



**MPS INFOTECNICS LIMITED**  
CIN: L30007DL1989PLC131190

Regd. Office: 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001

Website: <http://www.mpsinfotec.com>

# Notice of 30th Annual General Meeting

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of MPS Infotecnics Limited shall be held on Monday the 30<sup>th</sup> day of September, 2019, at 10.00 a.m. at the Registered Office of the company situated at 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 to transact the following business:

## ORDINARY BUSINESS:

### **Item No. 1: Adoption of Financial Statements**

To receive, consider and adopt Standalone & Consolidated Annual Financial Statements, comprising of Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss for the year ended on 31<sup>st</sup> March 2019 and Cash Flow Statement for the year ended on 31<sup>st</sup> March 2019 together with the Report of the Board of Directors and Auditors thereon.

### **Item No. 2: Re-Appointment of Mr. Rachit Garg (DIN: 07574194) as Director of the Company liable to retire by rotation**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

**“RESOLVED THAT**, pursuant to the provisions of sub-section (6) of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 the consent of the members of the Company be, and is hereby accorded to the re-appointment of **Mr. Rachit Garg (DIN: 07574194), the retiring Director**, as a director of the Company liable to retire by rotation.”

## SPECIAL BUSINESS:

### **Item No. 3: Re-Appointment of Mr. Manoj Kumar Jain (DIN-01887411) as an Independent Director.**

To consider and, if thought fit, pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company Mr. Manoj Kumar Jain (DIN - 01887411), who holds the office of Independent Director of the Company up to the date of this Annual General Meeting (i.e. Thirtieth Annual General Meeting) & who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 (1) (b) of the Listing Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) years i.e. from the date of this Annual General Meeting (i.e. Thirtieth Annual General Meeting) up to the date of the Thirty Fifth (35th) Annual General Meeting of the Company to be held in the financial year 2024.”



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#### **Item No. 4: Approval of Related Party Transactions**

To consider and if thought fit, to pass with or without modification following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 & Regulation 23(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with related parties as defined under the Act with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature with related parties with effect from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting to be held in the calendar year 2020 up to the maximum 100 crore as provided in the Explanatory statement forming part of this Notice.

**FURTHER RESOLVED THAT** the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution. ”

#### **Item No. 5:- To Consider and Approve Disinvestment in Subsidiaries of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 180 (1) (a) and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and subject to all other applicable provisions of the Companies Act, 2013, if any, (Including any statutory modifications, or re-enactment thereof for the time being in force), Regulation 24(5) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and Rules and Regulations made thereunder, the provisions of the Memorandum and Articles of Association of the Company, and other applicable statutory provision and regulations, if any, as amended from time to time, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), consent of members be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell / disinvest by way of the sale, transfer or disposal of the entire or substantially the entire shareholding of the Company in one or more tranches at a price determined as per RBI guidelines and on such terms and conditions and with such modifications, as may be required by any of the concerned authorities or as the Board of the company may deem fit and appropriate in the interest of the Company in wholly owned subsidiaries of the company namely, Axis Convergence INC., Mauritius; Greenwire Network Ltd., Hongkong; and Opentech Thai Network Specialists Co. Ltd., Thailand.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company:

1. to do all such acts, deeds, matters and things including but not limiting to deciding the time when the disinvestment be done by the Company;
2. the manner of disinvestment , extent of disinvestment , other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the disinvestment;



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3. negotiating and finalizing the terms of sale, negotiating, finalizing and executing share sale purchase agreement(s) by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters, and such other papers as may be necessary , desirable, and expedient to be agreed, signed and executed;
4. to determine the final consideration / pricing;
5. to make all such filings, and applications, for the statutory / regulatory and other approvals as may be required in the matter and to complete the aforesaid transaction.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or Officers and/or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved”.

