

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the members of MPS Limited (**MPS** or the **Company**) will be held on **Tuesday, July 19, 2016 at 3.00 p.m.** at The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai – 600 035, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements, including Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date, both on standalone and consolidated basis, along with the Reports of the Board of Directors and Auditors' thereon.
2. To note the three Interim Dividends, aggregating to ₹22.00 per equity share, paid during the financial year ended March 31, 2016, and confirm them as final dividend for the financial year 2015-16.
3. To appoint a Director in place of Mr. Nishith Arora (DIN: 00227593), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To convey assent or dissent to the following resolution as an **Ordinary Resolution** for the appointment of the Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force. M/s BSR & Co. LLP (Firm Registration No.: 101248W/W-100022), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company, in place of outgoing Statutory Auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants, Gurgaon (Firm Registration No. 015125N), to hold office for a period of five consecutive years from the conclusion of this 46th Annual General Meeting till the conclusion of 51st Annual General Meeting, to be held in the calendar year 2021 (subject to ratification of their appointment by the members of the Company at every Annual General Meeting held after this Annual General Meeting), on such remuneration as shall be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To convey assent or dissent to the following resolution as an **Ordinary Resolution** for the appointment of Ms. Yamini Tandon (DIN: 06937633) as Non-Executive Director:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013

(the **Act**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Yamini Tandon (DIN: 06937633) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, holding office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

6. To convey assent or dissent to the following resolution as **Special Resolution** for the payment of commission to Non – Executive Directors of the Company:

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (**Act**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and the Articles of Associations of the Company, a sum not exceeding 1% (one percent) of the net profits of the Company per financial year, in case where there is Managing / Whole Time Directors and not exceeding 3% (three percent) of the net profits of the Company per financial year in other case, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors, at its discretion, and such payments shall be made with respect to the profits of the Company for each financial year, for a period of five years, commencing from April 01, 2016 to March 31, 2021."

By Order of the Board

Place: Gurgaon
Date: May 17, 2016

Hitesh Kumar Jain
DGM- Legal & Company Secretary

Registered Office:

RR Towers IV, Super A,
16/17, T V K Industrial Estate,
Guindy, Chennai - 600 032
CIN: L22122TN1970PLC005795
Email: investors@adi-mps.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

A BLANK PROXY FORM IS ENCLOSED HERewith. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

2. A statement pursuant to Section 102(l) of the Companies Act, 2013, setting out details relating to Special Business to be transacted at the AGM is annexed hereto.
3. Corporate members, authorizing their representative to attend and vote at the AGM, as required under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution/Power of Attorney/other valid authority together with their respective specimen signatures.
4. Members are requested to bring their copies of the Annual Report at the time of attending the AGM as no copy of Annual Report shall be made available at the AGM venue.
5. Members/Proxies should complete and handover the duly signed attendance slips at the entrance of the AGM to record their attendance.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. During the financial year 2015-16, the Company has paid three interim dividends, viz. first interim dividend of ₹7 per share, declared on July 20, 2015, second interim dividend of ₹7 per share, declared on October 26, 2015 and the third interim dividend of ₹8 per share, declared on January 27, 2016, aggregating to an amount of ₹22 per share, which the Board of Directors commends to be noted and confirmed as the final dividend for the financial year 2015-16.
8. In terms of Section 152 of the Companies Act, 2013, Mr. Nishith Arora (DIN: 00227593) retires by rotation at the AGM and

being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief resume of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, are provided in the Annexure to this Notice.

9. As per the provisions of Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, an audit firm functioning as the Statutory Auditor of the company for 10 years or more, cannot be re-appointed as the Statutory Auditors of the same company, for 5 years from the completion of such term. The existing companies have been given 3 years transition period to comply with this requirement.

M/s. Deloitte Haskins & Sells (firm registration no. 015125N), Chartered Accountants (DHS), have been the Statutory Auditors of the Company for more than 10 years. Therefore, to comply with the requirements of the Companies Act, 2013 and to facilitate the smooth transition from the outgoing Statutory Auditors to new Statutory Auditors, the Company proposed to appoint M/s BSR & Co. LLP (firm registration no.: 101248W/W-100022), Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 46th AGM till the conclusion of the 51st AGM to be held in the calendar year 2021, subject to ratification of their appointment at each AGM to be held after the 46th AGM.

