

ATTENDANCE SLIP

DP ID No*	
Client ID No*	

Folio No.	
No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the Fortieth Annual General Meeting of the Company held on Thursday, the 8th day of July, 2010 at 3.00 P. M. at Mowbrays, Banquet Room, Sheraton Park Hotel & Towers, 132, T.T.K.Road, Chennai – 600 018 .

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

* Applicable for members holding shares in electronic form

Note: Please fill attendance slip and hand it over at the Entrance of the Meeting Hall

MPS Limited,

(Formerly Macmillan India Limited)
Registered Office: 21 Patullos Road, Chennai – 600002.

PROXY FORM

DP ID No*	
Client ID No*	

Folio No.	
No of Shares	

I / We of
a Member / Member(s) of MPS Limited hereby appoint of
.....or failing him / her on
my/our proxy to attend and vote for me / us on my / our behalf at the Fortieth Annual General Meeting of the Company to be held
on Thursday, the 8th day of July, 2010 at 3.00 P. M. or at any adjournment thereof.

Signed this..... day of2010

Revenue
Stamp

Signature

Note: The proxy form in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. The proxy need not be a member of the Company.

* Applicable for members holding shares in electronic form



NOTICE TO MEMBERS

NOTICE is hereby given that the Fortieth Annual General Meeting of the Company will be held at 3.00 p.m. on Thursday, the 8th July 2010 at Mowbrays Banquet Room, Sheraton Park Hotel & Towers, 132 T.T.K. Road, Chennai 600 018 for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at 31st December 2009, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend
3. To appoint a Director in the place of Mr. D.E.Udwadia, who retires by rotation, and being eligible, offers himself for re-election.
4. To appoint a Director in the place of Mr. R.R.Chari, who retires by rotation and being eligible, offers himself for re-election.
5. To appoint M/s.Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :
"RESOLVED THAT pursuant to the provisions of Section 31, 268 and other applicable provisions, if any, of the Companies Act, 1956 (including any modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of Central Government, the consent of the members be and is hereby accorded to the alteration of the Articles of Association of the Company by substituting the existing Articles 149 & 150 with the following new Articles:

149.	<i>Subject to the provisions of Section 269 and other applicable provisions of the Companies Act, 1956 and these Articles, the Board shall have power to appoint from time to time, one or more of their body to be Managing Director or Managing Directors of the Company for such term not exceeding five years at a time and upon such terms and conditions as the Board shall think fit. The Board may, from time to time (subject to the provisions of any contract/s between the Company and the Managing Director or Managing Directors), remove him or them from office and appoint another or others in his or their place or places.</i>	<i>Power to appoint Managing Director</i>
150.	<i>The Managing Director or Managing Directors shall (subject to the provisions of any contract between him or them and Company) be subject to the same provisions as to resignation and removal as the other Directors and if he or they ceases to hold office as Director he or they shall, ipso facto and immediately, cease to be the Managing Director or Managing Directors."</i>	<i>To what provisions Managing Director shall be subject</i>

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to accept such modifications as may be required by the Central Government in this regard and to do all such acts, deeds and things necessary for the purpose of giving effect to this resolution.

On behalf of the Board,

Place: Bengaluru
Date: 29th April 2010

Rajiv K Seth
Managing Director

NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company** (Proxy form is enclosed). The proxy form duly completed and signed must be sent as to reach the Company not less than 48 hours before commencement of the Meeting.
2. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special business under Item No. 6 is annexed hereto.
3. The Register of Members and Share Transfer Books will remain closed from Thursday, the 1st day of July, 2010 to Thursday, the 8th day of July, 2010 (both days inclusive).
4. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
5. Consequent to the amendment to Section 205A (5) of the Companies Act, 1956 and the introduction of Section 205C of the Companies (Amendment) Act, 1999, all amounts transferred to the Unpaid Dividend Account of the Company for dividend declared upto the financial year ended December 31, 2002 and remaining unpaid or unclaimed for a period of seven years from the date of such transfer has been transferred to the Investor Education and Protection Fund. Members shall not be able to register their claims in respect of their un-encashed Dividend with regard to the above dividend. Members who have not so far claimed their Dividends for the year ended December 31, 2002 and any subsequent year(s) are requested to make a claim to the Company.
6. The payment of Dividend, upon sanction by the shareholders at the Annual General Meeting, will be made on or before 7th August, 2010 to:
 - a. all those beneficial owners holding shares in the dematerialised form as per the beneficial ownership data made available to the Company by the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) at the end of the day on 30th June, 2010.
 - b. all those shareholders holding shares in physical form after giving effect to all valid share transfers lodged with the Company on or before closing hours on 30th June, 2010.
7. Shareholders, holding shares in physical form, are requested to notify immediately any change of address and change of bank account details/ ECS particulars to the Company's Registrar and Transfer Agents, viz, Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai-600 002 so as to reach them on or before 30th June, 2010.
8. Beneficial owners holding shares in the dematerialised form are requested to notify any change of address and bank account/ECS particulars to their respective depository participants and make sure that such changes are recorded by them correctly on or before 30th June, 2010. The particulars recorded with the depository participants will be considered for making the payments of Dividend either by issuing payment instruments or by ECS as recently intimated to the Company/RTAs. Shareholders are requested to take appropriate action in the matter, in their own interest, to avoid delays in receiving Dividend.
9. Members/Proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
10. Members are requested to bring their copies of the Annual Report at the time of attending the meeting.
11. As per the Companies Act, 1956, facility for making nominations is now available to individuals holding shares of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Registrar and Transfer Agents of the Company.
12. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/Dop/CIR-05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction.
13. In continuation of the said circular, it is hereby clarified that for securities market transactions and off-market/private transactions involving transfer of shares in listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to the Company/RTAs for registration of such transfer of shares.

