

MPS Infotecnics Limited

(Formerly Vishes Infotecnics Limited)

CIN: L30007DL1989PLC131190

An ISO 9001 - 2008 Company



To,

Date: 01/10/2016

The Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra,
Kurla Complex (E)
Mumbai-400051

The Manager-Listing
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street, Mumbai-400001

NSE Symbol: VISESHINFO

BSE Scrip Code: 532411

Sub: Disclosure of Voting Result of the 27th Annual General Meeting of the Company held on 30th September, 2016 pursuant to the Regulation 44 (3) of the SEBI (LODR) Regulations, 2015

Dear Sir,

Pursuant to Regulation 44 (3) of the SEBI (LODR) Regulations, 2015, given below are the details of the voting results at the 27th Annual General Meeting of the Company as per the prescribed format:

Details of Voting Results

Date of the Annual General	September 30, 2016
Total number of shareholders on record date i.e. 23.09.2016	Equity Shareholders:27362
Number of Shareholders present in the meeting either in person or through proxy:	
(a) Promoters and Promoter Group	6
(b) Public	27356

Agenda-wise:

S.No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll. Postal Ballot/ E-voting)	Remark
1	Adoption of the Audited Financial Statements for	Ordinary	E-voting and Polling	The resolution was passed

Corporate Office : B-55, Sector - 65, Noida (U.P.)-201301

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19, Barakhamba Road, New Delhi-110001

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	the Financial Year ended March 31, 2016 and Director's Report and Auditor's Report thereon.			with requisite majority.
2	Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423), who retires by rotation and is eligible for reappointment.	Ordinary	E-voting and Polling	The resolution was passed with requisite majority.
3	Ratification of appointment of M/s RMA & Associates (Firm Registration No. 000978N) as the Statutory Auditors.	Ordinary	E-voting and Polling	The resolution was passed with requisite majority.

The Scrutinizer's report dated 1st October, 2016 is enclosed herewith.

The Voting details are also enclosed herewith in the prescribed format.

Kindly take the above information in your records & oblige.

Thanking You,

Yours Truly,
For MPS Infotecnics Limited


Garima Singh
Company Secretary
M.No.37294

MPS INFOTECNICS LIMITED
(FORMERLY VISESH INFOTECNICS LIMITED)

Details of voting as per Regulation 44(3) of the SEBI (Listing Agreement based on results of voting at the 27th Annual General meeting held on 30th September 2016

Date of the AGM/EGM	30-Sep-16
Total number of shareholders on record date i.e. 23.09.2016	27362
No. of Shareholders present in the meeting either in person or through proxy	6
Promoters and Promoter Group:	27356
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary (1) : To receive, consider and adopt the audited financial statement (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016 and the Reports of Director's and Auditor's thereon.						
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 on votes Polled	% of Votes against on votes Polled	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100	
	Poll	1,744,711,967	1,744,711,967	100%	1,744,711,967	0	100%	0%	
	Total	1,744,711,967	1,744,711,967	100%	1,744,711,967	0	100%	0%	
Public - Institutions	E-Voting	46,750	-	0%	-	0	-	-	
	Poll	46,750	-	0%	-	0	-	-	
	Total	46,750	-	0%	-	0	-	-	
Public - Non Institutions	E-Voting	2,029,677,938	152,971,111	7.54%	152,971,111	0	100%	0%	
	Poll	2,029,677,938	63,002,727	3.10%	63,002,727	0	100%	0%	
	Total	2,029,677,938	215,973,838	10.64%	215,973,838	0	100%	0%	
Total		3,774,436,655	1,960,685,805	51.95%	1,960,685,805	0	100%	0%	



Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary (2) : To appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN- 00090423) who retires by rotation and being eligible, offers herself for reappointment.						
	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 on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-Voting	(1)	(2)	$(3)=\{(2)/(1)\} * 100$	(4)	(5)	$(6)=\{(4)/(2)\} * 100$	$(7)=\{(5)/(2)\} * 100$
	Poll	1,744,711,967	Abstain for Voting	-	-	-	-	-
	Total							
Public - Institutions	E-Voting	46,750	0	0.00%	0	0	0%	-
	Poll		0	0.00%	0	0	0%	-
	Total		0	0.00%	0	0	0%	-
Public - Non Institutions	E-Voting	2,029,677,938	152,971,111	7.54%	152,971,111	0	100%	0.00
	Poll		63,002,727	3.10%	63,002,727	0	100%	0.00
	Total		215,973,838	10.64%	215,973,838	0	100%	0.00
Total		3,774,436,655	215,973,838	5.72%	215,973,838	0	100%	0.00

Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	NO	Ordinary (3) : To ratify the appointment of M/s RMA & Associates, Chartered Accountants as Statutory Auditors for the Financial year 2016-17.					
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 on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E-Voting	(1)	(2)	$(3)=\{(2)/(1)\} * 100$	(4)	(5)	$(6)=\{(4)/(2)\} * 100$	$(7)=\{(5)/(2)\} * 100$
	Poll	1,744,711,967	1744711967	100.00%	1744711967	0	100.00%	0.00%
	Total		1744711967	100.00%	* 1744711967	0	100.00%	0.00%
Public - Institutions	E-Voting	46,750	0	0.00%	0	0	-	-
	Poll		0	0.00%	0	0	-	-
	Total		0	0.00%	0	0	-	-
Public - Non Institutions	E-Voting	2,029,677,938	152,971,111	7.54%	152,971,111	0	100.00%	0.00%
	Poll		63,002,727	3.10%	63,002,727	0	100.00%	0.00%
	Total		215,973,838	10.64%	215,973,838	0	100.00%	0.00%
Total		3,774,436,655	196,068,5805	51.95%	196,068,5805	0	100.00%	0.00%

Note: All the aforesaid resolutions were passed with the requisite majority.





Bharat & Associates

Advocates, Chartered Professionals & Legal Consultants

Invoice

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Nelson Mandela Marg, Vasant Kunj
New Delhi- 110070

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bharatnassociates@gmail.com;

Consolidated Scrutinizer Report For E-Voting & Poll

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

To,

The Chairman

of 27th Annual General Meeting of the Members of **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** held on Friday, 30th September, 2016 at 10.00 A.M at its registered office at 703, Arunachal Building, 19 Barakhamba Road, Connaught place, New Delhi - 110001

For 27th Annual General Meeting of the Equity Shareholders of **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** held on Friday, 30th September, 2016 at 10.00 A.M. at its registered office at 703, Arunachal Building, 19 Barakhamba Road, Connaught place, New Delhi - 110001

Subject :- Passing of resolution through E-Voting and poll conducted at the 27th AGM of **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** held on 30th September, 2016.

I, Sakshi Gandhi, Practising Company Secretary associate at M/s Bharat & Associates was appointed by the Board of Directors of MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED) as Scrutinizer(s) for the purpose of the polling and e-voting as per sub rule 3 of rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 of 27th Annual General Meeting of said Company. The Company had appointed me as the Scrutinizer for the e-voting starting from 27th September, 2016 at 9:00 A.M and ending on 29th September, 2016 at 6:00 P.M. and for the poll held at the AGM of the Company on Friday, 30th September, 2016 at 10:00 A.M. at Company's registered office at 703, Arunachal Building, 19 Barakhamba Road, Connaught place, New Delhi - 110001

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the Shareholders of the Company



starting from 27th September, 2016 at 9:00 A.M and ending on 29th September, 2016 at 6:00 P.M. The E-voting results were unlocked by me on 29th September, 2016 at 11:08 P.M. in the capacity of the Scrutinizer in the presence of two witnesses.

At the 27th Annual General Meeting of the Company held on Friday, 30th September, 2016 at 10.00 A.M. at registered office at 703, Arunachal Building, 19, Barakhamba Road, Connaught place, New Delhi - 110001, poll was conducted on all the resolutions of 27th Annual General Meeting to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.

