



Bharat & Associates

Advocates, Chartered Professionals & Legal Consultants

Invoice

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;

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 28th Annual General Meeting of the Members of **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** held on Friday, 29th September, 2017 at 11.30 A.M at its registered office at 703, Arunachal Building, 19 Barakhamba Road, Connaught place, New Delhi - 110001

For 28th Annual General Meeting of the Equity Shareholders of **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** held on Friday, 29th September, 2016 at 11.30 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 28th AGM of **MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED)** held on 29th September, 2017.

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 28th Annual General Meeting of said Company. The Company had appointed me as the Scrutinizer for the e-voting starting from 26th September, 2017 at 9:00 A.M and ending on 28th September, 2017 at 5:00 P.M. and for the poll held at the AGM of the Company on Friday, 29th September, 2017 at 11:30 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 26th September, 2017 at 9:00 A.M and ending on 28th September, 2017 at 5:00 P.M. The E-voting results were unlocked by me on 29th September, 2017 at 12:20 P.M. in the capacity of the Scrutinizer in the presence of two witnesses.

At the 28th Annual General Meeting of the Company held on Friday, 29th September, 2017 at 11.30 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 28th 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 26th September, 2017 at 9:00 A.M and closed on 28th September, 2017 at 5:00 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. 22nd September, 2017 were entitled to remote e-voting on the resolutions set out in the Notice of this 28th AGM of the Company.
3. The vote cast through remote e-voting were unlocked on 29th September, 2016 at around 12:20 P.M. in the presence of two witnesses, Mr Rajan Chutani and Mr Sahil Chutani who are not in employment of the Company.
4. The physical voting facility through ballot papers was provided at the venue of the 28th AGM of MPS INFOTECNICS LIMITED (Formerly VISESH INFOTECNICS LIMITED) held on 29th September, 2017 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 Rajesh Kumar, Mr Manoj Jain, Mr Ajay 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, 2017, 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	32	108	138	1587137283	98872539	1686009822	99.87
Dissent	1	--	1	2146727	--	--	0.13
Invalid Votes	0	0	0	0	0	0	0
Total	33	108	139	1589284010	98872539	1688156549	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	33*	108	139	1589284010	98872539	1688156549	100
Dissent	--	--	--	--	--	--	--
Invalid Votes	0	0	0	0	0	0	0
Total	33*	108	139	1589284010	98872539	1688156549	100

* The polling paper of valid votes received by members were 33 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 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), Atul Aggarwal (Brother). Further, said foregoing members/ shareholders were abstained from voting for this resolution. Therefore, total numbers of shareholder considered for this resolution are 26 the amount of shares taken will be 3619657.

The valid votes for e-voting that we are considering is for 106 Shareholders and the amount of shares is 97521629 because other two are in relation to the Director Om Prakash Agarwala and Kamla Aggarwal.



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	33	108	139	1589284010	98872539	1688156549	100
Dissent	--	--	--	--	--	--	--
Invalid Votes	0	0	0	0	0	0	0
Total	33	108	139	1589284010	98872539	1688156549	100

Item No 4- Ordinary Resolution

To approve Contract/Arrangement for material Related Party Transactions with various related parties.

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	22	108*	129	89330	98872539	98961869	97.85
Dissent	1	--	1	2146727	--	--	2.15
Invalid Votes	0	0	0	0	0	0	0
Total	23	108	128	2236057	98872539	101108596	100

* The E-voting of valid votes received by members were 108 in total. For the consideration of this resolution certain members were related parties whose vote shall not be considered are Mr Om Prakash Agarwal, Ajay Sharma, Kamla Aggarwal. Further, said foregoing members/ shareholders were abstained from voting for this resolution. Therefore, total numbers of shareholder considered for this resolution are 105 it will amount to total number of shares 97505579.

So for the purpose Quorum total number of Members are 35.

