

# MPS Infotecnics Limited

(Formerly Vivesh Infotecnics Limited)

CIN: L30007DL1989PLC131190

An ISO 9001 - 2008 Company



To,

Date: 06/10/2016

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: VIVESHINFO

BSE Scrip Code: 532411

**Sub: Minutes of the 27<sup>th</sup> Annual General Meeting of the Company**

Dear Sir,

We are pleased to enclose herewith copy of the Minutes of the proceedings of the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016.

Kindly take it on your records and oblige.

Thanking You,

Yours Truly,

For MPS Infotecnics Limited

Garima Singh  
Company Secretary

M.NO.A37294

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**MINUTES OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF VISESH INFOTECNICS LIMITED HELD ON FRIDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT 10.00 A.M. AND CONCLUDED AT 10.45 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 703, ARUNACHAL BUILDING, 19 BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001**

**Directors' Present:**

Mr. Peeyush Aggarwal:	Chairman
Mr. Vishal Anand:	Director and Chief Executive Officer
Mr. Brahm Dutt Sharma:	Director & Chairman- Audit Committee
Mr. Manoj Kumar Jain:	Director
Mrs. Madhu Sharm:	Director
Ms. Garima Singh:	Company Secretary & Compliance Officer

**Members Attendance**

Shareholders in Person:	Nos. 40 holding 180,47,75,653 equity shares
Shareholders in Proxy:	Nos. 3 holding 26,41,260 equity shares

**Invitee:**

- Mr. Santosh Verma, Partner of M/s RMA & Associates, Chartered Accountants, Statutory Auditors.
- Miss. Sakshi Gandhi Practicing Company Secretary (CP No. 15750) Associate of Bharat & Associates, Scrutinizer, appointed by the Board of Directors of the Company to scrutinize the e-voting and Polling process in a fair and transparent manner.

Mr. Peeyush Aggarwal, Chairman of the Board of Directors, took the Chair and welcomed the members to the 27<sup>th</sup> Annual General Meeting of the Company. Introducing those sitting on the Dias, he welcomed Mr. Brahm Dutt Sharma, Non-executive Independent Director and Chairman of the Audit Committee; Mr. Manoj Kumar Jain, Non-Executive Independent Director, Mr. Vishal Anand, Chief Executive Officer and Director; Mrs. Madhu Sharma, Non-Executive Independent Director; Mr. Sanjay Sharma, Chief Financial Officer, Miss. Garima Singh, Company Secretary and Compliance Officer.

The Chairman acknowledged the presence of Mr. Santosh Verma, Partner of RMA & Associates, the Statutory Auditors' of the Company.

The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per the Companies Act, 2013 was fulfilled.

The Chairman addressed the shareholders and spoke about the financial performance of the Company, current economic situation and its impact.

  
CHAIRMAN'S  
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The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2016, Director's and Auditor's report had been posted/emailed as the case may be, to all the Members and that the original documents along with the statutory registers and Secretarial Auditors' Report and Register of details of securities held by Directors and Key Managerial Personnel pursuant to section 170 of the Companies Act, 2013; Notice of Interest by Directors in Form MBP-1 pursuant to section 184(1) of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meeting of board & its Powers) Rules, 2014; Register of contracts with related party and contracts and Bodies, etc. in which directors are interested in Form MBP-4 pursuant to section 189(1) of the Companies Act, 2013 Act, read with rule 16(1) of Companies (meeting of board & its powers) Rules, 2014; Members Register; Transfer Registers; Dispatch Register; etc. and other relevant documents were kept open for inspection by the members during the meeting. The Chairman further informed the shareholders that e-voting facility has been provided to all Members to vote electronically and that there will be no voting by show of hands at the meeting.

Clarifications were provided to the queries raised by the members.