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

1. The remote e-voting opened on 27th September, 2016 at 9:00 A.M and closed on 29th September, 2016 at 6:00 P.M.
2. The Members who were on record of the Company as well as whose particulars were provided by the Depositories as on the "cut off" date i.e. 23rd September, 2016 were entitled to remote e-voting on the resolutions set out in the Notice of this 27th AGM of the Company.
3. The vote cast through remote e-voting were unlocked on 29th September, 2016 at around 11:08 P.M. in the presence of two witnesses, Mr Rajan Chutani and Mr Karan Chauhan who are not in employment of the Company.
4. The physical voting facility through ballot papers was provided at the venue of the 27th AGM of MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED) held on 30th September, 2016 for those members who attended the AGM but not participated in remote e-voting for the consideration of this report accordingly.
5. The locked ballot boxes were subsequently opened by me in presence of four witnesses Mr Ajay Khurana, Mr Sheetal Khurana and Mr. R.C. Khurana and Ms. Garima Singh, (Company Secretary of the Company on behalf of the Company). The poll papers were diligently scrutinized after the voting process was over at the AGM of the Company. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation for the purpose of concerned resolutions.
7. The details containing interalia, list of Equity Shareholders, who voted "for" or "against" on each of the resolution that were put to vote were generated from the e-voting website of Central Depository Services (India) Limited (CDSL).



The result of the E - voting together with that of Poll is as under:

Item No 1- Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

Particular	Number of Members voting through			Number of vote cast through			Total in percentage (%)
	Polling paper	E-voting	Total	Polling paper	E-voting	Total	
Assent	40	97	137	1807714694	1529711111	1960685805	99.999
Dissent	--	--	--	--	--	--	---
Invalid Votes	2	0	2	2,209	0	2,209	0.0001
Total	42	97	139	1807716903	1529711111	1960688014	100

Item No 2- Ordinary Resolution

To consider and appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN: 00090423), who retires by rotation and being eligible, offers himself for re-appointment.

Particular	Number of Members voting through			Number of Shares through which vote is casted			Total in percentage (%)
	Polling paper	E-voting	Total	Polling paper	E-voting	Total	
Assent	34*	97	131	63002727	1529711111	215973838	99.997
Dissent	--	--	--	--	--	--	--
Invalid Votes	2	0	2	2,209	0	2,209	0.0003
Total	36	97	133	63004936	1529711111	215976047	100

* The polling paper of valid votes received by members were 40 in total. For the consideration of this resolution of re - appointment of Mr. Peeyush Kumar Aggarwal, certain interested parties whose vote shall not be considered are (1) Mr Peeyush Kumar Aggarwal (with two different DP IDs) and all other related Shareholders which includes Mrs. Seema Aggarwal (Considered interested being Wife of Mr. Peeyush Kumar Aggarwal), M/s. Omkam Global Capital Markets Pvt. Ltd., M/s. Omkam Global Capital Pvt. Ltd. & Omkam Securities Pvt. Ltd. (Companies in which Mr.Peeyush Aggarwal is a major shareholder). Further, said foregoing members/ shareholders were abstained from voting for this resolution. Therefore, total numbers of shareholder considered for this resolution are 34.



Item No 3- Ordinary Resolution

To ratify the appointment of auditor of the Company, and to fix their remuneration.

Particular	Number of Members voting through			Number of Shares through which vote is casted			Total in percentage (%)
	Polling paper	E-voting	Total	Polling paper	E-voting	Total	
Assent	40	97	137	1807714694	1529711111	1960685805	99.999
Dissent	--	--	--	--	--	--	--
Invalid Votes	2	0	2	2,209	0	2,209	0.0001
Total	42	97	139	1807716903	1529711111	1960688014	100

One of the shareholder named Mr **Vikas Malik, with** Client ID:00002160 who was present in the Annual General Meeting is considered for the purpose of Quorum of AGM and he had already casted his vote using e-voting facility provided by the Company which is counted for the purpose herein.

So for the purpose Quorum total number of Members are 43.

I have handed over all the related papers and relevant records as well as reports generated from the website of CDSL with regards to this electronic voting of the 27th Annual General Meeting of **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** to Ms Garima Singh, Company Secretary of the **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** for the safe custody of said records.

You may accordingly declare result of (e-voting and polling) of this AGM for **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)**.

Thanking you,
Yours faithfully,

For **Bharat & Associates**



Sakshi Gandhi
Practicing Company Secretary
Membership No. 42604

Place : New Delhi

Date: 01/10/2016