

MPS Infotecnics Limited

(Formerly Visesh Infotecnics Limited)

CIN: L30007DL1989PLC131190

An ISO 9001 - 2008 Company



To,

Date: 10/10/2016

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

The Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza -1, Block - G,
Bandra Kurla Complex (E),
Mumbai- 400051

Scrip Code: 532411

NSE Symbol: VISESHINFO

Dear Sir,

Sub: Details of Results of Postal Ballot-Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This has reference to our letter dated 7th September, 2016, enclosing the Postal Ballot Notice along with Explanatory Statement seeking the consent of members of the Company by way of Special Resolution through Postal Ballot/E-voting process in accordance with the provisions of Section 110 of the Companies Act, 2013 and rules made there under, in respect of following item of business:

- a) Approval for disinvestment in the subsidiary- Opentech Thai Network Specialists Company Ltd

As per the aforesaid Notice, the last date for receipt of Postal Ballot forms was 3rd October, 2016.

Miss. Sakshi Gandhi, Practicing Company Secretary (CP No. 15750) an associate of M/s. Bharat & Associates, Advocates, Chartered Accountants, Company Secretaries and Legal Consultants, was appointed as Scrutinizer by the Board of the Company to Scrutinize the Postal Ballot process including E-voting process in relation to the aforesaid matter.

She has submitted her report dated 10th October, 2016.

Based on Scrutinizer's report, Mr. Peeyush Kumar Aggarwal, Chairman of the Company, announced that the special resolution seeking approval from the members w.r.t. Disinvestment in the Subsidiary-Opentech Thai Network Specialists Company Ltd, had been approved with special majority. A copy of the results (Postal Ballot & E-voting) along with Scrutinizer's Report is attached hereto as **Annexure I and II** respectively.

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

Ph: +91-120-4713900, Fax: +91-120-4324040

Regd. Office : 703, Arunachal Building,

19, Barakhamba Road, New Delhi-110001

Ph.: +91-11-43571044, Fax: +91-11-43571047

E-mail : info@viseshinfo.com

The above are also being hosted on the Company's Website at www.viseshinfo.com as well as on the CDSL website i.e. www.evotingindia.com.

We request you to kindly acknowledge and take the above information in your records & oblige.

Thanking You,

**Yours Truly,
For MPS Infotecnics Limited**


**Garima Singh
Company Secretary
M.NO.37294**

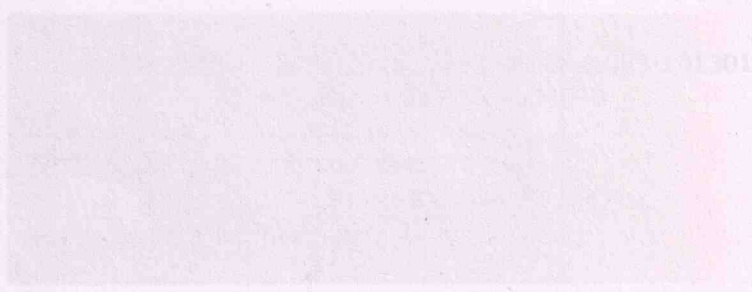
Approval for disinvestment in the subsidiary - Opentech Thai Network Specialists Company Ltd

As per the aforesaid Notice, the last date for receipt of Postal Ballot forms was 3rd October, 2016.

Mrs. Poojita, Gandhi, Practising Company Secretary (CP No. 15750) an associate of M/s. Bharti & Associates, Advocates, Chartered Accountants, Company Secretaries and Legal Consultants, was appointed as Scrutinizer by the Board of the Company to Scrutinize the Postal Ballot process including E-voting process in relation to the aforesaid matter.

She has submitted her report dated 10th October, 2016.

Based on Scrutinizer's report, Mr. Poojash Kumar Aggarwal, Chairman of the Company, announced that the special resolution seeking approval from the members w.r.t. Disinvestment in the subsidiary - Opentech Thai Network Specialists Company Ltd, had been approved with special majority. A copy of the results (Postal Ballot & E-voting) along with Scrutinizer's Report is attached herewith as Annexure I and II respectively.