M/s BSR & Co. LLP has conveyed their consent and also eligibility for being appointed as the Statutory Auditors of the Company. Accordingly the Board of Directors recommends the resolution set forth at Item No. 4 of the accompanying Notice for the approval of the members as an Ordinary Resolution.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, June 28, 2016** to **Wednesday, June 29, 2016** (both days inclusive) for the purpose of the AGM.
11. Members desiring any information regarding the Financial Statements are requested to write to the Company at least 7 days before the AGM so as to enable the management to keep the information ready.
12. Members may please note that pursuant to the provisions of Sections 205 A (5) and 205 C of the Companies Act, 1956, all amounts transferred to the Unpaid/ Unclaimed Dividend

Account of the Company for dividends declared up to the financial year ended December 31, 2009 and remaining unclaimed for a period of seven years from the date of such transfer has been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members shall not be able to prefer their claims with the Company in respect of their un-encashed dividend with regard to the above dividend. Members who have not so far claimed their dividends for the calendar year ended December 31, 2010 and any subsequent calendar/financial year(s) are requested to make a claim to the Company.

13. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules). The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to displacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information with respect of the Unclaimed Dividends and for the calendar/financial years from 2009, as on the date of the 45th AGM held on July 20, 2015, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.adi-mps.com.
14. Members are advised to avail the Electronic Clearing Service (ECS) facility for receiving dividends. To avail this facility, those members holding shares in physical form, are requested to contact the Company's Registrar & Share Transfer Agent, viz, Cameo Corporate Services Limited (RTA), Subramanian Building, 1, Club House Road, Chennai-600 002. Members holding shares in demat mode are requested to provide the details to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the case may be, through their respective Depository Participant (DP).
 - i. Members holding shares in physical form are requested to notify immediately any change in their address/bank account details/ECS particulars to the Company's RTA.
 - ii. Members holding shares in the demat mode are requested to notify any change in their address/bank account details/ECS particulars to their respective DP and ensure that such changes are recorded by them correctly.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to the RTA of the Company.
16. All relevant documents referred to in the accompanying Notice and statement under Section 102 of the Companies Act, 2013, shall be available for inspection at the Registered Office of the

Company on all working days during business hours (10.00 a.m. to 5.00 p.m.) up to the date of the AGM and at the AGM Venue during the meeting.

17. The Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction and has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company / RTA.
18. Electronic copy of the Notice of the 46th AGM of the Company *interalia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report of the Company for the financial year 2015-16 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 46th AGM of the Company *interalia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report of the Company for the financial year 2015-16 is being sent through permitted mode of dispatch.
19. **Members, who have not registered their e-mail address so far, are requested to register their e-mail address with the Company (RTA) / Depository Participant(s) for receiving all communications including Annual Reports, Notices, etc. from the Company electronically.**
20. Members may also note that the Notice of the 46th AGM and the Annual Report for the financial year 2015-16 will also be available on the Company's website www.adi-mps.com for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's RTA.
21. **Voting through electronic means:**
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 "Amended Rules

2015" and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, facility to exercise their right to vote at the 46th AGM by electronic means and the business mentioned in the Notice may be transacted through remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by CDSL.

- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Instructions for members for voting electronically are as under:

A. In case of members receiving e-mail:

- (i) **The voting period begins on Saturday, July 16, 2016 (9:00 AM) (IST) and ends on Monday, July 18, 2016, (5:00 PM) (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, July 12, 2016, may cast their vote electronically.** The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The members should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user, follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ■ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ■ In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ■ If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN '160607005' of MPS Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a compliance user should be created, using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be e-mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- B. In case of Members receiving the physical copy:**
- Please follow all steps from Sl. No. (i) to (xx) in point A above to cast vote.
- (xxi) **In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.**
22. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the **cut-off date i.e. Tuesday, July 12, 2016.**
23. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
24. Any person, who becomes member of the Company after the dispatch of the Notice of the AGM and holding shares of the Company as on the cut-off date, may obtain the User ID and password by sending a request at **helpdesk.evoting@cdslindia.com** or **investor@cameoindia.com**.
25. Mr. R Sridharan, Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, Company Secretaries, Chennai, has been appointed as the Scrutinizer to scrutinize the remote e-voting and physical voting process in a fair and transparent manner.
26. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
27. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of

the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the Result of the voting forthwith.

