

**MPS Infotecnics Limited**

CIN: L30007DL1989PLC131190



**Date: October 01, 2022**

To,  
**BSE Limited,**  
25<sup>th</sup>, Floor, P.J. Towers, Dalal Street  
Fort, Mumbai-401 001

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

**Security Code: 532411**

**NSE Symbol: VISESHINFO**

**Sub: Declaration of voting Results of the 33<sup>rd</sup> 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 33<sup>rd</sup> Annual General Meeting (AGM) held on Friday, 30<sup>th</sup> September, 2022 at 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001, transacted the business as stated in the Notice of 33<sup>rd</sup> Annual General Meeting dated 13<sup>th</sup> August, 2022. 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**

**GARIMA SINGH**

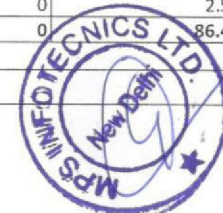
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SINGH  
Date: 2022.10.01 13:54:23 +05'30'

**Garima Singh**  
**Company Secretary**

**Regd. Office : 703, Arunachal Building,  
19, Barakhamba Road, New Delhi-1  
Ph.: 011-43571044, Fax: 011-43571047  
E-mail : info@mpsinfotech.com**

**Details of voting as per Regulation 44(3) of the SEBI (Listing Regulations) based on results of voting at the 33rd Annual General Meeting held on 30th September 2022**

Date of AGM		30-Sep-22						
Total No. of Shareholders as on the record date i.e. 23rd September, 2022		528307						
No. of Shareholders present in the meeting either in person or through Proxy								
Promoter & Promoter Group		2						
Public		32						
No. of Shareholders attended the meeting through Video Conferencing								
Promoter & Promoter Group		Not Applicable						
Public								
Resolution Required: (Ordinary / Special)		Ordinary (1): To receive consider and adopt the audited financial statements (including Audited Consolidated Financial Statement) of the Company for the Financial year ended 31st March 2022 and the reports of Directors' and Auditors' Report thereon.						
Whether promoter / promoter group are interested in the Agenda / resolution		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour of votes polled	% of Votes against the votes polled
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100
Promoter and Promoter Group	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%
	Poll		73694990	1.95%	73694990	0	100.00%	0%
	Total		73694990	1.95%	73694990	0	100.00%	0%
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Non-Institution	e-voting	3,700,694,915	11646723	0.31%	10462031	1184692	89.83%	10.17%
	Poll		298992	0.01%	298992	0	100.00%	0.00%
	Total		11945715	0.32%	298992	0	2.50%	0%
<b>Total</b>		<b>3,774,436,655</b>	<b>85640705</b>	<b>2.27%</b>	<b>73993982</b>	<b>0</b>	<b>86.40%</b>	<b>0%</b>
Resolution Required: (Ordinary / Special)		Ordinary (2): To appoint a Director in place of Mr. Ram Niwas Sharma (DIN: 08427985) who retires by rotation and being eligible, offers himself for re-appointment						
Whether promoter / promoter group are interested in the Agenda / resolution		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour of votes polled	% of Votes against the votes polled
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100
Promoter and Promoter Group	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%
	Poll		73694990	1.95%	73694990	0	100.00%	0%
	Total		73694990	1.95%	73694990	0	100.00%	0%
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Non-Institution	e-voting	3,700,694,915	11639603	0.31%	10791206	848397	92.71%	7.29%
	Poll		298992	0.01%	298992	0	100.00%	0%
	Total		11938595	0.32%	298992	0	2.50%	0%
<b>Total</b>		<b>3,774,436,655</b>	<b>85633585</b>	<b>2.27%</b>	<b>73993982</b>	<b>0</b>	<b>86.41%</b>	<b>0%</b>
Resolution Required: (Ordinary / Special)		Ordinary (3): To approve related party transactions						
Whether promoter / promoter group are interested in the Agenda / resolution		Yes						





Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour of votes polled	% of Votes against the votes polled
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100
Promoter and Promoter Group *	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%
	Poll		73694990	1.95%	0	0	0.00%	0%
	Total		73694990	1.95%	0	0	0.00%	0%
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Non-Institution **	e-voting	3,700,694,915	11625211	0.31%	9999548	1625663	86.02%	13.98%
	Poll		209731	0.01%	209731	0	100.00%	0%
	Total		11834942	0.31%	10209279	0	86.26%	0%
<b>Total</b>		<b>3,774,436,655</b>	<b>85529932</b>	<b>2.27%</b>	<b>10209279</b>	<b>0</b>	<b>11.94%</b>	<b>0%</b>

\* Promoters and Promoter group abstained from voting on the resolution being interested in the resolution.

