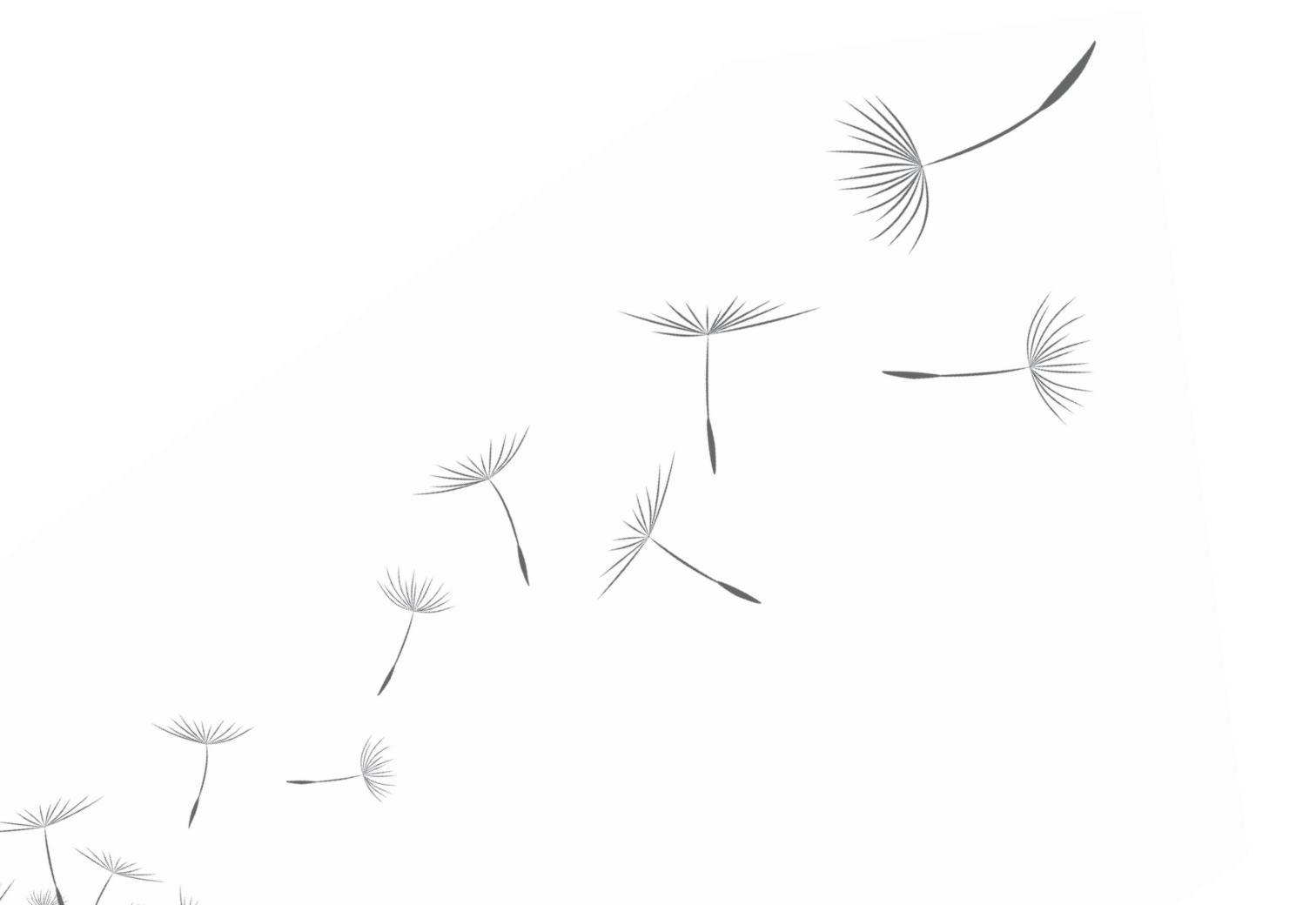


Notice of 53rd Annual General Meeting



MPS LIMITED

Regd. Office: RR Towers IV, Super A, 16/17, Thiru-VI-KA 53rd Industrial Estate, Guindy, Chennai-600032

Corp. Office: A-1, Tower-A, 4th Floor, Windsor IT Park, Sector 125, Noida, Uttar Pradesh-201303

Tel. No.: +91-120 -4599750 | E-mail: investors@mpslimited.com

Website: www.mpslimited.com | CIN: L22122TN1970PLC005795

NOTICE OF 53rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd (Fifty-Third) Annual General Meeting ("AGM") of the Members of MPS Limited ("the Company") will be held on Monday, 31 July 2023, at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend of INR 20/- (Rupees Twenty Only) per Equity Share of INR 10/- each for the Financial Year 2022-23.
3. To appoint Ms. Yamini Tandon (DIN: 06937633), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment as a Director.