**By the Oder of the Board of Directors  
For MPS Infotecnics Limited**

**SD/-**

**Peeyush Kumar Aggarwal**  
**Chairman & Managing Director**  
**DIN: 0009042**

**Date: 10/08/2019**  
**Place: New Delhi**



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**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the Special Businesses to be transacted at the Annual General Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and hold in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. A blank proxy form is being sent herewith. The instrument appointing proxy, duly stamped completed and signed should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies. All alterations made in the Form of Proxy should be initialled.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send (in advance) at the Registered Office of the Company, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
5. The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form are enclosed. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed in accordance with their specimen signature(s) registered with the Company / Depository, to the meeting and handover it at the entrance of the meeting hall. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Route map and details of prominent land mark of the venue of the meeting is provided on the Attendance slip and forms part of the Notice calling the Annual General Meeting.
7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, September 24<sup>th</sup>, 2019 to Monday, September 30<sup>th</sup>, 2019 (both days inclusive).
8. Inspection:
  - (a) All the documents referred to in the Notice and Annual Report are available for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) from 1 P.M. to 4 P.M. up to the date of the Annual General Meeting.
  - (b) The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which



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Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

- (c) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he / she has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
9. Members desirous of obtaining any information / clarification concerning the Financial Statements for the Financial Year ended March 31, 2019, of the Company, may send their queries in writing atleast seven days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company or at E-Mail Id: [info@mpsinfotec.com](mailto:info@mpsinfotec.com)
10. Additional information, pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Director recommended by the Board for re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance annexed with the Annual Report. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the rules made thereunder.
11. The Green Initiative introduced by the Ministry of Corporate Affairs, The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to members whose E-Mail address are registered with the Company or the Depository Participants. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their E-Mail address with the Company or the Depository Participants or from whom the Company has received a request for a physical copy of the Annual Report. The said documents are also available for download and may also be accessed on the website of the Company viz. [www.mpsinfotec.com](http://www.mpsinfotec.com) under "Investor Zone"
12. Members are requested to notify immediately about any change in their postal address/ E-Mail address /bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. M/s MAS Services Limited having its office at T-34, IInd Floor Okhla Industrial Area Phase-II New Delhi-110020.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (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 can submit their PAN to the RTA.
14. Members may also note that the Notice of the 30<sup>th</sup> AGM and the Annual Report 2018-19 will be available on the Company's website, [www.mpsinfotec.com](http://www.mpsinfotec.com) as well as on the Stock Exchange Websites i.e., [www.nseindia.com](http://www.nseindia.com) & [www.bseindia.com](http://www.bseindia.com).
15. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
16. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.



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Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with their depository participant as shares in physical form cannot be traded in terms of SEBI notification bearing no. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June 2018. The said notification is available on SEBI's website, "[www.sebi.gov.in](http://www.sebi.gov.in)".

- 17.** In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No.
- 18.** Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / Demat form, the nomination form may be filed with the respective Depository Participant.



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***“ANNEXURE TO NOTICE”***

**EXPLANATORY STATEMENT**

**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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**Item No.2**

Mr. Rachit Garg is a Non- Executive Director of the Company & Chairman of Stakeholders Relationship Committee. At the Twenty Ninth (29<sup>th</sup>) Annual General Meeting of the Company held on September 29, 2018, Members of the Company had approved appointment of Mr. Rachit Garg (DIN - 07574194) as a Non-Executive Director of the Company, liable to retire by rotation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rachit Garg holds office up to the conclusion of the ensuing AGM.

And pursuant to the provisions of Section 160 of the Companies Act, 2013 as amended, the Nomination and Remuneration Committee, in its meeting held on 10<sup>th</sup> August 2019 has recommended the candidature of Mr. Rachit Garg for the office of Director, to be re-appointed as such under the provisions of Section 149, 152 (6) of the Companies Act, 2013.

Appointment of Mr. Rachit Garg, as Director of the Company shall be liable to retire by rotation pursuant to the provisions of section 152(6) of the Companies Act, 2013.

The Company has received, from Mr. Rachit Garg, (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of the Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rachit Garg, Non-Independent Non- Executive Director proposed to be re-appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under. Mr. Rachit Garg is liable to retire by rotation pursuant to the provisions of sub-section (6) of Section 152 of the Companies Act, 2013.

**Brief Profile of Mr. Rachit Garg:** - Mr. Rachit Garg is an MBA Finance & Marketing from UP Technical University, Meerut apart from being a Commerce Graduate from Chaudhary Charan Singh University, Meerut. He has a rich experience of over 7 years in Accounts & Finance. He had earlier worked with Geiper Consulting Pvt. Ltd. in the Accounts & Finance Department and he specializes in marketing of financial products.