\*\* Public - Non-institutional shareholders includes 3 share holders who are either Director or KMP or their relative holding 70,611 shares and 1 shareholder holding 8580 shares abstained from voting on the resolution. The Directors and/or KMPs and/or their relatives abstained from voting as being interested in the resolution.

Resolution Required: (Ordinary / Special)

Special Resolution (4): To consider and approve dis-investment in subsidiaries of the company

Whether promoter / promoter group are interested in the Agenda / resolution

No

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour of votes polled	% of Votes against the votes polled
		(1)	(2)	(3)=((2)/(1))*100	(4)	(5)	(6)=((4)/(2))*100	(7)=((5)/(2))*100
Promoter and Promoter Group	e-voting	73,694,990	0	0.00%	0	0	0.00%	0%
	Poll		73694990	1.95%	73694990	0	100.00%	0%
	Total		73694990	1.95%	73694990	0	100.00%	0%
Public - Institution	e-voting	46,750	0	0.00%	0	0	0.00%	0%
	Poll		0	0.00%	0	0	0.00%	0%
	Total		0	0.00%	0	0	0.00%	0%
Public - Non-Institution #	e-voting	3,700,694,915	11630504	0.31%	9345895	2284609	80.36%	19.64%
	Poll		290342	0.01%	290342	0	100.00%	0%
	Total		11920846	0.32%	9636237	0	80.84%	0%
<b>Total</b>		<b>3,774,436,655</b>	<b>85615836</b>	<b>2.27%</b>	<b>83331227</b>	<b>0</b>	<b>97.33%</b>	<b>0%</b>

# One shareholder holding 8580 shares from the Public-Non-institutional category abstained from Voting on the resolution

For MPS Infotecnics Limited

Garima Singh  
Company Secretary





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

**REPORT OF SCRUTINIZER APPOINTED BY THE BOARD OF DIRECTORS OF MPS INFOTECNICS LIMITED FOR 33RD ANNUAL GENERAL MEETING HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 10:00 AT 703, ARUNACHAL BUILDING, 19 BARAKHAMBHA ROAD, NEW DELHI-110001.**

The 33<sup>rd</sup> Annual General Meeting of the Members has been held on Friday, 30th September, 2022 at 10:00 a.m. at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001, for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Notice of 33rd Annual General Meeting of M/s MPS Infotecnics Limited dated 13<sup>th</sup> August 2022.

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 13<sup>th</sup> August, 2022, for their 33<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2022. The result of the poll & e-voting conducted for the Annual General Meeting is as under:-

### **Resolution No. 1**

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**Nature of Resolution**      **Ordinary Resolution**

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**Subject Matter: Adoption of the Standalone and Consolidated Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon**

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes      Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	34	73993982 (86.40%)	0	0	0	0
By E- Voting	667	10462031 (12.22%)	32	1184692 (01.38%)	0	0
<b>Consolidated Votes</b>	<b>701</b>	<b>84456013 (98.62%)</b>	<b>32</b>	<b>1184692 (01.38%)</b>	<b>0</b>	<b>0</b>



Resolution No. 2

Nature of  
Resolution Ordinary Resolution

**Subject Matter: Appointment of a Director in place of Mr. Ram Niwas Sharma (DIN: 08427985), who retires by rotation and being eligible, offers himself for re-appointment:**

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholder	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	34	73993982 (86.41%)	0	0	0	0
By E- Voting	607	10791206 (12.60%)	92	848397 (00.99%)	0	0
Consolidated Votes	641	84785188 (99.01%)	92	848397 (00.99%)	0	0

Resolution No. 3

Nature of  
Resolution Ordinary Resolution

**Subject Matter: To approve Related Party Transactions**

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	32	209731 (01.77%)	0	0	0	0
By E- Voting	621	9999548 (84.49%)	75	1625663 (13.74%)	0	0
Consolidated Votes	653	2199075 (86.26%)	75	1625663 (13.74%)	0	0

**\*\*Promoters and Promoter group abstained from voting on the resolution being interested in the resolution.**



Resolution No. 4

Nature of  
Resolution Special Resolution

Subject Matter: Approving disinvestment in subsidiaries of the company

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	33	73985332 (86.41%)	0	0	0	0
By E- Voting	621	9345895 (10.91%)	85	2284609 (26.68%)	0	0
Consolidated Votes	653	83331227 (97.32%)	85	2284609 (26.68%)	0	0

**\*\*One shareholder holding 8580 shares from the Public-Non-institutional category abstained from Voting on the resolution**

Thanking You,

Yours faithfully

**KUNDAN AGRAWAL & ASSOCIATES**  
Company Secretaries

**Kundan Agrawal**  
Scrutinizer  
Membership No.: 7631  
C P No 8325  
UDIN:-F007631D001105411

Place: Delhi  
Date: 30/09/2022





**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 of the 33rd Annual General Meeting of the members of **M/s MPS Infotecnics Limited ("the Company")** held on Friday, 30th September, 2022 at 10:00 a.m. at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001.