28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.adi-mps.com and on the website of CDSL immediately after the results are declared

and communicated to the Stock Exchanges where the shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.

28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. Tuesday, July 19, 2016.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

Item no. 5:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the **Act**) and Articles of Association of the Company, have appointed Ms. Yamini Tandon as an Additional Director (Non-Executive) of the Company, w.e.f. August 03, 2015. As an Additional Director, Ms. Yamini Tandon would hold office of Director upto the date of 46th Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Yamini Tandon for the office of Director (Non-Executive), liable to retire by rotation.

Ms. Yamini Tandon is a graduate from Lady Shri Ram College for Women and a Post Graduate from Indian School of Business, Hyderabad with specialization in Marketing and Strategy. Ms. Yamini Tandon has vast experience in school education segment and has been dealing with the entire school education business including the content services. Ms. Yamini Tandon has been working on the Operations Management, Team Management and Account Management.

Ms. Yamini Tandon is not disqualified for being appointed as a Non-Executive Director of the Company in terms of Section 164 of the Act.

Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure to this Notice.

The Board of Directors is of the opinion that Ms. Yamini Tandon's expertise and experience will be beneficial to the Company.

Ms. Yamini Tandon is also serving as Senior Vice President, School Education at MPS North America, LLC (Subsidiary Company). Ms. Yamini Tandon will not be receiving any remuneration from the Company.

Except Ms. Yamini Tandon herself, to whom the resolution relates,

Mr. Rahul Arora, husband and Mr. Nishith Arora, father-in-law, being relatives to Ms. Yamini Tandon, none of the Directors and Key Managerial Personnel and any of their relatives is deemed to be concerned or interested in the passing of this resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 5 of the accompanying Notice, for the approval of the members as an **Ordinary Resolution**.

Item no. 6:

Section 197 of the Companies Act, 2013 (the **Act**) permits payment of remuneration to Non-Executive Directors of a company by way of commission. The members of the Company at the 42nd Annual General Meeting held on August 03, 2012, had approved the payment of remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding 1% (one percent) in case where there is Managing/Whole Time Director and 3% (three percent) in other case, of the net profits of the Company for each year for a period of five years commencing from April 01, 2011, to be allocated in such manner as may be determined by the Board of Directors.

As the earlier approval accorded by the members at the 42nd Annual General Meeting was valid till the financial year ended on March 31, 2016, fresh approval is being sought from the members for the payment of remuneration to Non-Executive Directors by way of commission.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and also the enhanced role of the Non-Executive Directors introduced by the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that, remuneration not exceeding 1% (one percent) of the net profits of the Company in case the Company has Managing / Whole Time Directors and not exceeding 3% (three percent) of the net profits of the Company in other case, calculated in accordance with Section 198 of the Act, be continued to be paid and distributed among the Non-Executive Directors of the Company. Such commission shall be paid and distributed among all or some of the Non-Executive Directors in each financial year for a period of five years commencing from April 01, 2016, in such manner and proportions and at such times

and intervals as may be decided by the Board of Directors of the Company. In addition, the Non-Executive Independent Directors are paid sitting fees for attending meetings of the Board of Directors and Committees thereof.

Details of commission and sitting fees paid to Non-Executive Independent Directors, during the financial year 2015-16, are provided in the Directors Report and the Corporate Governance Report.

Except all of the Non-Executive Directors of the Company to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their respective relatives are concerned or interested in Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors of the Company recommends the resolution set forth at Item No. 6 of the accompanying Notice, for the approval of the members as a **Special Resolution**.

