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Report of Scrutinizer - Combined

8th August, 2014

The Chairman

Messrs. MPS Limited,

RR Towers IV, Super A, 16/17

Thiru Vi Ka Industrial Estate

Guindy, Chennai-600 032.

Ref: The Forty Fourth Annual General Meeting of the members of Messrs MPS Limited held on 8th August, 2014 at 10.30 a.m.at My Fortune Chennai 10, Cathedral Road, Chennai-600 086.

Dear Sir,

We, R.Sridharan of M/s. R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of Messrs. MPS Limited vide resolution dated 22nd May, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 29th July, 2014 (9.00 a.m.) to 31st July, 2014 (6.00 p.m.)
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 44th AGM of the members of the Company, held on 8th August, 2014 at 10.30 a.m. at My Fortune Chennai 10, Cathedral Road, Chennai-600 086.

We now submit our combined Report as under:

- 1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. 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.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No. 1

Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number members voted in Voting	of E-	Number votes ((Shares) – Voting	cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	number of valid votes
3		12626807	7	28	22126	12648933	99.99992

(ii) Votes against the resolution:

Number of members voted in e- voting	(1.5%) (5.5%) (5.5%) (5.5%)	ast	members/Proxies	votes cast	Total Number of votes cast through E- Voting and Poll	number of valid votes
NIL	NIL		1	10	10	0.00008

(iii) Invalid Votes:

Number members voted in voting	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Item No. 2

Appointment of Mr. Nishith Arora as Director who retires by rotation (Ordinary Resolution)

(i) Voted in favour of the resolution:

3	12626807	26	22066	12648873	99.99945
Number of members voted in e- voting	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	of votes cast through E-	

(ii) Voted against the resolution:

Number of members voted in e- voting	Number votes (Shares) Voting	Number of members/Proxies voted by Poll	CONTROL OF THE PROPERTY OF THE	Total Number of votes cast through E- Voting and Poll	number of valid votes
NIL	NIL	3	70	70	0.00055

(iii) Invalid Votes:

Number members voted in voting	of e-	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL		NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Appointment of M/s Deloitte Haskins & Sells Statutory Auditors (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e- voting	Number of votes cast (Shares) – E Voting	members/Proxies	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	
3	12626807	25	22061	12648868	99.99941

(ii) Voted against the resolution:

Number of members voted in e voting	votes	cast	Number of members/Proxies voted by Poll	10010000 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010 10010	Total Number of votes cast through E- Voting and Poll	number of valid votes
NIL	NIL		4	75	7 5	0.00059

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Appointment of Mr.Rahul Arora, as Director/Whole time Director (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e- voting	votes ca	of Number of members/Proxies E voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	[142 등대 전투자자자,
3	12626807	26	22066	12648873	99.99945

(ii) Voted against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	**************************************	Total Number of votes cast through E- Voting and Poll	number of valid votes
NIL	NIL	3	70	70	0.00055

(iii) Invalid Votes:

	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Appointment of Mr. Darius E Udwadia as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e voting	of e-	Number votes ca (Shares) – Voting	of ast E	Number members/Proxi voted by Poll	of es	Number votes (Shares) -	of cast Poll		
3		12626807		26		2206	6	12648873	99.99945

(ii) Voted against the resolution:

Number of members voted in E- voting	votes ca	of Number of members/Proxies voted by Poll			
NIL	NIL	3	70	70	0.00055

(iii) Invalid Votes:

	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Appointment of Mr. Ashish Dalal as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:

3	12626807	26	22066	12648873	99.99945
Number of members voted in e- voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	S. G.

(ii) Voted against the resolution:

Number of members voted in e- voting	100000 0000000000000000000000000000000	Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	number of valid votes
NIL	NIL	3	70	70	0.00055

(iii) Invalid Votes:

	Number of votes cast (Shares) – E Voting	Page 100 and 1	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

44TH AGM - SCRUTINIZER'S COMPINED REP.

Appointment of Mr. Vijay Sood as an Independent Director (Ordinary Resolution)

(i) Voted in favour of the resolution:

3	12626807	26	22066	12648873	99.99945
Number of members voted in e- voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll		% of total number of valid votes cast

(ii) Voted against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	000000000000000000000000000000000000000	Total Number of votes cast through E- Voting and Poll	number of
NIL	NIL	3	70	70	0.00055

(iii) Invalid Votes:

Number of members voted in e-voting			Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Appointment of Mrs. Yamini Tandon as Vice President- Service Delivery from 17th February, 2014 (Special Resolution)

(i) Voted in favour of the resolution:

2		9811	1	26	-	2206	66	3187	7	99.	78089
members	of e-	Number votes (Shares) Voting	of cast – E	Number members/Pro voted by Poll		Number votes (Shares) -	of cast Poll			valid	

(ii) Voted against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	300000000000000000000000000000000000000	Total Number of votes cast through E- Voting and Poll	number of valid votes
NIL	NIL	3	70	70	0.21911

(iii) Invalid Votes:

	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Amendment of the Articles of Association of the Company (Special Resolution)

(i) Voted in favour of the resolution:

3		126268	307	26		22059	ı	Poll 12648866	99.99939
voted in	e-	(Shares) Voting	– E	members/Pros voted by Poll	xies	votes (Shares) - P	cast	of votes cast through E- Voting and	valid vote
Number members	of	Number	of cast	Number	of	Number	of		% of tota

(ii) Voted against the resolution:

Number of members voted in e- voting		Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	number of valid votes
NIL	NIL	3	77	77	0.00061

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll
NIL	NIL	1	1	1

RESULT:

MPS LIMITED

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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44TH AGM - SCRUTINIZER'S COMBINED REP

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- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you, Yours faithfully,

For R. Sridharan & Associates

Company Secretaries

CS R. Sridharan CP No. 3239 FCS No. 4775





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