By Order of the Board
For MPS Limited

Place: Noida, Uttar Pradesh

Date: 16 May, 2023

Raman Sapra
Company Secretary
M.No.: F9233

Registered Office:

RR Towers IV, Super A, 16/17, Thiru VI Ka
Industrial Estate, Guindy, Chennai-600 032,
Tamil Nadu, India

CIN: L22122TN1970PLC005795

IMPORTANT NOTES:**A. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 53rd AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 08 April 2020, 13 April 2020, 05 May 2020, 13 January 2021, 08 December 2021, 14 December 2021 and 05 May 2022 respectively, followed by Circular No. 10/2022 dated 28 December 2022, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and the relaxations provided vide SEBI Circulars dated 12 May 2020, 13 May 2022 and 05 January 2023 (hereinafter collectively referred to as "SEBI Circulars"), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 53rd Annual General Meeting shall be the Registered Office of the Company from where the proceedings of the Meeting are deemed to be made.
2. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA Circulars, the Company is

providing a facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/her vote at the Annual General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid rule.

The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date, i.e., Monday, 24 July 2023.

A person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as of the cut-off date i.e., Monday, 24 July 2023, shall only be entitled to avail of the facility of remote e-voting or casting vote through the e-voting system during the meeting.

The Company has entered into an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using a remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again. Members may contact Mr. Raman Sapra, Company Secretary, for any grievances connected with e-voting at investors@mpslimited.com.

4. The remote e-voting period commences on Friday, 28 July 2023 (09:00 am IST) and ends on Sunday, 30 July 2023 (5:00 pm IST).
 - a. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 24

- July 2023, may opt for remote e-voting and cast their vote electronically.
- b. Any person, who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as on the cut-off date i.e. Monday, 24 July 2023, may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or investors@mpslimited.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using the "Forget User Details/Password" option available on www.evotingindia.com.
 - c. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - d. Members may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again.
 - e. At the end of the remote e-voting period, the facility shall forthwith be blocked.
5. The Members can join the 53rd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 53rd AGM without restriction on account of first come first served basis.
 6. The attendance of the Members attending the 53rd AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 7. Pursuant to MCA Circular, the facility to appoint proxy to attend and cast votes for the members is not available for this 53rd AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 8. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting. The said resolution/ authorization shall be sent to the following e-mail address rsaevoting@gmail.com with a copy marked to investors@mpslimited.com.
 9. All documents referred to in the accompanying Notice can be obtained for inspection by writing to the Company at its email ID investors@mpslimited.com till the date of the AGM. Further, Shareholders may also write to the Company at its email ID investors@mpslimited.com for inspection of any statutory register/documents required to be placed at the time of the AGM of the Company.
 10. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.
 11. In compliance with the above circulars, electronic copies of the Notice of the 53rd AGM along with the Annual Report for the Financial Year 2022-23 have been sent to all the shareholders whose email addresses are registered/available with the Company/Depository Participants as on the cut-off date i.e. Monday, 24 July 2023. The Notice has also been uploaded on the website of the Company under the link <https://www.mpslimited.com/notices-and-voting-results/>. The complete

Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

However, the Shareholders of the Company may request a physical copy of the Notice and Annual Report from the Company by sending a request to investors@mpslimited.com, in case they wish to obtain the same.

12. The proceedings of the forthcoming AGM on 31 July 2023, shall also be made available on the website of the Company at www.mpslimited.com under the link Investors, as soon as possible after the Meeting is over.
13. The deemed venue for the 53rd AGM shall be the Registered Office of the Company i.e. RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600032, and the proceedings of the AGM shall be deemed to be made thereat.
14. The Dividend, as recommended by the Board of Directors of the Company, if approved at the AGM, shall be payable to those Shareholders whose name(s) stand registered:
 - (a) as Beneficial Owner as at the end of business hours on 24 July 2023 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) as Member in the Register of Members of the Company/Registrars & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company as at the end of business hours on 24 July 2023.
15. Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. 01 April 2020, dividend declared, paid or distributed by a Company on or after 01, April 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/Company by sending documents by 15 July 2023. For the detailed process, please visit the website of the Company and go through "Instructions on TDS for Dividend" at <https://www.mpslimited.com/annual-general-meeting>.
16. In case the Dividend has remained unclaimed in respect of financial years 2015-16 to 2022-23, the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for the issue of duplicate dividend warrants. The Company regularly sends letters/emails to this effect to the concerned Shareholders.
17. The Financial Statements of the Subsidiary Companies and the related information have also been made available for inspection by the members at the Corporate Office of the Company during business hours on all days except Sundays and holidays, up to the date of the ensuing AGM of the Company. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office/Corporate Office of the Company. The Financial Statements including the Consolidated Financial Statements, Financial Statements of Subsidiaries and all other documents are also available on the Company's website under the link www.mpslimited.com/financial-information/.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period commences on Friday, 28 July 2023 at 09:00 AM (IST) and ends on Sunday, 30 July 2023 at 05:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 24 July 2023, 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.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed

entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on the "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted

on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the MPS Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@mpslimited.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending the meeting and e-Voting on the day of the 53rd AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 53rd AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Cameras and use the Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by Thursday, 27 July 2023, mentioning their name, demat account number/folio number, email id, mobile number at investors@mpslimited.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by Thursday, 27 July 2023, mentioning their name, demat account number/folio number, email id, mobile number at investors@mpslimited.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 53rd AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 53rd AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 53rd AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@mpslimited.com /RTA email id i.e. agm@cameoindia.com.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

OTHER GUIDELINES FOR MEMBERS:

- a. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 24 July 2023 to Monday, 31 July 2023 (both days inclusive) for the purpose of the 53rd Annual General Meeting and determination of Members eligible for payment of Final Dividend for the financial year 2022-23.
- b. The Company has fixed Monday, 24 July 2023, as the 'Record Date' for determining the entitlement of members to the final dividend for the financial year ended 31 March 2023, if approved at the AGM.
- c. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be

verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

- d. SEBI vide its latest Circular dated 16 March 2023, in supersession of earlier circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 01 October 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR-1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/update thereof.