By Order of the Board

Place: Gurgaon
Date: May 17, 2016

Hitesh Kumar Jain
DGM- Legal & Company Secretary

Registered Office:
RR Towers IV, Super A,
16/17, TV K Industrial Estate,
Guindy, Chennai - 600 032
CIN: L22122TN1970PLC005795
Email: investors@adi-mps.com

Annexure

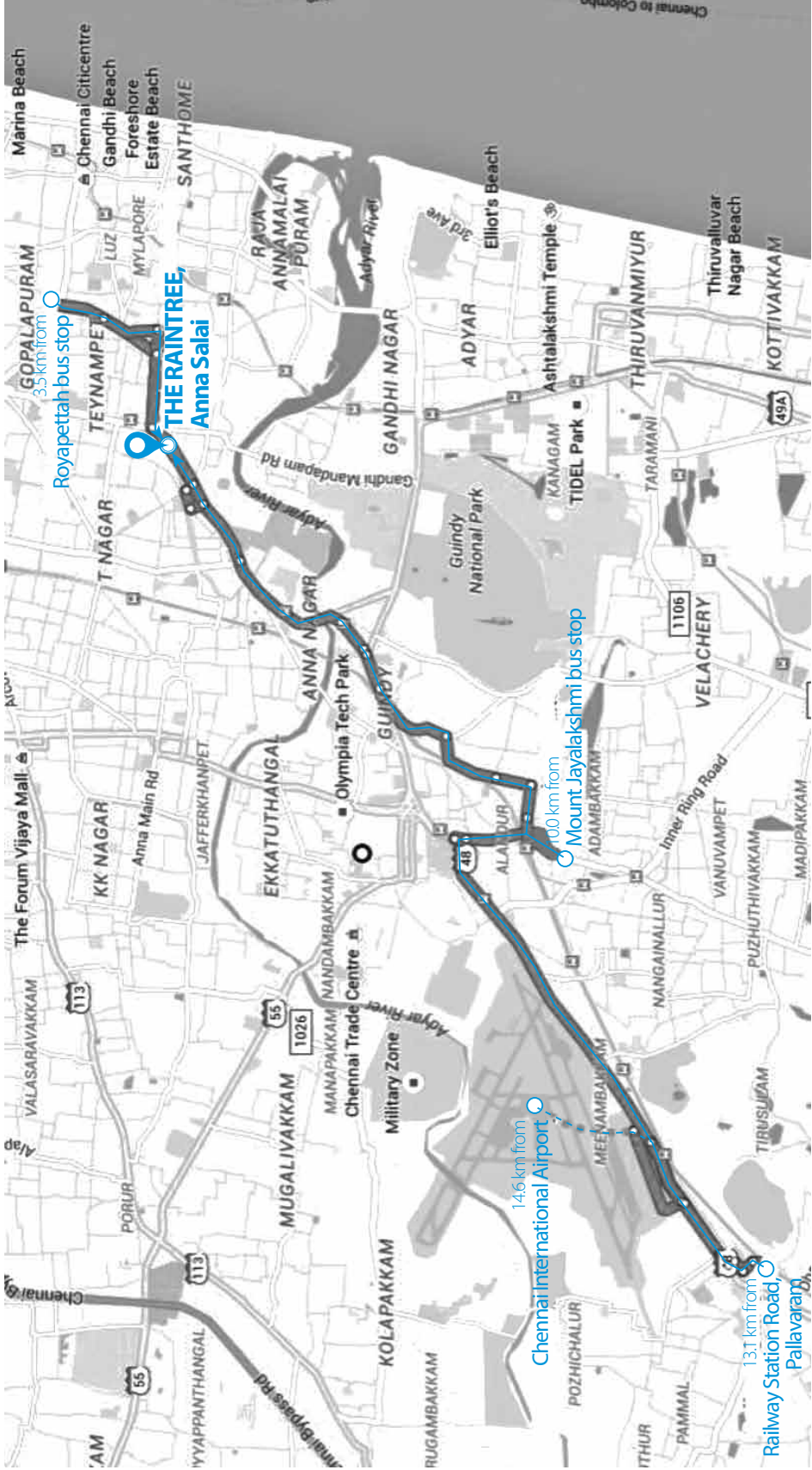
(For Items No. 3 and 5)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Particulars	Mr. Nishith Arora	Ms. Yamini Tandon
Date of Appointment	May 25, 2015	August 03, 2015
Age	58 Years	29 Years
Last gross remuneration (during financial year 2015-16)	₹69.09 lacs	3.04 lacs
Qualifications	Graduation in Economics from Delhi University, PGDBM from IIM, Ahmedabad and 3-year Owner President Management program at Harvard Business School.	Graduation in Political Science from Lady Shri Ram College for Women, New Delhi, Post Graduate Program in Management from Indian School of Business, Hyderabad with specialization in Marketing and Strategy.
Expertise in specific functional area	Mr. Nishith Arora is an entrepreneur based in India with long years of experience in international and domestic outsourcing. Founder of International Typesetting and Composition (subsequently sold and renamed as Glyph) and ADI BPO Services Limited. He is also a co-founder of ADI Media Private Limited, a leading B2B magazine publisher.	Ms. Tandon has 7 years of experience with specialization in Marketing and Strategy.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rahul Arora – Son Ms. Yamini Tandon – Daughter-in-Law	Mr. Rahul Arora – Husband Mr. Nishith Arora – Father-in-Law
Number of Meetings of the Board attended during the year	4 Meetings	2 Meetings
Directorships held in other Public Limited Companies in India	ADI BPO Services Limited	Nil
*Chairmanships / Membership of Committees in other public limited companies in India.	NIL	NIL
Shareholding in the Company (No. of shares)	NIL	NIL

