

MPS Infotecnics Limited

CIN: L30007DL1989PLC131190
An ISO 9001 - 2008 Company



Date: October 3rd, 2019

To,
BSE Limited,
25th, Floor, P.J. Towers, Dalal Street
Fort, Mumbai-401 001

Security Code: 532411

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (E), Mumbai- 400 051

NSE Symbol: VISESHINFO

Sub: Declaration of voting Results of the 30th Annual General Meeting pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended & Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the members of the Company at its 30th Annual General Meeting (AGM) held on Monday, 30th September, 2019 at 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001, transacted the business as stated in the Notice of 30th Annual General Meeting dated 10th August, 2019 & its addendum dated September 10th, 2019. In this connection, we hereby enclose the consolidated voting results of Remote E-Voting & voting system ("Insta Poll") in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Scrutinizer's Report.

This is for your information and necessary records.

Yours faithfully,

For MPS Infotecnics Limited

A handwritten signature in blue ink, appearing to read 'Prachi', written over a circular purple stamp.

Prachi Sharma

Company Secretary

Membership No. A58134





Kundan Agrawal & Associates

Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

FORM No. MGT - 13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To
The Chairman,
M/S MPS INFOTECNICS LIMITED
703, Arunachal Building, 19 Barakhamba Road
Connaught Place New Delhi 110001 India.

Subject: For the 30th Annual General Meeting of the Members of the Company held on Monday, September 30, 2019 At 10:00 A.M. At 703, Arunachal Building, 19 Barakhamba Road Connaught Place New Delhi -110001 India

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of M/S MPS Infotecnics Limited at their meeting held on 30.05.2019 for the purpose of scrutinizing the poll and ascertaining the requisite majority on poll as per provision of section 108 of the Companies Act 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 and amendments made there under for their 30th Annual General Meeting.

1. After the time fixed for the poll by the Chairman, ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. After polling, the locked ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers if any, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.



4. The result of the Poll is as under:

(a) Resolution No. 1

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2019 and the reports of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
35	1255140360	100%

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present: 37 out of which 35 cast their vote through poll & remaining 2 cast their vote through e-voting.



(b) Resolution No. 2

Re-Appointment of Mr. Rachit Garg (DIN: 07574194) as Director of the Company liable to retire by rotation

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
33	1254990360	99.99%

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
2	150000	0.01%

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present: 37 out of which 35 cast their vote through poll & remaining 2 cast their vote through e-voting.



(c) Resolution No. 3

Re-Appointment of Mr. Manoj Kumar Jain (DIN-01887411) as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
33	1254990360	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
2	150000	0.01%

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present: 37 out of which 35 cast their vote through poll & remaining 2 cast their vote through e-voting.



(d) Resolution No. 4

To approve transactions with related parties.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
34	51628393	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present: 37 out of which 35 cast their vote through poll & remaining 2 cast their vote through e-voting.



(e) Resolution No. 5

To Consider and Approve Disinvestment in Subsidiaries of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
35	1255140360	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present: 37 out of which 35 cast their vote through poll & remaining 2 cast their vote through e-voting.



(f) Resolution No. 6

Appointment of Mr. Shatrughan Sahu (DIN: 00343726) as an Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
33	1254990360	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
2	150000	0.01%

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present: 37 out of which 35 cast their vote through poll & remaining 2 cast their vote through e-voting.



(f) Resolution No. 7

Appointment of Mr. Ram Niwas Sharma (DIN: 08427985) as Non-Executive, Non-Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
33	1254990360	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
2	150000	0.01%

(iii) **Invalid** Votes


Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present: 37 out of which 35 cast their vote through poll & remaining 2 cast their vote through e-voting.