MPS INFOTECHNICS LIMITED

(FORMERLY VISESH INFOTECHNICS LIMITED)

Details of voting as per Regulation 44(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of Special Resolution passed through Postal Ballot Process
(Including e-voting)

| | |
|---|----------------|
| Date of declaration of Postal Ballot Results | 10-Oct-16 |
| Total No. of shareholders as on record date i.e. 26/08/2016 | 27278 |
| No. of Shareholders present at the meeting either in person or through proxy Promoter & Promoter group Public | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing Promoter & Promoter group Public | Not Applicable |

| Resolution Required: (Ordinary / Special) | | To approve disinvestment in the subsidiary - Opentech Thai Network Specialists Company Ltd. | | | | | | | | | | |
|---|--------------------------------|---|--------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|-----------------|-----------------|-----------------|
| S.No | Category | Mode of Voting | No. of shares held | No. of votes polled | %age of votes polled on outstanding shares | No. Of votes in favour | No. of votes against | %age of votes in favour on votes polled | %age of votes against on votes polled | (3)=(2)/(1)*100 | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| 1 | Promoter & Promoter Group | E-Voting | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 | | | |
| | | Postal Ballot | 1,744,711,967 | 1,744,711,967 | 100% | 1,744,711,967 | - | 100.00% | 0.00% | | | |
| | | Total | 1,744,711,967 | 1,744,711,967 | 100% | 1,744,711,967 | - | 100.00% | 0.00% | | | |
| 2 | Public - Institutional holders | E-Voting | | - | 0% | - | - | 0.00% | 0.00% | | | |
| | | Postal Ballot | 46,750 | - | 0% | - | - | 0.00% | 0.00% | | | |
| | | Total | 46,750 | - | 0% | - | - | 0.00% | 0.00% | | | |
| 3 | Public - Others | E-Voting | | 155,283,547 | 7.65% | 155,283,547 | - | 100.00% | 0.00% | | | |
| | | Postal Ballot | 2,029,677,938 | 61,954,873 | 3.05% | 61,954,873 | - | 100.00% | 0.00% | | | |
| | | Total | 2,029,677,938 | 217,238,420 | 10.70% | 217,238,420 | - | 100.00% | 0.00% | | | |
| | Grand Total | | 3,774,436,655 | 1,961,950,387 | 51.98% | 1,961,950,387 | - | 100.00% | 0.00% | | | |





Bharat & Associates

Advocates, Chartered Professionals & Legal Consultants

Office at: 304, Tower S-9, Sector D-6,
Nelson Mandela Marg, Vasant Kunj
New Delhi- 110070

Phone: +91 9873092737, 011 49052737
Email: consult@bharatandassociates.com
bharatnassociates@gmail.com;

Scrutinizer Report

To,

The Chairman

MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)

703, Arunachal Building,
19 Barakhamba Road,
Connaught place,
New Delhi - 110001

Subject :- Scrutinizer Report on passing of Resolution through Postal Ballot under the relevant provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or enactment thereof)

Dear Sir(s)

In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company, vide a Board Resolution passed in the Board meeting duly convened on 2nd September, 2016 has appointed me as Scrutinizer for conducting the Postal Ballot voting process for proposed Special Resolution that is " To Consider and **Approve the disinvestment in the subsidiary-Opentech Thai Network Specialists Company Ltd**".

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Postal Ballot voting including but not limited to the voting by electronic means. My responsibility as a scrutinizer is limited to the scrutinization of the votes casted by the members for the said resolution that is included in the Notice by the Company dated 2nd September 2016,



which shall be based on the automated/ manual reports generated from e-voting system facility provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballots received until the appointed closing time of the voting process i.e. till 6.00 p.m. on 3rd October, 2016