*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 viz. Audit Committee and Stakeholders' Relationship Committee.

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



MPS Limited

Registered Office: RR Towers IV, Super A, 16/17 Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032

CIN: L22122TN1970PLC005795, Phone: 0120-4599754 Fax: 0120- 4021280

Email ID: investors@adi-mps.com, Website: www.adi-mps.com

ATTENDANCE SLIP

Name and Address:		
Joint Holders:		
Email-Id:		
Folio No./DP ID:		Client ID:

I/We hereby certify that I/We am/are registered Member/Proxy for the registered member of the Company and hereby record my/our presence at the **46th Annual General Meeting** of the Company held on **Tuesday, July 19, 2016 at 3:00 p.m.** at The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai – 600 035 or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

Name of the Registered Holder/Proxy / Authorized Representative (IN BLOCK LETTERS)	Signature of the Registered Holder/Proxy / Authorized Representative

NOTE: Members/Proxies to members/Authorized Representative are requested to fill in the details, sign and handover this slip at the entrance of the venue of the Annual General Meeting.



MPS Limited

Registered Office: RR Towers IV, Super A, 16/17 Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032

CIN: L22122TN1970PLC005795, Phone: 0120-4599754 Fax: 0120- 4021280

Email ID: investors@adi-mps.com, Website: www.adi-mps.com

Form No. MGT -II PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name and Address:		
Joint Holders:		
Email-Id:		
Folio No./DP ID:		Client ID:

I/We, being the member(s), of shares of the above named company, hereby appoint :

- Name: Address:.....
E-mail Id:, or failing him/her;
- Name: Address:.....
E-mail Id:, or failing him/her;
- Name: Address:.....
E-mail Id:, or failing him/her;

And whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **46th Annual General Meeting** of the Company to be held on **Tuesday, July 19, 2015 at 3:00 p.m.** at The Raintree Hotels, 636 Anna Salai, Teynampet, Chennai – 600 035 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.



Sr. No.	Resolutions	*Optional	
		For	Against
1.	Receive, consider and adopt the Audited Financial Statement (Standalone and Consolidated), Reports of the Board of Directors and Auditors thereon		
2.	Confirm three Interim Dividends as Final dividend		
3.	Re-appointment of Mr. Nishith Arora, who retires by rotation		
4.	Appointment of Statutory Auditors and fixing their remuneration		
5.	Appointment of Ms. Yamini Tandon as a Non – Executive Director		
6.	Payment of Commission to Non – Executive Directors		

Signed this..... day of..... 2016

Signature of shareholder:.....

Signature of Proxy holder(s):

Affix Re. 1 Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 46th Annual General Meeting.

* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.