**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 Friday, 30th September, 2022 at 10:00 a.m. at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001.

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 33<sup>rd</sup> Annual General Meeting of the Members of the Company. 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 Services (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 27<sup>th</sup> September, 2022 (9:00 A.M.) to 29<sup>th</sup> September, 2022 (5:00 P.M.). The Annual General Meeting is on Friday, 30th September, 2022.
2. The Members of the Company as on the cut-off date i.e. 23<sup>rd</sup> September 2022 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 30<sup>th</sup> September 2022.
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 Services (India) Limited (CDSL) i.e. [www.evoting.india.com](http://www.evoting.india.com).



**THE RESULT OF THE VOTE'S CASTED ELECTRONICALLY IS AS UNDER:**

**Item No. 1 of the Notice: Ordinary Business**

**Adoption of the (Standalone and Consolidated) Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2022 and the Reports of the Board 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
662	10462031	89.83%

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
32	1184692	10.17%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

**Item No. 2 of the Notice: Ordinary Business**

**Appointment of a Director in place of Mr. Ram Niwas Sharma (DIN: 08427985), who retires by rotation and being eligible, offers himself for re-appointment.**

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
607	10791206	92.71%

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
92	848397	7.29%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

**Item No. 3 of the Notice: Special Business**

**Approval of Related Party Transactions**

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
621	9999548	86.02%



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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
75	1625663	13.98%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

**Item No. 4 of the Notice: Special Business**

**Approving 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
613	9345895	80.36%

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
85	2284609	19.64%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Thanking You,

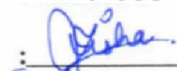
Yours faithfully

**KUNDAN AGRAWAL & ASSOCIATES**  
Company Secretaries


Kundan Agrawal  
Scrutinizer  
Membership No.: 7631  
C P No 8325  
UDIN:-F007631D001105411

Place: Delhi  
Date: 30/09/2022

**Witness 1:**

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

**Witness 2:**

  
Saurav Upadhyay  
Occupation: Business  
F-14, Subhash Chowk,  
Kamli Borgia, Delhi - 92



**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, New Delhi-110001

**Subject:** For the 33rd Annual General Meeting of the Members of the Company held at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001 on Friday, 30th September, 2022 started at 10:00 a.m.

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 13.08.2022 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 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder for their 33rd Annual General Meeting.

1. After the time fixed for closing of 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. The locked ballot box was subsequently 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**

**Adoption of the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash flow statement and other Annexures thereof for the financial year ended 31st March, 2022 and the Reports of the Board 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
34	73993982	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

**(b) Resolution No. 2**

**Appointment of a Director in place of Mr. Ram Niwas Sharma (DIN: 08427985), who retires by rotation and being eligible, offers himself for re-appointment:**

(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	73993982	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





**(c) Resolution No. 3**

**To approve Related Party Transactions**

(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
32	209731	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

1. Promoter and promoter group abstained from voting on the resolution being interested in the resolution
2. Public Non-institutional shareholders includes 3 shareholders who are either director and/or KMP and/or their relative holding 70611 shares and 1 share holder holding 8580 shares abstained from voting on this resolution. The Directors and/or KMPs and/or their relative abstained from voting as being interested in the resolution

**(b) Resolution No. 4**

**Approving 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
33	73985332	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

1. 1 (One) shareholder holding 8580 shares from the Public Non-institutional category abstained for voting on this resolution

5. 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.

6. All of the above mentioned resolutions have duly passed with requisite majority.

Thank you,

Yours faithfully

**KUNDAN AGRAWAL & ASSOCIATES**

**Company Secretaries**

**Kundan Agrawal**  
**Scrutinizer**  
**Membership No.: 7631**  
**C P No 8325**  
**UDIN: F007631D001105411**

**Place: Delhi**

**Date: 30/09/2022**

**Witness 1:**

*Stisha*  
: *Stisha*  
Occupation - *js*  
*C-369, Surya Nagar*  
*Ghaziabad, U.P. 201011.*

**Witness 2:**

*Saurav Upadhyay*  
: *Saurav Upadhyay*  
Occupation: *Business*  
*F-14, Subhash chowk,*  
*Kanmi Bagera, Delhi - 92*