

MPS LIMITED

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

CIN: L22122TN1970PLC005795; **Website:** www.mpslimited.com;

E-mail: investors@mpslimited.com

Tel: 044-49162222; **Fax:**044- 49162225

Form No. MGT-12

POSTAL BALLOT FORM

Sr. No.....

1. Name(s) of First Named Shareholder(s) (in block letters) :
(Including joint holders, if any)
2. Registered address of the Sole/First named shareholder :
3. Registered Folio No. / *DP ID No. and Client ID No. :
(* Applicable to investors holding shares in demat form)
4. Number of equity shares held :
5. E-voting Event Number (EVSN) :
6. User ID :
7. Password :
8. I/We hereby exercise my/our vote in respect of the Resolution as detailed in the Notice convening meeting of the Equity Shareholders of the Company, convened pursuant to order dated August 30, 2018 of the National Company Law Tribunal, Chennai Bench to be held on 25 October, 2018 at 2:30 p.m. at The Rain Tree Hotels, 636 Anna Salai, Teynampet, Chennai-600035 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate column below:

Item No.	Resolution	No. of Shares	I/We assent to the Resolution (IN FAVOUR)	I/We dissent to the Resolution (AGAINST)
1.	Resolution to consider and approve the scheme, inter-alia involving, amongst others, amalgamation of the ADI BPO Services Limited ('Transferor Company') (Post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) with MPS Limited ('Transferee Company') and their respective shareholders and creditors			

Place:

Date:

.....
(Signature of the shareholder)

Note: Please read the instructions overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of the shareholders who do not have access to e-voting facility.
2. A Member desiring to exercise vote by Postal ballot may complete this Postal Ballot Form (**in original**) and send it to the Scrutinizer appointed by the Company in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered Member will also be accepted. Voting through photocopy of the Postal Ballot Form will not be considered valid. Please note that if any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and may be destroyed and the Company and/ or the Scrutinizer shall not be held responsible for the same.
3. The consent must be accorded by recording the assent in the Column '**IN FAVOUR**' and dissent in the column '**AGAINST**' by placing a tick mark (✓) in the appropriate column.
4. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.
5. This form should be completed and signed by the shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
6. In case of shares held by companies, trust, societies and corporate members etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ other Authority together with the attested specimen signature of the duly authorized person exercising the voting by Postal Ballot.
7. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Member as on **Friday, the September 7, 2018**.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 PM) (IST) on **Wednesday, October 24, 2018**. Postal Ballot Form received after this date and time will be strictly treated as if the reply from the Member has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly, members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
10. An Equity Shareholder may request duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.
11. There will be only one Postal Ballot form for every folio irrespective of the number of joint member(s).
12. The Scrutinizers decision on the validity of the Postal Ballot will be final.
13. The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Postal Ballot Notice. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. The e-voting period shall commence on **Tuesday, 25th September 2018 at 9:00 a.m.(IST) and ends on Wednesday, 24th October 2018 at 5:00 p.m. (IST)**.
14. The voting period ends on the close of working hours at 5.00 PM (IST) on **Wednesday, the October 24, 2018**. The e-voting module shall also be disabled by CDSL for voting thereafter.
15. The results of the Postal Ballot will be declared in the manner as specified in the Notice.