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting.
7. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,
Yours faithfully,


Kundan Agrawal
(Scrutinizer)
Membership No.: 7631
C P No 8325
(Kundan Agrawal & Associates)

Place: New Delhi
Date: 30/09/2019

Witness-1 : <u>Shikha</u> Shikha Occupation - Job C-389, Surya Nagar Ghaziabad, U.P. 201011.	Witness-2 <u>Shikha</u> : <u>Shantenu Singh</u> J-26, 3rd Floor Laxmi Nagar Delhi - 110092
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Report of Scrutinizer (E-Voting)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

30th Annual General Meeting of Equity Shareholders of MPS Infotecnics Limited held on Monday, September 30, 2019 At 10:00 A.M. at 703, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001 India.

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting as per provision of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 for Annual General Meeting held on Monday, September 30, 2019 At 10:00 A.M. at 703, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001 India.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 30th Annual General Meeting dated 10th August, 2019 & its addendum dated September 10th, 2019. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favor or against the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Service (India) Limited (CDSL), for the e-voting process engaged by the Company.

Further to the above, I submit my report as under:-

1. The e-voting period remained open from 27th September; 2019 (9:00am) to 29th September; 2019 (5.00pm).
2. The Members of the Company as on the cut-off date i.e. 23rd September 2019 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 30th September, 2019.
4. Thereafter the details containing inter alia, list of Equity Shareholder(s), who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of **Central Depository Service (India) Limited (CDSL)**. i.e. www.evotingindia.com.



THE RESULT OF THE VOTE'S CASTED ELECTRONICALLY IS AS UNDER:**Item No.1 of the notice Ordinary Business**

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss Account and Cash Flow Statement and other annexures thereof for the financial year ended 31st March, 2019 and the reports of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
34	23022105	76.22%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
5	7181426	23.78%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 2 of the notice Ordinary Business

Re-Appointment of Mr. Rachit Garg (DIN: 07574194) as Director of the Company liable to retire by rotation

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
33	23021305	76.22%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	7182226	23.78%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks



Nil	Nil	Nil
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Item No. 3 of the notice **Special Business**

Re-Appointment of Mr. Manoj Kumar Jain (DIN-01887411) as an Independent Director

i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
34	23022105	76.22%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
5	7181426	23.78%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 4 of the notice **Special Business**

To approve transactions with related parties

i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
33	27255045	99.97%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
4	7226	0.03%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
2	2941260	Mr. Atul Aggarwal and Mr. Om Prakash Aggarwal was interested in resolution but voted on resolution.



Item No. 5 of the notice **Special Business**

To Consider and Approve Disinvestment in Subsidiaries of the Company

i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
36	30197105	99.98%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
3	6426	0.02%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 6 of the notice **Special Business**

Appointment of Mr. Shatrughan Sahu (DIN: 00343726) as an Independent Director of the Company

i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
32	23020505	76.22%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	7183026	23.78%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil



Item No. 6 of the notice**Special Business****Appointment of Mr. Ram Niwas Sharma (DIN: 08427985) as Non-Executive, Non-Independent Director of the Company**i) Voted **in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
33	23021305	76.22%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	7182226	23.78%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Thanking You,
Yours faithfully

Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
(KUNDAN AGRAWAL & ASSOCIATES)

Place: New Delhi
Date: 30/09/2019

Witness-1

: Etisha
Etisha
Occupation - JAS
C-369 Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2

: Shantanu Singh
J-26 3rd Floor
Laxmi Nagar
Delhi - 110092



Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

CONSOLIDATED SCRUTINISER'S REPORT (E-VOTING & POLL)

REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S MPS INFOTECNICS LIMITED (THE COMPANY) HELD ON MONDAY, SEPTEMBER 30, 2019 AT 10:00 A.M. AT 703, ARUNACHAL BUILDING, 19 BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI-110001 IN.

The 30th Annual General Meeting of the Members has been held on Monday, September 30, 2019 at 10:00 A.M. At 703, Arunachal Building, 19 Barakhamba Road Connaught Place New Delhi-10001 India, for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Notice of 30th Annual General Meeting of M/S MPS Infotecnics Limited dated 10th August, 2019 & its addendum dated September 10th, 2019.