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 28th 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: 29/09/2017

MPS INFOTECHNICS LIMITED
(FORMERLY VISESH INFOTECHNICS LIMITED)

Details of voting as per Regulation 44(3) of the SEBI (Listing Agreement based on results of voting at the 28th Annual General meeting held on 29th September 2017)

Date of the AGM/EGM	29-Sep-17
Total number of shareholders on record date i.e. 22.09.2016	31895
No. of Shareholders present in the meeting either in person or through proxy	6
Promoters and Promoter Group:	29
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/Special)
 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, 2017 and the Reports of Director's and Auditor's thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	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	
	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	1,584,074,003	1,584,074,003	100%	1,584,074,003	0	93.83%	0.00%	
	Poll								
	Total	1,584,074,003	1,584,074,003	100%	1,584,074,003	0	93.83%	0.00%	
Public - Institutions	E-Voting	46,750	*	0%	-	0	0.00%	0.00%	
	Poll								
	Total	46,750	*	0%	-	0	0.00%	0.00%	
Public - Non Institutions	E-Voting	2,190,315,902	98,872,539	4.51%	98,872,539	0	5.86%	0.00%	
	Poll		5,210,007	0.24%	3,063,280	2,146,727	0.18%	0.13%	
	Total	2,190,315,902	104,082,546	4.75%	101,935,819	2,146,727	6.04%	0.13%	
Total		3,774,436,655	1,688,156,549	44.73%	1,686,009,822	2,146,727	99.87%	0.13%	

Resolution required: (Ordinary/Special)
 Ordinary (2) : To appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN- 00090323) who by rotation and being eligible, offers herself for reappointment.

Whether promoter/ promoter group are interested in the agenda/resolution?
 YES

Category	Mode of Voting	No. of shares	No. of Votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on
----------	----------------	---------------	--------------	----------------------	----------------	----------------	-------------------------	-----------------------



Category	Mode of Voting	No. of shares	No. of Votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in Favour on Polled	% of Votes against on Polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	1,584,074,003	-	-	-	-	-	-
	Total	1,584,074,003	-	-	-	-	-	-
Public - Institutions	E-Voting	48,750	0	0.00%	0	0	0%	-
	Poll	0	0	0.00%	0	0	0%	-
	Total	48,750	0	0.00%	0	0	0%	-
Public - Non Institutions	E-Voting	2,190,315,902	97,505,579	4.45%	97,505,579	0	100%	-
	Poll	2,190,315,902	2,236,057	0.10%	2,236,057	0	100%	-
	Total	2,190,315,902	99,741,636	4.55%	99,741,636	0	100%	-
Total		3,774,436,655	99,741,636	2.64%	99,741,636	0	100%	-

Resolution required: (Ordinary/Special)
 Whether promoter/ promoter group are interested in the agenda/resolution?
 Ordinary (3) : To ratify the appointment of M/s RIMA & Associates, Chartered Accountants as Auditors for the Financial year 2016-17.
 N/D

Category	Mode of Voting	No. of shares	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in Favour on Polled	% of Votes against on Polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	1,584,074,003	1,584,074,003	100.00%	1584074003	0	93.83%	0.00%
	Total	1,584,074,003	1,584,074,003	100.00%	1584074003	0	93.83%	0.00%
Public - Institutions	E-Voting	48,750	-	0.00%	0	0	0.00%	0.00%
	Poll	0	-	0.00%	0	0	0.00%	0.00%
	Total	48,750	-	0.00%	0	0	0.00%	0.00%
Public - Non Institutions	E-Voting	2,190,315,902	98,872,539	4.51%	98872539	0	5.86%	0.00%
	Poll	2,190,315,902	5,210,007	0.24%	5210007	0	0.31%	0.00%
	Total	2,190,315,902	104,082,546	4.75%	104082546	0	6.17%	0.00%
Total		3,774,436,655	1,688,156,549	44.73%	1688156549	0	100.00%	0.00%

Resolution required: (Ordinary/Special)
 Whether promoter/ promoter group are interested in the agenda/resolution?
 Ordinary Resolution (4) : To approve related party Transaction
 Yes

Category	Mode of Voting	No. of shares	No. of Votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in Favour on	% of Votes against on
----------	----------------	---------------	--------------	----------------------	----------------	----------------	-------------------------	-----------------------



	held	Polled	outstanding Shares	In Favour	Against	votes Polled	votes Polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	Abstained from voting					
	Poll			0	0		
	Total	1,584,074,003		0	0		
Public - Institutions	E-Voting			0	0		
	Poll	46,750		0	0		
	Total			97,505,579	0	97.76%	0.00%
Public - Non Institutions	E-Voting	2,226,057		86330	2146727	0.09%	2.15%
	Poll	98,741,636		97594809	2146727	97.85%	2.15%
	Total		99,741,636	97594809	2146727	97.85%	2.15%
Total	3,774,435,655						