Companies (other than MPS Infotecnics Limited) in which he holds directorship and committee memberships are as follows:-

- Onus Plantations And Agro Limited
- Kanhai Cements Works Private Limited
- Onshore Shipping Limited.
- Eroads Infrastructure Private Limited
- MPS Informatics Private Limited
- Eshoppers India Limited
- Hamilton Homes Private Limited



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- Pavilion Heights Private Limited
- Tropicana Homes Private Limited
- Diplomat IT Systems Private Limited
- Saturn Infocom Limited
- Omkam Infotel Private Limited.
- Magnum Plasticizer And Allied Products Private Limited
- K V Cements Private Limited

Mr. Rachit Garg does not hold any shares in the Company.

Your directors are of the view that company would be immensely benefitted by the expertise and guidance of Mr. Rachit Garg and therefore recommend his appointment and approval of the resolution contained in Item No. 2 of this Notice convening the Annual General Meeting.

Except Mr. Rachit Garg, being an appointee, none of the Directors, Key Managerial Personnel of the company and their relatives, is concerned or interested, financial or otherwise in the resolution set out in item no.2.

The Board of Directors recommends the resolution for approval by the members.

**Item No. 3**

Mr. Manoj Kumar Jain is an Independent Director of the Company and Chairperson of the Risk Management Committee of the Board of Directors of the Company. Apart from being a chairperson of Risk Management Committee, he is also a member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

At the Twenty Fifth (25th) Annual General Meeting of the Company held on December 30, 2014, Members of the Company had approved appointment of Mr. Manoj Kumar Jain (DIN - 01887411) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from the Twenty Fifth Annual General Meeting of the Company.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director is eligible for re-appointment for a second term of up to 5 years upon passing of a Special resolution by the Shareholders of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable that the Company continues to avail services of Mr. Manoj Kumar Jain as an Independent Director.

As the current term of appointment of Mr. Manoj Kumar Jain (DIN - 01887411) is expiring at the ensuing Annual General Meeting of the Company, your Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board and after reviewing declaration of independence received from Mr. Manoj Kumar Jain, recommends re-appointment of Mr. Manoj Kumar Jain as an Independent Director for a second term of Five (5) years commencing from the date of this Thirtieth (30<sup>th</sup>) Annual General Meeting up to the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Company to be held in the financial year 2024. Requisite consent has been received from Mr. Manoj Kumar Jain pursuant to provisions of Section 152 of the Companies Act, 2013.





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In the opinion of the Board, Mr. Manoj Kumar Jain, who is proposed to be re-appointed for the second term as an Independent Director of the Company, fulfils the conditions specified under Section 149(6), Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management.

**Brief Profile of Mr. Manoj Kumar Jain (DIN: 01887411)**

Mr. Manoj Kumar Jain, (DIN: 01887411) aged about 53 years is a Commerce Graduate and Management consultant by profession and advises on various aspects of management. He has a vast experience of 25 years in the field of General & Financial Management.

Mr. Manoj Kumar Jain holds directorship and membership of the Committees of the Board of Directors of the under stated other companies in India:

**1. North Eastern Carrying Corporation Limited \_\_ Independent Director**

- Audit Committee – Chairman
- Nomination & Remuneration Committee – Chairman
- Stakeholders Relationship Committee – Chairman

**2. Advik Laboratories Limited \_\_ Independent Director**

- Audit Committee – Chairman
- Nomination & Remuneration Committee – Chairman
- Stakeholders Relationship Committee – Chairman

Your Board recommends the Special resolution as set out in Item No. 3 for your approval.

**Interest of Directors and KMP:** None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Manoj Kumar Jain (whose appointment is proposed in the resolution) is in any way concerned or interested in the resolution.

