

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 6<sup>th</sup> Annual General Meeting (AGM) of the Members of MMS INFRASTRUCTURE LIMITED will be held on Wednesday, 30 December, 2015 at 03.00 P.M. at Hotel Celebrations, Plot No. L-1, Sector 19, Vashi, Navi Mumbai – 400 705 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss Account for the Financial Year ended on that date together with notes and schedules attached thereto.
2. To appoint a Director in place of Mr. Rajiv Nair (DIN – 03060687), who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Balkrishna Kamalakar Tendulkar (DIN – 02448116), who retires by rotation and being eligible has offered himself for re-appointment.
4. To appoint Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s. R. A. R. & Associates, Chartered Accountants (Firm Registration No. 100431W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2019 subject to ratification by the members of the Company at every Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

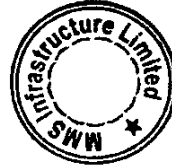
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

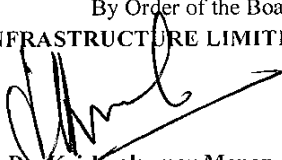
**“RESOLVED THAT** Mrs. Chitralkha Krishnakumar Menon (DIN – 07286926), who was appointed as an Additional Director with effect from 30<sup>th</sup> October, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Article of

**MMS Infrastructure Limited**

Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as an Director of the company.”

By Order of the Board,  
FOR MMS INFRASTRUCTURE LIMITED



  
Dr. Krishnakumar Menon  
(Managing Director)  
(DIN - 00926405)

Date: 04/12/2015  
Place: Navi Mumbai

**Notes:**

- 1) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Business under Item No. 4 as stated above is annexed hereto.
- 2) **A member entitled to attend and vote at the annual general meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member.**

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy should be deposited at the Registered office of the Company not later than **FORTY-EIGHT HOURS** before the commencement of the AGM.


- 3) Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 4) Members / Proxies are requested to bring duly- filled Attendance Slips sent herewith to attend the meeting along with the copy of Annual Report.
- 5) The enclosed proxy form, if intended to be used should reach the Registered Office of the Company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.
- 6) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- 7) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

- 8) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of Annual General Meeting so that the information, to the extent practicable, may be made available at the meeting.
- 9) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 10) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd December, 2015 to 29th December, 2015 ( Both days inclusive) for the purpose of Annual General Meeting;
- 11) Corporate members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting;
- 12) Members are requested to notify changes, if any, in their Registered address to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West), Mumbai – 400 078.
- 13) Members are requested to bring their copy of Annual Report to the Meeting;
- 14) All documents referred to in the notice are open for inspection at the registered office of the Company between Business hours on all working days up to the date of the Meeting;
- 15) Mr. Rajiv Krishnan Nair (DIN – 03060687), Director of the Company retire by rotation and being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said Director is given below:

Name	Rajiv Krishnan Nair
Director Identification Number (DIN)	03060687
Age	47
Qualification	B.E
Expertise in Specific Area	IT
Shareholding in MMS Infrastructure Limited	0.5460
Membership / Chairmanship of committee of the Company	3

- 16) Mr. Balkrishna Kamalakar Tendulkar (DIN – 02448116), Director of the Company retire by rotation and being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said Director is given below:

Name	Balkrishna Kamalakar Tendulkar
Director Identification Number (DIN)	02448116
Age	47
Qualification	B.E
Expertise in Specific Area	Electronics & Telecommunication
Shareholding in MMS Infrastructure Limited	2.31%
Membership / Chairmanship of committee of the Company	NIL

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- 17) Members are requested to address all correspondences to the Registrar and Share transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai-400078;
- 18) As per the provisions of the companies Act, 2013, facility for making nomination is available for shareholders, in respect of the shares held by them. Nomination Forms can be obtained from the Registrar and Transfer agent of the Company;
- 19) E-voting in Compliance with Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement:

The Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 6<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast 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 procedure and instruction for e – Voting are as follows:**

- i) The voting period begins from 10.00 a.m. (STARTING TIME) on 27<sup>th</sup>, December, 2015 and ends at 5.00 p.m. on 29<sup>th</sup> December, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23-12-2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Stickers.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

viii) After entering these details appropriately, click on “SUBMIT” tab.


ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**xviii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xix) Pramod S. Shah & Associates, Company Secretary in Whole Time Practice (ICSI membership number: 334) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company;

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT,  
2013**

Mrs. Chitralekha Menon, is an Additional Director of the Company and also a member of Audit Committee, and Investors Grievance Committee. Mrs. Chitralekha Menon is proposed to be appointed as a Director of the Company with effect from 30<sup>th</sup> December, 2015. A notice has been received from a member proposing Mrs. Menon as a candidate for the office of Director of the Company. In the opinion of the Board, Mrs. Menon fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a Director of the Company.

Mrs. Chitralekha Menon is a post graduate working in Maestros as Admin & HR Manager for the past 15 yrs . She has been taking care of the needs of all the employees of different branches She has vast experience in dealing with employees and related work

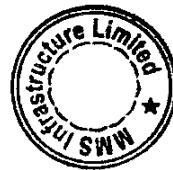
Copy of the draft letter for appointment of Mrs. Menon as a Director would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day (except Saturdays, Sundays and holidays) between 10.00 a.m. to 12.30 p.m.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Menon. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Menon as a Director, for the approval by the shareholders of the Company.

Except Mrs. Menon and Mr. K. K. Menon, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange and may also be considered sufficient compliance under the provisions of Section 152 of the Companies Act, 2013.

By Order of the Board,  
FOR MMS INFRASTRUCTURE LIMITED



**Dr. Krishnakumar Menon**  
(Managing Director)  
(DIN – 00926405)

Date: 04/12/2015  
Place: Navi Mumbai