In terms of the aforesaid SEBI Circular, effective from 01 January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/documents are provided to RTA.

Members may also note that SEBI vide its Circular dated 25 January 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.

Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company at <https://www.mpslimited.com/notices-and-voting-results/> for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/or email address immediately to their respective Depository Participants.

- e. During the year, the amount of Unpaid or Unclaimed 2nd Interim Dividend for the financial year 2014-15 and amount of Un-paid or Unclaimed 1st, 2nd and 3rd Interim Dividend for the financial year 2015-16 has been deposited in the Investor Education and Protection Fund (IEPF) established by the Central Government of India.

The Company also transferred 264 Equity Shares (on account of Unpaid or Unclaimed Dividend for FY 2014-15) and 2,999 Equity Shares [on account of Unpaid or Un-claimed Dividend for FY 2015-16 (Interim)] Equity Shares of the Company into the DEMAT Account of the IEPF Authority held with NSDL (DPID/Client ID IN300708/10656671) in terms of the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/unpaid dividend pertaining to financial years 2014-15 (interim) and 2015-16 (Interim) had been transferred into IEPF and who have not encashed their dividends for 7 (Seven) consecutive years.

- f. Concerned Shareholders may still claim the shares or apply for refund of Unpaid or Unclaimed Dividend from the IEPF Authority in Form IEPF-5 as available on the website of IEPF i.e. www.iepf.gov.in.
- g. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, as

available on the website of the Company. Further, SEBI vide its Circular dated 16 March 2023 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

- h. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Director proposed to be re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
- i. The Board vide its Resolution passed on 16 May 2023 has appointed Mr. R. Sridharan, Practicing Company Secretary (Membership No. FCS 4775, COP No.3239), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.
- j. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
- k. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.mpslimited.com and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Limited.
- l. Subject to receipt of a requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Monday, 31 July 2023.

- m. SEBI Circular No. SEBI/HO/MIRSD/MIRSD_PoD-1/CIR/2023/37 dated 16 March 2023, has stated that it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, KYC details and Nomination. SEBI has now simplified the norms for processing the investor's service request by RTAs i.e. norms for dealing the minor mismatch of signatures, major mismatch of signatures, mismatch in name. Members holding shares in physical form should now compulsory furnish PAN, KYC and nomination details, Postal address with PIN, Mobile number, E-mail address, Bank account details (bank name and branch, bank account number, IFS code) and specimen signatures. Upon receipt of the KYC document or updation of bank details, the RTA shall suo-moto, pay electronically, all the moneys of/payments to the holder that were previously unclaimed/unsuccessful. The securities in the frozen folios shall be eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents/details as aforesaid.

The Physical shareholders are hereby requested to furnish the details as mentioned above on or before 30 September 2023 to avoid the frozen of the folios thereafter. The shareholder can reach out to investors@mpslimited.com or kyc@cameoindia.com for any queries or assistance in this regard.

**By Order of the Board
For MPS Limited**

Place: Noida, Uttar Pradesh
Date: 16 May, 2023

**Raman Sapra
Company Secretary
M.No.: F9233**

Registered Office:

RR Towers IV, Super A, 16/17, Thiru VI-KA
Industrial Estate, Guindy, Chennai-600 032,
Tamil Nadu, India
CIN: L22122TN1970PLC005795

ANNEXURE TO THE NOTICE

(For Item No. 3)

Details of the Director seeking Re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by ICSI is furnished below:

Name of Director	Ms. Yamini Tandon
DIN	06937633
Date of Birth	27 January 1986
Date of Appointment (Initial)	11 August 2014
Educational Qualifications	Graduation in Political Science and Post Graduate Program in Management from Indian School of Business, Hyderabad.
Nature of Expertise	Expert in post-merger integration and turnaround management, driving profitability through seamless business integration.
Directorships held in other companies in India #	MPS Limited MPS Interactive Systems Limited
Shareholding in the Company	Nil
Disclosure of relationships between directors inter-se	Mr. Rahul Arora, Chairman and CEO is the spouse of Ms. Yamini Tandon
Number of Board meetings attended during the year	6
*Chairpersonship/Membership of committees in other companies in India	MPS Limited Stakeholders Relationship Committee – Chairperson Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee- Member Risk Management Committee- Member

#Directorship indicates directorship in Indian Public Companies including MPS Limited.

*Chairpersonship/Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies including MPS Limited.