*Mr. Manoj Kumar Jain, the proposed director, holds 82,500 Equity Shares in the Company.*

***This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.***

**Item No. 4**

In light of provisions of Section 188 (1) of the Companies Act, 2013 and rules made thereunder, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2019-20.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

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(a)

Name of the Related Party	Nature of relationship	Nature of the transaction	Maximum Expected Value of the transactions per annum (Rs.)	Nature, duration of the contract and particulars of the contract or arrangement:
Mr. Peeyush Kumar Aggarwal	Key Managerial Personnel	Unsecured Loans Received	50.00 Crores	Unsecured Loans Repayable on demand or as and when the Company has surplus funds.
M/s. Omkam Global Capital Private Limited	Entities in which KMP (Mr. Peeyush kumar Aggarwal can exercise significant influence	Other Payables – Unsecured	50.00 Crores	Advances from Customers for development of Software.

- (b) **Any advance received for the contract or arrangement-** Rs. 39,564,853 (Rupees Thirty nine million, five hundred sixty four thousand, eight hundred and fifty three only) from M/s. Omkam Global Capital Private Limited.
- (c) **Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

Your Directors recommend the resolution for your approval.

Except Mr. Peeyush Kumar Aggarwal & M/s. Omkam Global Capital Private Limited & their relatives, none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution except to the extent of their shareholding.

**Item No.: 5**

Your company is presently engaged in System Integration and Networking Solutions (including but not limited to trading in hardware), Telecommunication; Enterprise Software; Domain Registration and web hosting; VAS and It Enabled Services.

Consequent upon merger of Axis Convergence Pvt. Ltd. with MPS Infotecnics Limited., Axis Convergence Inc. and Greenwire Network Limited became subsidiaries of the Company, whereas in Opentech Thai Network Specialists Co. Ltd., hereinafter referred to as OTNS, your company had purchased stake from the erstwhile shareholders of the OTNS and through preferential allotment of shares by OTNS and presently holds approximately 99% shares in OTNS.

Axis Convergence Inc. and Greenwire Network Ltd. are in the business of providing International Long Distance telephony. Axis Convergence Inc. was at one point in time one of the top 5



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customers for Bharti Airtel and biggest player in the retail market for international voice cards. However, due to advent of free internet telephony products in the mobile phone like skype, whatsapp, etc., the overall market size gradually went low. This has led to intense competition in the market to grab as much share as possible between players and Axis Convergence Inc. and Greenwire Network Ltd. were out played by the market forces. Mobile messaging business went down gradually due to advent of mobile messaging platforms like whatsapp and many others. As the business of these two subsidiaries have come down considerably and to revival of the business of these companies would need a sizable amount of investment which in the present scenario is not feasible.

Opentech Thai Network Specialist Co. Ltd., a Thailand based company is engaged in trading in Computer Hardware and Peripherals including Networking equipments. However, the past 5 years OTNS had been incurring losses & the Net Worth of the Company had been eroded. The revival of OTNS would need considerable amount of investment which in the present scenario is not feasible.

Further your company intends to focus on its existing business, hence the board of directors in its meeting held on 10<sup>th</sup> August 2018 had decided to disinvest entirely the whole or substantially the whole of its investment in the said subsidiaries, which in the opinion of the Board is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalize the terms of sale in consultation with the advisors, experts and / or other authorities as may be required.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, as amended, a company cannot sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking without the consent of the members by way of a special resolution at the general meeting of the Company. Further in terms of Regulation 24(5) of the Listing Regulations, 2015, as amended from time to time, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing special resolution in its general meeting. In view of the provisions contained in Companies Act, 2013 & Listing Regulations, 2015, the Company would require the approval of the Members of the Company through Special Resolution, for disinvesting its shareholding in the above mentioned three subsidiaries.

Accordingly, the consent of Members by way of Special Resolution is being sought for selling, transferring, the entire and/or substantially the entire shareholding in the company's wholly owned subsidiaries and / or substantially wholly owned subsidiaries.

None of the Directors and Key Managerial Personnel of the Company and their relatives, in any way and / or manner, deemed to be concerned or interested financially or otherwise, (except to the extent of their shareholding in the company) in the Special Resolution as set out in the Notice.

The Board recommends the resolution as set out in Item No. 6 of the notice for approval of the shareholders.