Requirement under the Listing Agreement

As required under Clause 49 (IV) (G) of the Listing Agreement, the details of the directors who retire by rotation and are eligible for re-appointment are given below.

Item No. 3 - Re-appointment of Mr. D E Udwardia as a Director

Name :	Mr. D. E. Udwardia
Age:	70 years
Educational Qualifications:	MA, LLB
Professional Qualification and standing :	<p>Advocate and Solicitor, Bombay High Court, Solicitor, Supreme Court of England, Founder partner of M/s.Udwardia & Udeshi, Solicitors & Advocates, Mumbai.</p> <p>Former partner of Crawford Bayley & Co. Solicitors & Advocates, Mumbai for over 20 years. Mr. Udwardia has 43 years standing in the legal profession. He and his firm are Legal Counsel for several Indian companies, multinational corporations and foreign banks having a presence in India.</p> <p>His practice areas cover Corporate Law, Commercial Law, Joint Ventures, Foreign Investments, Mutual Funds, Mergers and Acquisitions, International Loans, Project Finance, Capital Markets, Intellectual Property and Conveyancing.</p>

The details of his directorships and membership of Committees in other Companies as at 31st December, 2009 are as follows:-

Directorships:

Position	Company
Chairman	AstraZeneca Pharma India Limited.
Director	<p>ABB Limited</p> <p>ADF Foods Limited</p> <p>The Bombay Burmah Trading Corporation Ltd.</p> <p>Development Credit Bank Ltd.</p> <p>Eureka Forbes Ltd.</p> <p>ITD Cementation India Ltd.</p> <p>JM Financial Ltd.</p> <p>Mechanalysis (India) Ltd.</p> <p>Nitesh Estates Ltd.</p> <p>Wyeth Ltd.</p> <p>WABCO-TVS (INDIA) Ltd.</p>

Committee Memberships:

Company	Name of the Committee	Position
ABB Ltd.	Audit Committee	Member
ABB Ltd.	Shareholders Grievance Committee	Chairman
AstraZeneca Pharma India Ltd.	Audit Committee	Member
Bombay Burmah Trading Corp Ltd.	Audit Committee	Member
Development Credit Bank Ltd	Audit Committee	Member
ITD Cementation Ltd	Audit Committee	Member
Wyeth Ltd	Audit Committee	Member
WABCO – TVS(India) Ltd	Audit Committee	Member

He joined the Board on 19th November 1994.

Mr D.E. Udwardia does not hold any shares in the Company.

Item No. 4 – Re-appointment of Mr. R.R.Chari as a Director

<i>Name :</i>	<i>Mr. R R Chari</i>
<i>Age:</i>	<i>82 years</i>
<i>Educational Qualifications:</i>	<i>MA (Economics), IRS (Retd.)</i>
<i>Professional Qualification and standing :</i>	<i>Retired Commissioner of Income Tax. His area of expertise is Direct Taxation.</i>
<i>Other Directorships :</i>	<i>Makers Development Private Ltd. M S Cox Private Ltd.</i>
<i>Committee Memberships:</i>	<i>Nil</i>

He joined the Board on 15th July 1997.

Mr. R.R. Chari does not hold any shares in the Company.

Place: Bengaluru

Date: 29th April 2010

On behalf of the Board,

Rajiv K Seth
Managing Director

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 6 – The present Article 149 of the Articles of Association of the Company does not specifically provide for the time period of appointment of the Managing Director(s).

In order to bring the existing Article 149 of the Articles of Association in conformity with the provisions of Section 317 (1) of the Companies Act, 1956 the same is sought to be amended accordingly.

Further the proposed amendment to the Article 150 is considered necessary since present article cites the reference of retiring by rotation and election or reappointment of a Managing Director which is contrary to the Article 154 which provides that a Managing Director shall not while he continues to hold that office be subject to retirement by rotation.

In accordance with provisions of Section 268 of the Companies Act, 1956 any amendment of any provision relating to the appointment or re-appointment of a managing or whole time director or of a director not liable to retire by rotation, whether in the memorandum, articles, agreement or in any resolution passed at a general meeting or by its Board requires the approval of the Central Government.

The proposed amendment to the Articles of Association of the Company also require approval of the members at a General Meeting. Accordingly the Board commends the special resolution as set out under Item No.6 in the notice for your approval.

None of the directors of the Company is interested or concerned in the proposed resolution except as holders of shares in general or that of the Companies, firms and / or institutions of which they are directors, partners or members and who may hold shares in the Company.

The existing Memorandum of Association and Articles of Association of the Company will be open for inspection at the Registered Office of the Company during business hours on all working days between 11.00 a.m. to 1.00 p.m. upto 8th July, 2010.

On behalf of the Board,

Place: Bengaluru
Date: 29th April 2010

Rajiv K Seth
Managing Director

