R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 43502997, 42555587
email : sridharan.r@aryes.in
web : www.aryes.in

Consolidated Scrutinizer's Report

20th July, 2017

The Chairman
MPS Limited,
RR Tower IV, Super A, 16/17,
Thiru-Vi-Ka Industrial Estate, Guindy,
Chennai - 600 032

Ref: The 47th Annual General Meeting of the members of MPS Limited held on Wednesday, 19th July, 2017 at 3.00 p.m.at The Raintree Hotels, 636, Anna Salai, Teynampet, Chennai – 600 035

Dear Sir,

The Board of Directors of **MPS Limited (**the **"Company")** vide resolution dated 10th May, 2017 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us, M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process held between Sunday, July 16, 2017 (9.00 AM) (IST) to Tuesday, July 18, 2017 (5.00 PM) (IST) and the Polling process relating to the 47thAnnual General Meeting (**AGM**) of the members of the Company, held on Wednesday, 19th July, 2017 at 3.00 p.m.at The Raintree Hotels, 636, Anna Salai, Teynampet, Chennai – 600 035.The shareholders of the Company as on the "cut off" date i.e. Wednesday, 12th July, 2017 were entitled to vote as set out in the notice of the AGM.

We now submit ourconsolidated Report as under:

1. After the announcement of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.

2. After the time fixed for closing of the poll, 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 Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete, unsigned and/or which were otherwise found defective have been treated as invalid and kept separately.

R.SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No.5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17 COMPANY SECRETARIES

4. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Ms. A Deepika, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the official website of the Central Depository Services (India) Limited[CDSL].

5. The consolidated result (Remote E-voting and Poll) of the said Resolutions are as under:

Item No. 1 - Adoption of Audited Standalone & Consolidated Financial Statements for the Financial Year ended March 31, 2017, Reports of Board of Directors & Auditors thereon (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
20	**14634225**	**17**	**10428**	**14644653**	**99.9998**

(ii) Votes**against** the resolution:

Number of members voted in Remote F- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**4**	**24**	**24**	**0.0002**

(iii) **Invalid** Votes:

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

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, wereport that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM dated May 10, 2017 is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES
OLD No. 12 NEW No.5 GROUND FLOOR
SIVASWAMI STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17
COMPANY SECRETARIES

Item No. 2 –Re-appointment of Mr. Rahul Arora (DIN:05353333) as director who retires by Rotation (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
19	**2017229**	**16**	**10424**	**2027653**	**99.9988**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**4**	**24**	**24**	**0.0012**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, wereport that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM dated May 10, 2017 is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES * (OLD No. 12) NEW No.5 GROUND FLOOR SIVASUBRAMANIAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

Item No. 3 – Ratification of appointment of M/s. BSR & Co. LLP, Chartered Accountants as Statutory Auditors (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
20	**14634225**	**17**	**10428**	**14644653**	**99.9998**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**4**	**24**	**24**	**0.0002**

(iii) **Invalid** Votes:

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

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 dated May 10, 2017 is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES ★ COMPANY SECRETARIES ★ (OLD No. 12) NEW No.5 GROUND FLOOR SIVASWAMY STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

Item No. 4 – Appointment of Mr. Nishith Arora (DIN:00227593) as a Non-Executive Director of the Company(Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
18	**2017069**	**16**	**10424**	**2027493**	**99.9907**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**160**	**5**	**28**	**188**	**0.0093**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, wereport that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM dated May 10, 2017 is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No.5 GROUND FLOOR SIVASAMY STREET, OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17 COMPANY SECRETARIES

Item No. 5 – Authorizing Board of Directors for investments under Section 186 of the Companies Act,2013 (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
10	**13688408**	**16**	**10424**	**13698832**	**93.5414**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
10	**945817**	**5**	**28**	**945845**	**6.4586**

(iii) **Invalid** Votes:

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

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM dated May 10, 2017 is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES
(OLD No. 12)
NEW No.5
GROUND FLOOR
SIVASAILAM STREET
OFF. HABIBULLAH ROAD
T. NAGAR, CHENNAI-17
COMPANY SECRETARIES

6. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" for each resolution is enclosed.

7. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES * (OLD No. 12) NEW No.5 GROUND FLOOR SIVASAILAM STREET, OFF. HABIBULLAH ROAD, T. NAGAR, CHENNAI-17

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