**Date: 10/08/2019**

**Place: New Delhi**

**By the Oder of the Board of Directors  
For MPS Infotecnics Limited**

**Sd/-**

**Peeyush Kumar Aggarwal**

**Chairman & Managing Director**

**DIN: 00090423**



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**ADDENDUM OF NOTICE**

Notice is hereby given that the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 from M/s. Mediamagic Telecommunication Private Limited having Registered Office at 9929-9935, K L Gupta Shopping Complex, New Rohtak Road, Sarai Rohilla, Delhi Central Delhi-110005, member of the Company, proposing the candidature of Mr. Ram Niwas Sharma as Non-Executive, Non-Independent Director & Mr. Shatrughan Sahu for appointment as an Independent Director, on the Board of Directors of MPS Infotecnics Limited at the ensuing 30<sup>th</sup> Annual General Meeting scheduled to be held on September 30<sup>th</sup>, 2019.

It may be noted that the business for the appointment of Mr. Ram Niwas Sharma & Mr. Shatrughan Sahu as Directors of the Company will be placed before the Members for their approval at the ensuing Annual General Meeting, which will be an additional item to be transacted at the ensuing Annual General Meeting, apart from the items as contained in the Notice of Annual General Meeting as circulated along with Annual report of MPS Infotecnics Limited for the Financial Year 2018-19 on September 5<sup>th</sup>, 2019.

The Members are requested to take note of the above Notice & cast their vote either at the AGM or by remote-voting.

**SPECIAL BUSINESS:**

**Item No. 6: Appointment of Mr. Shatrughan Sahu (DIN: 00343726) as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 160, Schedule IV, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations, 2015’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shatrughan Sahu (DIN: 00343726), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Shatrughan Sahu as a candidate for the office of Independent Director of the Company & who has submitted his Consent pursuant to Section 152 (5) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 & a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 (1) (b) of the Listing Regulations, 2015, be and is hereby appointed as an Independent Director of the Company with effect from this Annual General meeting for a term of five consecutive years.

**RESOLVED FUTTHER THAT** Mr. Peeyush Kumar Aggarwal be and is hereby authorized to do all such acts, deeds & things as may be necessary to give effect to this resolution.”



**MPS INFOTECNICS LIMITED**

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**Item No. 7: Appointment of Mr. Ram Niwas Sharma (DIN: 08427985) as Non-Executive, Non-Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Ram Niwas Sharma (DIN: 08427985), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Ram Niwas Sharma as a candidate for the office of Non-Executive Director of the Company, be and is hereby appointed as Non-Executive Director of the Company with effect from this Annual General meeting, whose term of office is liable to retire by rotation.

**RESOLVED FUTTHER THAT** Mr. Peeyush Kumar Aggarwal be and is hereby authorized to do all such acts, deeds & things as may be necessary to give effect to this resolution.”

**By the Oder of the Board of Directors  
For MPS Infotecnics Limited**

**SD/-**

**Peeyush Kumar Aggarwal  
Chairman & Managing Director  
DIN: 0009042**

**Date: 10/09/2019**

**Place: New Delhi**



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**ANNEXURE TO ADDEDUM**

**Explanatory Statement  
Pursuant to Section 102 of the Companies Act, 2013**

**Item No. 6 & 7**

The Company has received a Notice from M/s. Mediamagic Telecommunication Private Limited having Registered Office at 9929-9935, K L Gupta Shopping Complex, New Rohtak Road, Sarai Rohilla, Delhi Central Delhi-110005, member of the Company, proposing the candidature of Mr. Ram Niwas Sharma as Non-Executive, Non-Independent Director & Mr. Shatrughan Sahu for appointment as an Independent Director, on the Board of Directors of MPS Infotecnics Limited at the ensuing 30<sup>th</sup> Annual General Meeting scheduled to be held on September 30<sup>th</sup>, 2019.

**Brief Profile of Mr. Shatrughan Sahu**

Shatrughan Sahu, aged 42 years, is a Bachelor of Commerce from prestigious University. He has an extensive experience of almost 18 Years in various aspects of management, viz., the field of marketing, finance, accounts, taxation, corporate secretarial matters and general administration.

The Company is expected to improve its financial condition under his valuable support and guidance to the Board of Directors of the company.

Mr. Shatrughan Sahu does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him. Mr. Shatrughan Sahu is also not related to any of the Directors of the company.

Mr. Shatrughan Sahu has given his consent to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Shatrughan Sahu has given a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 & Regulation 16 (1) (b) of the Listing Regulations, 2015.

