

MPS INFOTECNICS LIMITED

(Formerly Visesh Infotecnics Limited)

Regd. Off.: 703, Arunachal Building,

19, Barakhamba Road, New Delhi 110001

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POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Resolution appended below is proposed to be passed as a special resolution by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "**Form**") for your consideration. The Board of Directors has appointed Miss. Sakshi Gandhi, Company Secretary in Practice (CP No. 15750) an associate of M/s. Bharat & Associates, Advocates, Chartered Accountants, Company Secretaries and Legal Consultants as the Scrutinizer for conducting the Postal Ballot process and Electronic Voting process in a fair and transparent manner.

Rule 22 of the Rules specify that any consent or otherwise received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the member has not been received. You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed Form in the enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than 6:00 p.m. on Monday, October 3, 2016 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company

E-Voting Option

As per the provisions of the Act, read with the Rules and the SEBI (LODR) Regulation, 2015 the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder. E-voting is optional. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice.

PROPOSED SPECIAL RESOLUTION**Approval for disinvestment in the subsidiary-Opentech Thai Network Specialists Company Ltd**

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

"RESOLVED THAT, pursuant to Section 180 (1) (a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to all other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 24 (5) and 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 provisions 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 the Members of the Company be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell Opentech Thai Network Specialists Co. Ltd., Thailand, a wholly owned subsidiary of the Company, by way of the sale, transfer or disposal of the entire or substantially the entire shareholding of the Company in Opentech Thai Network Specialists Co. Ltd in one or more tranches at a price determined as per RBI guidelines and on such terms and conditions and with such modification 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."

"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;
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 of 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."

Place: New Delhi
Date: 02/09/2016

By order of the Board
For MPS Infotecnics Limited
SD/-
Peeyush Aggarwal
Chairman
DIN: 00090423

Notes :

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.'
2. The Company has appointed Miss. Sakshi Gandhi, Practicing Company Secretary (CP No. 15750) of M/s. Bharat & Associates, Advocates, Chartered Accountants, Company Secretaries and Legal Consultants having office at 304, Tower S-9, Sector D-6, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070, to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on August 26, 2016.
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company during business hours on all working days except Sundays and national holidays, from the date hereof up to 3rd October.
8. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 26th August, 2016 . The special resolutions mentioned herein shall be declared as passed, if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.
9. The voting period for postal ballot for e-voting commences on 4th September, 2016 (9.00 a.m.) and ends on 3rd October,

2016 (6.00 p.m.)

10. The e-voting module shall also be disabled by CDSL for voting thereafter The instructions for voting are as under:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to Miss. Sakshi Gandhi, the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
4. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. A member may sign the Postal Ballot Form through an Attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on the 3rd October, 2016. All Postal Ballot Forms received after this date will be invalid and strictly treated as if the reply from such Member has not been received.
6. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Member(s).
7. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark in both the column will render the form invalid.
8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
9. A member may request the company for a duplicate Postal Ballot Form, if required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, the close of working hours i.e. 6.00 p.m. on 3rd October, 2016.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on cut-off the date i.e. 26th August, 2016.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

B. E-Voting Facility

In case of Members receiving Postal Ballot intimation by e-mail:

- i. In compliance with the provisions of section 108 of the Companies Act, 2013 and with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The members, whose name appear in the Register of Members, Holding shares in Physical or in dematerialized form, as on the Cut-off date (Record Date) i.e. Friday, 26th August, 2016, are entitled to cast their votes electronically on the resolutions set forth in this Notice. The e-voting will commence at 9.00 a.m. on Sunday, 4th September, 2016 and will end at 6.00 p.m. on Monday, 3rd October, 2016.
- ii. The Shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders" tab.
- iv. 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.

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form

PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <p>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 Sequence number in the PAN field.</p> <p>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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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> <p>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 (iv).</p>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- xi. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Visesh Infotecnics Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. 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 Corporate.
 - 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 should be 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.

xix. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 26th August, 2016 may follow the same instructions as mentioned above for e-Voting.

In case of Members receiving Postal Ballot Form by Post:

1. The e-voting period will commence 4th September, 2016 (9:00 a.m.) and end on 3rd October, 2016 (6:00p.m.) (both days inclusive). During this period Members, holding shares in either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once that vote on a resolution has been cast, Members cannot change it subsequently.
2. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Chairman and Company Secretary of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 10th October, 2016 at 4.00 p.m. at the Registered Office of the Company at 703, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001.. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. and of CDSL viz. <https://www.evoting.nsdl.com>.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com.
2. If you are already registered with CDSL for e-voting, then you can use your existing user ID and password for casting your vote.
3. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

Place: New Delhi

Date: 02/09/2016

**By order of the Board
For MPS Infotecnics Limited**

SD/-

Peeyush Aggarwal

Chairman

DIN: 00090423

ANNEXURE
EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

To approve disinvestment of Subsidiary of the Company – Opentech Thai Network Specialist Company Limited.

The Company is presently engaged in System Integration and Networking Solutions (including trading in hardware) Telecommunication; Enterprise Software; Domain Registration & Web Hosting Services; VAS & IT Enabled Services.

Opentech Thai Network Specialists Company Limited, Thailand (hereinafter referred to as OTNS) is also engaged in Trading in Computer Hardware & Peripherals. The primary reason for sale of stake from OTNS is that the Company intends to concentrate its software development and hardware trading business in India. Moreover the OTNS for the past 5 years had been incurring losses & the net worth of the Company has been eroded. Hence, the Board of Directors in its Board Meeting held on 2nd September, 2016 decided to sell its stake.

The Board of Directors is also of the Opinion that the proposed sale of the entire and/or substantially the entire investment in the said subsidiary 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 the sale in consultation with the advisors, experts or other authorities as may be required.

In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company 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 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 an approval of the Members of the Company through a Special Resolution, for disinvesting their shares in OTNS, in terms of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the consent of the Members by way of Special Resolution is being sought for transfer of the entire investment of the Company in WOS.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

The Board recommends the resolution as set out in Sr. no. 1 of the Notice for approval of the Shareholders.

Place: New Delhi
Date: 02/09/2016

By order of the Board
For MPS Infotecnics Limited
SD/-
Peeyush Aggarwal
Chairman

POSTAL BALLOT FORM

1. Name (s) and Registered :

Address of the sole/first-named

shareholder

2. Name(s) of Joint-Holder(s), if any :

3. Registered Folio No./DP ID No./

Client ID No.* (*Applicable to investors

holding shares in dematerialized form) :

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot, by conveying my/our assent or dissent to the said Resolution by placing tick (√) mark in the appropriate box below:

Description of Resolution	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
To Approve disinvestment of Subsidiary – Opentech Thai Network Specialist Company Limited.			

Place:**Date:****Signature of the Member****Notes:**

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sig this form.
- (ii) Last date for receipt of postal ballot Form; 3rs October, 2016 (5:00 p.m.).
- (iii) Please read the instructions mentioned in the Notice before exercising your vote.