The Chairman informed that members pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014, the members were provided with the facility to cast their vote electronically, through e voting services provided by CDSL, on all resolutions set forth in the notice. E voting facility commenced from Tuesday, 27<sup>th</sup> September, at 9 am and ended on Thursday, 29<sup>th</sup> September, 2015 till 6.00 PM. He further informed that those members who had not cast their votes through e-voting can still cast their votes through polling process. He also informed the members that Miss. Sakshi Gandhi, Practicing Company Secretary was appointed by the Company would scrutinize the votes polled through e-voting process as well as polling at the AGM and report to the board within 48 hours of the conclusion of the meeting.

The Chairman thereafter 'suo moto' decided polling in respect of following resolutions:-

**ORDINARY BUSINESS:-**

**ITEM NO. 1**

**ADOPTION OF AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, REPORTS OF THE DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR -2015 - 16.**

Resolved that the "the financial statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at 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 be and is hereby adopted."

*[Handwritten Signature]*

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**ITEM NO. 2****APPOINTMENT OF MR. PEEYUSH KUMAR AGGARWAL (DIN: 00090423)**

**"RESOLVED THAT** pursuant to the provision of sub-section (6) of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Peeyush Kumar Aggarwal (DIN; 00090423), the retiring Director be and is hereby re-appointed."

**ITEM NO. 3****RATIFICATION OF APPOINTMENT OF M/S RMA & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY.**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendation of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on December 30, 2014, the appointment of M/s. RMA & Associates, Chartered Accountants, bearing Firm Registration no.000978N, as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2015 as may be determined by the audit committee in consultation with the auditors."

The ballot paper duly initialed by the Scrutinizer was thereafter distributed to the members. The Ballot box which was empty, was shown to the members and was thereafter locked and sealed by her in the presence of the Directors and witness, Mr. Ajay Khurana, Ms. Sheetal Khurana, Mr. R.C. Khurana, Miss. Garima Singh, Company Secretary.

The members thereafter cast their votes.

The Chairman thereafter informed the members present that the result of E-Voting and of polling held today will be compiled by the Scrutinizer appointed by the Company and the same shall be made available to the Shareholders and the public within 48 hours of conclusion of the Annual General Meeting. He also informed the members that the result of the e-voting and polling shall also be displayed on the Company's website i.e. [www.viseshinfo.com](http://www.viseshinfo.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

After the polling process was completed the Scrutinizer in the presence of witnesses, Ms. Garima Singh, Company Secretary Mr. Ajay Khurana, Ms. Sheetal Khurana and Mr. R.C. Khurana, unlocked the ballot box.

Miss. Sakshi Gandhi, the Scrutinizer, presented to the Chairman a consolidated Scrutinizer Report for e-voting and Poll vide her report dated 1<sup>st</sup> October 2016, the details of which are summarized hereunder:

*Peeyush*  
CHAIRMAN'S  
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# MINUTE BOOK


Resolution	No of Valid Votes			No. of Votes in Favour		No. of Votes Against		No. of Invalid Votes	
	Evoting	Poll	Total	No.s	% age	No.s	% age	No. s	% age
<b>Ordinary Business</b> <b>Item No.1</b> To receive, consider and adoption of the Financial Statements (Standalone & Consolidated) of the Company including Balance Sheet for the Financial Year ended March 31, 2016	152971111	1807714694	1960685805	1960685805	100% %	0	0.00	221 9	0.0001%
<b>Item No.2</b> Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423), who retires by rotation and is eligible for reappointment.	152971111	63002727	215973838	215973838	100% %	0	0.00	221 9	0.0010%
<b>Item No. 3</b> Ratification of appointment of M/s RMA & Associates (Firm Registration No. 000978N) as the Statutory Auditors.	152971111	1807714694	1960685805	1960685805	100% %	0	0.00	221 9	0.0001%

The Chairman, on the basis of the report provided by the Scrutinizer declared that the members have approved/ consented to all the Resolutions set out in Item No. 1 to 3 of the Notice containing the 27<sup>th</sup> Annual General Meeting.

### **VOTE OF THANKS**

There being no other business to transact the meeting was ended with a vote of thanks to the chairman.

Place: New Delhi  
 Dated: 3<sup>rd</sup> October 2016

  
 Chairman

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