Mr. Shatrughan Sahu is not disqualified to be appointed as Director pursuant to Section 164 of the Companies Act, 2013 read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Shatrughan Sahu has submitted his DIR-3 KYC pursuant to Rule 12A of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Shatrughan Sahu (having DIN: 08427985) does not have any relationship with any of the existing Directors and Key Managerial Personnel of the Company & does not hold any share in the MPS Infotecnics Limited.

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Mr. Shatrughan Sahu holds directorship in following companies:

<b>Name of the Company/ LLP</b>	<b>Current designation of the Director/ Designated Partner</b>	<b>Date of appointment at current designation</b>	<b>Original date of appointment</b>	<b>Date of cessation</b>	<b>Company/ LLP Status</b>
Polar Marmo Agglomerates Limited	Director	28/09/2018	19/01/2018	-	Active
Shashank Traders Limited	Director	30/09/2015	24/07/2015	-	Active
C N Flour Mills Private Limited	Director	26/09/2018	25/06/2018	-	Active
Omkam Pharmaceuticals Private Limited	Director	28/09/2015	12/08/2015	-	Active
Dhiru Development And Constructionprivate Limited	Director	20/07/2016	20/07/2016	-	Active
Kameshwari Buildwell Limited	Director	25/09/2015	21/03/2015	-	Active
Omkam Holiday Homes Private Limited	Director	25/09/2015	23/03/2015	-	Active
Heritage Corporate Services Limited	Director	27/09/2018	01/05/2012	-	Active
Kalypso Developers Private Limited	Director	20/01/2018	20/01/2018	-	Active
Square Yards Estates Private Limited	Director	11/12/2014	11/12/2014	-	Active
Corebrix Developers Private Limited	Director	25/09/2018	20/01/2018	-	Active
MPS Fashions Private Limited	Director	21/07/2015	21/07/2015	-	Active
Marg-Darshan Estate And Invest Privatelimited	Director	01/03/2008	01/03/2008	-	Active
Omkam Consultancy Private Limited	Director	24/02/2018	28/10/2015	-	Active

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The Board of Directors of MPS Infotecnics Limited is of opinion that his association would be of immense benefit to the Company.

Therefore, it is desirable to avail services of Mr. Shatrughan Sahu as an Independent Director of the Company. Except Mr. Shatrughan Sahu, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution. The Board of Directors recommends the resolution for approval by the members.

**Brief Profile of Mr. Ram Niwas Sharma**

Mr. Ram Niwas Sharma son of Mr. Zile Singh Sharma has extensive experience of more than 22 years in Stock Market and Broking in India & have a proven track record in business administration.

Mr. Ram Niwas Sharma is not holding chairpersonship and/or membership in any of the committees of any other Listed Entities.

Mr. Ram Niwas Sharma has given his consent to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Ram Niwas Sharma is not disqualified to be appointed as Director pursuant to Section 164 of the Companies Act, 2013 read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Ram Niwas Sharma has submitted his DIR-3 KYC pursuant to Rule 12A of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Ram Niwas Sharma (having DIN: 08427985) does not have any relationship with any of the existing Directors and Key Managerial Personnel of the Company & does not hold any share in the MPS Infotecnics Limited.

Mr. Ram Niwas Sharma holds directorship in following companies:

Name of Company	Designation	Company Status
Neelabh Spinning Mills Private Limited	Director	Active
Omkam Pharmaceuticals Private Limited	Director	Active
Omkam Retreat Private Limited	Director	Active
Omkam Inns Private Limited	Director	Active
Omkam Resorts Private Limited	Director	Active
Onshore Shipping Limited.	Director	Active
Heritage Corporate Services Limited	Director	Active
Square Yards Estates Private Limited	Director	Active
Radsun Technologies Limited	Director	Active
Omkam Securities Private Limited	Director	Active
Omkam Consultancy Private Limited	Director	Active





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The Board of Directors of MPS Infotec Limited is of opinion that his association would be of immense benefit to the Company.

Therefore, it is desirable to avail services of Mr. Ram Niwas Sharma as a Non-Executive Director of the Company. Except Mr. Ram Niwas Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution. The Board of Directors recommends the resolution for approval by the members.