%	0.003%
	Total		3,66,826	7.77%	3,65,892	934	99.75%	0.25%
Total		59,99,930	15,65,482	26.09%	15,64,548	934	99.94%	0.06%



25th October, 2018

To

Mr. Sunit Malhotra

Chairman appointed by the National Company Law Tribunal, Chennai Bench for the Equity Shareholders Meeting of MPS Limited pursuant to the Company Application No. CA/171/CAA/CB/2018

Dear Sir,

Sub: Consolidated Report of the Scrutinizer on voting by Public Shareholders of MPS Limited ("the Company") at the meeting of the Equity Shareholders of the Company convened as per the directions of the National Company Law Tribunal, Chennai Bench ("NCLT") held on Thursday, the 25th October, 2018 at 2.30 p.m. at The Rain Tree Hotels, 636 Anna Salai, Teynampet, Chennai - 600 035 ("the Meeting") in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017

I, R. Sridharan, Practicing Company Secretary (Membership No. FCS 4775) of M/s. R.Sridharan & Associates, Company Secretaries, Chennai have been appointed as the Scrutinizer for the purpose of conducting and scrutinizing the voting process conducted through remote e-voting, postal ballot and voting at the venue of the meeting of the Equity Shareholders of the Company convened by the order dated 30th August, 2018 of NCLT, and held on Thursday, 25th October, 2018 at 2:30 p.m. at The Rain Tree Hotels, 636 Anna Salai, Teynampet, Chennai - 600 035, on the resolution seeking approval of the Public Shareholders of the Company pursuant to Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular"), to the Scheme inter-alia involving, amongst others, amalgamation of ADI BPO Services Limited [post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited] with MPS Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Scheme"), in terms of the Notice dated September 10, 2018:

I do hereby submit my report as under:

1. The Company had completed the dispatch of the Notice of the meeting along with the relevant annexures on September 21, 2018, to all the Equity Shareholders whose names appear in the register of members as on September 7, 2018 ("cut-off date"). The Company had also published newspaper advertisement in the aforesaid regard in "Financial Express" in English language and the translation thereof in Tamil, in "Makkal Kural" on September 22, 2018.
2. The postal ballot, in this regard, has been conducted in accordance with the relevant provisions of the Companies Act, 2013 as amended. The company had also provided remote e-voting facility in accordance with the provisions of Companies Act, 2013 and Listing Regulations as an alternative to the Equity Shareholders of the Company. The Company has engaged Central Depository Services (India) Limited ("CDSL") for the purpose.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder, and Listing Regulations relating to voting through remote e-voting, Postal Ballot and through Ballot Paper at the venue of the meeting on the resolution contained in the Notice of the meeting.
4. The cut-off date was September 7, 2018 (Friday) for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and remote e-voting and voting through poll at the venue of the meeting on the resolution seeking their approval.

MPS Limited

Sunit Malhotra
(Chairman of the meeting)

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Consolidated Scrutinizer Report





5. The voting through postal ballot and remote e-voting had commenced at 9:00 AM on September 25, 2018 (Tuesday) and closed at 5:00 PM on October 24, 2018 (Wednesday).
6. Our responsibility as a Scrutinizer for the voting process (by remote e-voting, Postal Ballot and poll at the meeting), was restricted to scrutinizing the results of the remote e-voting process, Postal Ballot and the poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by CDSL, Postal ballot and based on the Poll taken by means of Ballot Paper at the meeting.
7. The remote e-voting module was disabled and blocked by CDSL for e-voting at 5:00 PM IST on October 24, 2018.
8. The Equity Shareholders were required to send the completed and signed postal ballot forms to me on or before 5:00 p.m. on October 24, 2018. I have not accepted any postal ballot form after 5:00 p.m. on October 24, 2018.
9. At the venue of the meeting convened on the directions of the NCLT, on Thursday, October 25, 2018, the meeting started at 2:30 p.m. as the requisite quorum was present.
10. At the venue of the meeting convened on the directions of the NCLT, at the end of discussion, the Chairman appointed for the meeting directed the conducting of voting by means of Ballot Paper for the Equity Shareholders present at the meeting who had not cast their votes earlier through the remote e-voting or postal ballot.
11. One ballot box kept for polling was locked in my presence with due identification marks placed by me.
12. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized.
13. Upon completion of the voting, Cameo Corporate Services Limited, the Registrar and Share Transfer Agent, validated the ballot papers with records available to them and also provided us with details of the Equity Shareholders present in person or by proxy at the meeting, who had cast their votes and other details.
14. Further, in terms of the Notice for the Equity Shareholders meeting on September 10, 2018, the shareholders who have already voted through the remote e-voting or postal ballot were not entitled to vote at the meeting. As such, votes, if any, cast by such shareholders who had voted at the venue of the meeting were treated as invalid.
15. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
16. We counted first the votes cast at the meeting. Thereafter, we scrutinized the postal ballot forms and unblocked the votes cast through the remote e-voting done in the presence of the following two witnesses who are not in the employment of the Company, namely, (1) Mr. K Satheesh and (2) Ms. Srinidhi Sridharan. We scrutinized and reviewed the remote e-voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e-voting module.
17. I have not found any defaced/ mutilated postal ballot form

MPS Limited

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Consolidated Scrutinizer Report

*Seen & attd
(Chairman of the meeting)*





18. The consolidated result of the voting seeking approval of the Public Shareholders of the Company to the Scheme is as under:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules thereto (including any modifications, amendment or re-enactment thereof), the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated June 5, 2018 and June 4, 2018, respectively and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approval of the Hon'ble National Company Law Tribunal, Chennai ("NCLT") and such other competent authority as may be applicable, the amalgamation of the ADI BPO Services Limited ("Transferor Company") (Post demerger of its Infrastructure Management Business Undertaking) with the Company ("Transferee Company"), be and is hereby approved."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for bringing the Scheme into effect or to carry out such modification(s)/direction(s) as may be required and/or imposed and/or permitted by the Chennai Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Securities and Exchange Board of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to MPS Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

Report on result of voting by Public Shareholders:

(I) Votes in favour of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members voted in Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting, Postal Ballot and Poll	% of total number of valid votes cast
(A)	(B)	(C)	(D)	(E)	(F)	(B+D+F)	
35	1445740	33	118480	10	328	1564548	99.94%

MPS Limited

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Consolidated Scrutinizer Report



Chairman of the meeting



(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members voted in Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting, Postal Ballot and Poll	% of total number of valid votes cast
(A)	(B)	(C)	(D)	(E)	(F)	(B+D+F)	
2	800	2	3	2	131	934	0.06%

(iii) Invalid Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members voted in Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting, Postal Ballot and Poll
(A)	(B)	(C)	(D)	(E)	(F)	(B+D+F)
0	0	5	228	6	618	846

19. Based on the aforesaid results, the resolution under Sections 230 to Section 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 contained in the Notice dated September 10, 2018 has been passed by the Public Equity Shareholders as votes cast by the Public shareholders of the Company in favour are more than the votes cast against in terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017
20. A Compact Disc (CD) containing electronic data and other relevant records relating to remote e-voting, postal ballot and poll at the venue of the Meeting has been kept in our safe custody and shall be retained until the minutes of the aforesaid Equity Shareholders meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

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



Chairman of the meeting