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

1. The Postal Ballot forms were dispatched on 3rd September, 2016 to the Members of the Company whose names appeared in the Register of Members duly maintained or on the list of beneficial owners received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on August 26, 2016.
2. As per the requirements of the Companies Act, 2013 the particulars of all the postal Ballot forms received (through physical and electronic mode) from the Members have been recorded in a register maintained separately for this purpose
3. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof box, before the commencement of the scrutiny of these Postal Ballot Forms.
4. The said box was opened during the period between 9:00 am on 4th September, 2016 (9.00 a.m.) and 6:00 p.m. on 3rd October, 2016 as and when required for the purpose of placing the Ballot Forms in the said box in presence of two witnesses, namely Mr Rajan Chutani and Mr Karan Chauhan who are not in employment of the Company.
5. E-voting was closed at designated time i.e. at 6.00 p.m. on 3rd October 2016, thereafter final electronic report of e-voting was generated by accessing the data available to me from the website <https://www.evotingindia.com> of Central Depository Services Limited, the Authorised agency to provide e-voting facility at around 9:32 p.m. on 4th October 2016, in presence of two witnesses, namely Mr Rajan Chutani and Mr Karan Chauhan who are not in employment of the Company,. Data regarding the e-voting was diligently scrutinized by me with respect to their validity and has been recorded in accordance with the requirements of said provisions of law.
6. The physical postal ballots received until the closing of the Postal Ballot process i.e. at 6.00 p.m. on 3rd October 2016, were diligently scrutinized and reconciled with the records maintained by the Company through MAS Services Limited, the Registrar and Transfer Agent of the Company and other authorizations lodged with the Company.
7. Postal Ballot Forms including E-Voting that has been received until the closing of working hours i.e. 6:00 p.m. of 3rd October, 2016, the appointed last day and time for the receipt of ballot forms were considered by me for the purpose of this report.



8. The Postal Ballot, which were incomplete and/or which were otherwise found defective in terms of said provisions of law have been treated as invalid and kept separately. The same were not considered in calculation for the purpose of concerned resolutions.
9. 72 (Seventy two) only envelopes containing postal ballot forms were returned undelivered and these envelopes were not opened and will be taken up by the Company post the announcement of the results.
10. Numbers of Postal Ballot notices along with forms sent through electronic mails were 16337 out of which 1814 mails bounced back.
11. In terms of the requirement of the Companies Act, 2013 the Postal Ballot Forms and other related papers/registers and records will be handed over to the Company Secretary of **MPS INFOTECNICS LIMITED (Formerly known as VISESH INFOTECNICS LIMITED)**, Ms Garima Singh, for safe custody after signing of Minutes of Postal Ballot Process.

SUMMARY OF VOTES CAST AND BALLOT FORMS RECEIVED IS AS GIVEN BELOW:

SPECIAL RESOLUTION

To Consider and Approve disinvestment in the subsidiary-"Opentech Thai Network Specialists Company Ltd".

| Particulars | No of Postal Ballot Forms | No of Shares/ Votes | % of Votes |
|-------------------------------------|---------------------------|---------------------|--------------|
| Physical Mode | | | |
| Total Postal Ballot forms received | 19 | 1806666850 | 100% |
| Less: Invalid Postal Ballot forms | 1 | 10 | Approx.0.00% |
| Total valid Postal Ballot forms | 18 | 1806,666,840 | Approx. 100% |
| Postal Ballot forms giving assent | 18 | 1806,666,840 | Approx. 100% |
| Postal Ballot forms giving dissent | 0 | 0 | 0 |
| Electronic Voting (e-voting) | | | |
| Total e-voting done | 154 | 155283547 | 100% |
| Less: Invalid e-voting | -- | -- | -- |
| Total valid e-voting done | 154 | 155283547 | 100% |
| E-voting giving assent | 154 | 155283547 | 100% |



| | | | |
|--|------------|-------------------|---------------------|
| E-voting giving dissent | 0 | 0 | 0% |
| Total votes in favour of resolution | 172 | 1961950387 | Approx. 100% |
| Total votes against resolution | 0 | 0 | 0% |

In consideration of the above, you may accordingly declare result of (e-voting and polling) of this Postal Ballot for **MPS INFOTECNICS LIMITED (Formerly known as VISESH INFOTECNICS LIMITED)**.

Yours truly,

For **Bharat & Associates**

Sakshi Gandhi
Practicing Company Secretary
Membership No - 42604



Place : New Delhi

Date: 10/10/2016