

MPS Infotecnics Limited

(Formerly Visesh Infotecnics Limited)

CIN: L30007DL1989PLC131190

An ISO 9001 - 2008 Company



To,

Date: 13/10/2016

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: Minutes of the Postal Ballot

Dear Sir,

This is to inform you that the Company has sought approval of its shareholders through Postal Ballot (including e-voting) in respect of resolution as stated in the Postal Ballot Notice dated 2nd September, 2016. The results of same were declared on 10th October, 2016 and were also intimated to stock exchanges on 10th October, 2016 pursuant to SEBI (LODR) Regulations, 2015.

Further, pursuant to regulation 30 of the SEBI (LODR) Regulations, 2015, minutes of said Postal Ballot Notice dated 2nd September, 2016 are enclosed herewith for your information and records.

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 FOR PASSING OF RESOLUTION THROUGH POSTAL BALLOT AND THE RESULTS OF THE SAME WAS DECLARED ON 10TH OCTOBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT 703, ARUNACHAL BUILDING, 19 BARAKHAMBA ROAD, NEW DELHI-110001

Present:

Mr. Peeyush Aggarwal	:	Chairman
Mr. Vishal Anand	:	Chief Executive Officer and Director
Mrs. Madhu Sharma	:	Director
Mr. Sanjay Sharma	:	Chief Finance Officer & Member
Ms. Garima Singh	:	Company Secretary & Compliance Officer
Mr. Rajesh Seth	:	Member
Mr. Rajesh Kumar	:	Member

Mr. Peeyush Kumar Aggarwal took the chair and welcomed the members present for announcement of results of postal ballot & e-voting carried out by the Company in the presence of Directors and members.

The Chairman informed the members that Company had dispatched the Postal ballot Notice dated 2nd September, 2016, issued pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for passing the Special Resolution pursuant to provision of Section 188 of Companies Act, 2013 for approval of disinvestment in the Subsidiary- Opentech Thai Network Specialists Company Ltd.

The Chairman further informed the members that the Board of Directors through a resolution passed at the meeting of the Board of directors held on September 02, 2016 had appointed Miss. Sakshi Gandhi, Practicing Company Secretary (CP No.15750), an associate of M/s Bharat and Associates, Advocates, Chartered Accountants, Company Secretaries and Legal Consultants, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. He also stated that the Postal Ballot Notice along with Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope was sent to all the members of the Company. The Company had also availed the E-voting facility offered by CDSL for conducting e-Voting by the members of the Company. The Shareholders were requested to return the Postal Ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than 06:00 P.M. on 3rd October, 2016.

The members of the Company holding shares as on the "cut off" date of August 26, 2016, were entitled to vote on the said resolution. The voting period for e-voting and Postal Ballot commenced on Sunday, 4th September, 2016 (9:00 A.M) and ended on Monday, 3rd October, 2016 (6:00P.M.) and the CDSL e-voting platform was blocked thereafter.

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CHAIRMAN'S
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MINUTE BOOK

On 3rd October, 2016 e-voting results was generated by her by accessing the data available from the website of the CDSL www.evotingindia.com. Thereafter, the Scrutinizer after carrying out the scrutiny of Postal Ballot Forms received together with the results of the e-voting, submitted her report on Postal Ballot and e-voting on 10th October, 2016, to the Chairman.

The Chairman informed that 10th October, 2016 had been fixed for the purpose & declaration of voting result and thereafter the Chairman announced the results of the Postal Ballot and E-voting on the basis of report of even date i.e.10th October, 2016 provided by the Scrutinizer.

The details of the combined voting is as under:

Mode of Voting by Members of the Company	Valid Votes in favour (Shares)	Valid Vote against (Shares)	Total	% of valid votes in favour of the resolution	% of Votes against the resolution	Invalid Votes (Shares)
Special Resolution No.1: Approval for disinvestment in the subsidiary-Opentech Thai Network Specialists Company Ltd						
Postal Ballot	1,806,666,840	-	1,806,666,840	100%	-	10
e-Voting	155,283,547	-	155,283,547	100%	-	-
Total	1,961,950,387	-	1,961,950,387	100%	-	10

The chairperson also informed that 3rd October 2016 shall be the date of passing of the said resolution.

The Chairperson thereafter declared that following special resolution as set forth in postal ballot notice dated 2nd September, 2016, had been duly passed with special/requisite majority.

Item No.1: Special Resolution approval for disinvestment in the subsidiary-Opentech Thai Network Specialists Company Ltd.

"RESOLVED THAT, pursuant to Section 180 (1) (a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to all other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 24 (5) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and Rules and Regulations made thereunder, the provisions of the Memorandum and Articles of Association of the Company, and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), consent of the Members of the

[Handwritten Signature]

CHAIRMAN'S INITIALS

Saraswati
REGD.

Company be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell Opentech Thai Network Specialists Co. Ltd., Thailand, a wholly owned subsidiary of the Company, by way of the sale, transfer or disposal of the entire shareholding of the Company in Opentech Thai Network Specialists Co. Ltd in one or more tranches at a price determined as per RBI guidelines and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company:-

1. to do all such acts, deeds, matters and things including but not limiting to deciding the time when the disinvestment be done by the Company;
2. the manner of disinvestment , extent of disinvestment , other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the disinvestment;
3. negotiating and finalizing the terms of sale, negotiating, finalizing and executing share sale purchase agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
4. to determine the final consideration / pricing;
5. to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of and to complete the aforesaid transaction;

"RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved."

The meeting thereafter concluded with vote of thanks to the chair.

Place: New Delhi
Date: 12/10/2016


Chairman

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