The undersigned **Mr. Kundan Agrawal, Practicing Company Secretary** was appointed as the scrutinizer, by the board of directors of M/S MPS Infotecnics Limited at their Board Meeting held on 30th May, 2019 for their 30th Annual General Meeting of the Company held on 30.09.2019. The result of the poll & e-voting conducted for the Annual General Meeting is as under:-

Resolution No. 1

Nature of Resolution **Ordinary Business**

Subject Matter: To receive, consider and adopt the audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss Account and Cash Flow Statement and other annexure thereof for the financial year ended 31st March, 2019 and the reports of Directors and Auditors thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value 1/- each	Re. No. of shares with %	No. of Shareholders	Ratio Number of shares with %	
By Poll	35	1255140360 (98.20%)	0	0	0
By E- Voting	34	23022105 (1.80%)	5	7181426 (100%)	0
Consolidated Votes	69	1278162465 (100%)	5	7181426 (100%)	0



Resolution No. 2

Nature of Resolution Ordinary Business

Subject Matter: Re-Appointment of Mr. Rachit Garg (DIN: 07574194) as Director of the Company liable to retire by rotation.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value	Re. 1/- each	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	33	1254990360 (98.20%)	2	150000 (2.05%)	0
By E- Voting	33	23021305 (1.80%)	6	7182226 (97.95%)	0
Consolidated Votes	66	1278011665 (100%)	7	7332226 (100%)	0

Resolution No. 3

Nature of Resolution Special Business

Subject Matter: Re-Appointment of Mr. Manoj Kumar Jain (DIN-01887411) as an Independent Director

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value	Re. 1/- each	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	33	1254990360 (98.20%)	2	150000 (2.05%)	0
By E- Voting	34	23022105 (1.80%)	5	7181426 (97.95%)	0
Consolidated Votes	67	1278012465 (100%)	7	7331426 (100%)	0

Resolution No. 4

Nature of Resolution Special Business

Subject Matter: To approve transactions with related parties.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value	Re. 1/- each	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	34	51628393 (65.45%)	0	0	0
By E- Voting	33	27255045 (34.55%)	4	7226 (100%)	2941260
Consolidated Votes	67	78883438 (100%)	4	7226 (100%)	0



Resolution No. 5

Nature of Resolution Special Business

Subject Matter: To Consider and Approve Disinvestment in Subsidiaries of the Company.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value	Re. 1/- each	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	35	1255140360 (97.65%)	0	0	0
By E- Voting	36	30197105 (2.35%)	3	6426 (100%)	0
Consolidated Votes	71	1285337465 (100%)	3	6426 (100%)	0

Resolution No. 6

Nature of Resolution Special Business

Subject Matter: Appointment of Mr. Shatrughan Sahu (DIN: 00343726) as an Independent Director of the Company.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value	Re. 1/- each	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	33	1254990360 (98.20%)	2	150000 (2.05%)	0
By E- Voting	32	23020505 (1.80%)	7	7183026 (97.95%)	0
Consolidated Votes	65	1278010865 (100%)	9	7333026 (100%)	0

Resolution No. 7

Nature of Resolution Special Business

Subject Matter: Appointment of Mr. Ram Niwas Sharma (DIN: 08427985) as Non-Executive, Non-Independent Director of the Company

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value	Re. 1/- each	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	33	1254990360 (98.20%)	2	150000 (2.05%)	0
By E- Voting	33	23021305 (1.80%)	6	7182226 (97.95%)	0
Consolidated Votes	66	1278011665 (100%)	8	7332226 (100%)	0



Based on the abovementioned details, the Resolution No. 1-7 was passed at Annual General Meeting of the company.

Thanking You,

Yours faithfully



Kundan Agrawal
Company Secretary
Membership No.: F7631
C.P. No.: 8325

Dated: 30/09/2019
Place: New Delhi