

MPF Systems Limited

ANNUAL REPORTS

2016 – 2017

Notice of 24th Annual General Meeting and E-Voting

Notice is hereby given that the 24th Annual General Meeting ("AGM") of the Company will be held on Friday, 29th September, 2017 at 11:30 a.m. at 108 Prim Plaza, J.V. Compound, B.M. Road Elphinstone (w) Mumbai – 400013 to transact the businesses as set out in the Notice convening the AGM, which has been dispatched to the Members (Registered Post/Email) along with the Annual Report for the year 2016-2017.

Notice is further given that pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10(1) of the Companies (Management and Administration) Rules, 2014 and as per Regulations 42 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive).

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company offers the e-voting facility through Central Depository Service (India) Limited (CDSL) to enable the Members to cast their votes by electronic means on all the resolutions set out in the Notice convening the AGM.

The details required to be given under the Companies Act, 2013 and Rules made thereunder are as follows:

1. Members holding shares either in physical form or in dematerialized form, as on cut-off date i.e. 22nd September, 2017 shall be entitled to avail the facility of remote e-voting and voting to be held at AGM on the business specified in the Notice of the Company.
2. Remote e-voting period commence on Tuesday, 26th September, 2017 at 9:00 a.m.(IST) and end on Thursday, 28th September, 2017 at 5:00 p.m.(IST) and thereafter, the remote e-voting module shall be disabled by CDSL.
3. Details of the manner of casting of votes are provided in the Notice of AGM posted on the website of the Company viz.. www.mpfsl.co.in .
4. The Member who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again and members attending the meeting who have not cast their vote through e-voting shall be able to vote at AGM by Poll.
5. Any person who becomes a member of the Company after dispatch of Notice and holds shares as on cut-off date may obtain the sequence number from the Company's Registrar and Share Transfer Agent at the address mentioned in the Annual Report.
6. Any query /grievance in relation to the remote e-voting can be addressed to CDSL, P.J. Towers, 16th Floor, Dalal Street, Fort, Mumbai- 400 001 Tel: 18002005533. Email: helpdesk.evoting@cdslindia.com .

Place: Mumbai
Date: 9th September, 2017

For MPF Systems Limited
Sd/-

KIRTI MAHADEV SALVI
Managing Director

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of MPF Systems Limited will be held as under:

Venue:

Day: Friday
Date: 29th September, 2017
Time: 11:30 am

Plot no. 108 Prim Plaza, J.V. Compound, B.M. Road
Elphinstone (w) Mumbai – 400013.

To transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Statement of the Company for the financial year ended 31st March, 2017, the Reports of the Board of Directors and Auditors thereon;

2. To appoint Auditors and fix their remuneration:

*To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee to the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on April 1, 2015, the appointment of M/s. Kala Jain & Co.. - Chartered Accountants (Firm Registration No. 127886W) as the Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2020, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2020 as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors.

SPECIAL BUSINESS

3. **BORROWING POWERS:** To consider and if thought fit to pass with or without modification (s);, with or without modification (s), as a **Special Resolution**:

“RESOLVED THAT in supersession of all earlier resolutions passed by the shareholders of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs.50 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT Mr. Aakesh Chopra Director of the Company, Mrs. Kirti Salvi Managing Director and be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

4. Adoption of new sets of Articles of Association

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“RESOLVED FURTHER THAT Mr. Aakesh Chopra Director of the Company, Mrs. Kirti Salvi Managing Director and be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution.”

Place: Mumbai

Dated: 11th August 2017

On behalf of the Board of Directors

Sd/-

Kirti Salvi

Managing Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office at 108, Prime Plaza, Elphinston, Mumbai-400011 not less than forty eight hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2017 to Thursday, September 29, 2017 (both days inclusive) for the purpose of AGM.
5. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Purva Sharegistry (India) Private Limited as the Registrar & Share Transfer Agent, having their office at 9, Shiv Shakti Industrial estate, J.R. Boricha Marg, opposite Kasturba, Mumbai-400011
6. Members are requested to notify immediately any change in their address:
 - a. To their Depository Participants DPs in respect of their electronic share accounts,
 - b. To the share transfer agent M/s. Purva Sharegistry (India) Private Limited as the Registrar & Share Transfer Agent, having their office at 9, Shiv Shakti Industrial estate, J.R. Boricha Marg, opposite Kasturba, Mumbai-400011 Email Id- hari@asiahrtech.com
7. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
8. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
9. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
10. Members are requested to carry the copy of the Annual Report sent to them. Electronic copy of the Annual Report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report. Notices etc. from the Company electronically.

11. Members may also note that the notice of the 24th Annual General Meeting and the Annual report for 2016-2017 will also be available on the Company's website www.mpfsi.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the Annual report at the time of attending the Annual General Meeting.
12. Information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of the directors seeking appointment/reappointment at the AGM, is furnished below. The directors have furnished consent/declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.

Place: Mumbai

Dated: 11th August, 2017

On behalf of the Board of Directors

Sd/-

Kirti Salvi

Managing Director

Voting through Electronic Means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **26th September, 2017 at 9.00 a.m.** and ends on **28th September, 2017 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Now to cast your vote: Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 of the sequence number in the PAN field. 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. Eg. If your name is

Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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 (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "MPF SYSTEMS LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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 Corporates.
 - 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and

- 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Company has appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries (C.P. No. 3987 and FCS No. 5477) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiii) In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

Place: Mumbai

Dated: 11th August, 2017

On behalf of the Board of Directors

Sd/-

Kirti Salvi

Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No 3 to 4 of the accompanying Notice dated 11th August, 2017.

Item No. 3

Members of the Company are further requested to note that Section 180(1)(c) of the Companies Act, 2013 mandates that :

The Board of Directors of a company shall exercise the power to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, only with the approval of the members of the Company by way of a special resolution.

The Company is mainly into (a) manufacturing business and to meet with the day to requirements the company may be required to borrow money and also required to give by way of security the whole of the undertaking to Financers or may required to dispose off the units and any undertaking of the company.

The Board seeks an enabling power under section 180(1)(c) of the Companies Act, 2013 & rules framed thereunder and the aforesaid section mandatorily requires the approval of the members by way of special resolution. The Board needs a power to borrow upto and including **Rs. 50 Crores** from various financial organizations/person.

None of the Directors are interested in this resolution. The Board seeks for the approval of the members for the said special resolution

ITEM NO. 4

MPF Systems Limited was incorporated on 2nd July, 1993 under the provisions of the companies Act, 1956.

The existing article of Association (AOA) were based on the companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the companies Act, 1956 which are no longer in force.

The existing regulations of the articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Associations as per the requirements of Table F of the First Schedule in the Companies Act, 2013. The modification in Articles of Association is carried out to give effect to provision of the Companies Act, 2013.

Consent of the shareholders by way of Special resolution is required in this regard. The entire set of proposed articles of association is available on the website of the company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The directors recommend the aforesaid resolution for the approval by the members as a Special resolution.

On behalf of the Board of Directors

Place: Mumbai

Sd/-