



# Notice of 55th Annual General Meeting



## MPS LIMITED

**Regd. Office:** RR Towers IV, Super A, 16/17, Thiru Vi Ka Industrial Estate, Guindy, Chennai - 600032, Tamil Nadu

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

**Tel.:** +91-120-4599750 | **E-mail:** [investors@mpslimited.com](mailto:investors@mpslimited.com)

**Website:** [www.mpslimited.com](http://www.mpslimited.com) | **CIN:** L22122TN1970PLC005795

### NOTICE OF 55<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 55<sup>th</sup> (Fifty-Five) Annual General Meeting ("AGM") of the Members of **MPS Limited** ("the Company") will be held on Friday, 29 August 2025, at 04:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for the purpose of which, the Registered Office of the Company, situated at RR Towers IV, Super A, 16/17, Thiru Vi Ka Industrial Estate, Guindy, Chennai - 600032, Tamil Nadu, shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

#### ORDINARY BUSINESS(ES):

1. To receive, consider, and adopt
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025, 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 2025, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of INR 33/- (Rupees Thirty-Three Only) per Equity Share of INR 10/- each already paid during the year as Interim Dividend for the Financial Year 2024-25 and to declare a Final Dividend of INR 50/- (Rupees Fifty Only) per Equity Share of INR 10/- each for the Financial Year 2024-25.
3. To appoint Ms. Yamini Tandon (DIN: 06937633), Non-Independent and Non-Executive Director, who retires by rotation and, being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS(ES):

4. To appoint M/s Sridharan & Sridharan Associates, Company Secretaries, as the Secretarial Auditors of the Company for a period of 5 years.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204(1) of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. Sridharan & Sridharan Associates, Company Secretaries, (Unique Identification No.: P2022TN093500), be and are hereby appointed as Secretarial Auditors of the Company, for a period of 5 (Five) Years i.e. for the Financial Year 2025-26 to 2029-30, at an annual remuneration of INR 3,30,000/- (Rupees Three Lakhs Thirty Thousand Only) per annum in respect of Secretarial Audit to be undertaken for the FY 2025-26 and FY 2026-27, payable in one or more instalments plus applicable taxes, and reimbursement of out-of-pocket expenses incurred, along with other professional services as mutually agreed between the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to fix the remuneration for the rest of tenure of the appointment and also authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), to give effect to the aforesaid Resolution."

5. To amend 'MPS Limited–Employee Stock Option Scheme 2023' ("ESOS 2023"/ "Scheme") in respect of Extension of the Exercise Period in case of Retirement or Death.

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** in partial modification to the resolution passed by the shareholders vide Postal Ballot on 21 January, 2023, and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, Regulation 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), including any amendments, circulars, notifications or guidelines issued thereunder, and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to amend the 'MPS Limited – Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme"), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, to extend the exercise period in the event of separation from the Company due to Retirement or Death, from the existing period of 12 (Twelve) months to 24 (Twenty-Four) months.

**RESOLVED FURTHER THAT** all Vested Options as on the date of Retirement shall be exercisable by the concerned Option Grantee within a period of 24 (Twenty-Four) months from the date of Retirement and that all Unvested Options as on the date of Retirement shall continue to vest as per the original vesting schedule, unless otherwise determined by the Nomination and Remuneration Committee, in accordance with applicable laws and the Company's policies and such subsequently Vested Options may also be exercised within a period of 24 (Twenty-Four) months from their respective dates of vesting.

**RESOLVED FURTHER THAT** in the unfortunate event of the death of an Option Grantee, all Vested Options may be exercised by the nominee or legal heir of the deceased Grantee at any time up to 24 (Twenty-Four) months from the date of death and that all Unvested Options as on the date of death shall vest immediately in favour of the nominee or legal heir and may be exercised within a period of 24 (Twenty-Four) months from the date of such vesting.

**RESOLVED FURTHER THAT** except for the aforesaid amendment, all other terms and conditions of the ESOS 2023 Scheme shall remain unchanged and continue to remain in full force and effect.

**RESOLVED FURTHER THAT** Mr. Rahul Arora, Chairman and CEO, and Mr. Raman Sapra, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to take all such steps, execute all such documents, and do all such acts, deeds, and things as may be necessary, desirable or expedient to give effect to this resolution."

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

**Place:** Noida, Uttar Pradesh

**Date:** 18 July 2025

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

**Registered Office:**

RR Towers IV, Super A, 16/17,  
Thiru Vi Ka Industrial Estate, Guindy,  
Chennai - 600032, Tamil Nadu  
**CIN:** L22122TN1970PLC005795

**IMPORTANT NOTES:****A. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 55<sup>TH</sup> AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**

1. The Ministry of Corporate Affairs (MCA), vide the General Circular Nos. 14/2020 dated 08 April 2020, and subsequent circulars issued by MCA, read with the latest General Circular No. 09/2024 dated 19 September 2024 ("MCA Circulars") in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", permitted for holding the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held through VC/OAVM, the physical attendance of members has been dispensed with, accordingly, the facility to appoint proxies 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 AGM 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 in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, 22 August 2025.

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

For this purpose, 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 cast their vote by remote e-voting shall be able to exercise their 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.

4. The remote e-voting period commences on Tuesday, 26 August 2025, at 09:00 AM (IST) and ends on Thursday, 28 August 2025, at 05:00 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., Friday, 22 August 2025, may opt for remote e-voting and cast their vote electronically.
  - b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail of the facility of remote e-voting or e-voting at the Meeting.
  - c. 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.,



- Friday, 22 August 2025, may obtain the login ID and password by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investors@mpslimited.com](mailto: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](http://www.evotingindia.com).
- d. 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.
  - e. 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.
  - f. At the end of the remote e-voting period, the facility shall forthwith be blocked.
5. The Members can join the AGM through 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 1,000 members on a first-come, first-served basis. However, this number does not include the 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 AGM without restriction on a first come first served basis.
  6. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  7. Authorized representatives of the corporate members intending to participate in the AGM are requested to send by email a certified copy of the Board Resolution/Power of Attorney/Authority Letter, authorizing their representatives to attend and vote on their behalf in the Meeting to M/s. R. Sridharan and Associates, Scrutinizer, at [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to the Company, at [investors@mpslimited.com](mailto:investors@mpslimited.com).
  8. 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](mailto:investors@mpslimited.com) till the date of the AGM. Further, Shareholders may also write to the Company at its email ID [investors@mpslimited.com](mailto:investors@mpslimited.com) for inspection of any statutory register/documents required to be placed at the time of the AGM of the Company. The same will be replied to by the Company suitably.
  9. Members seeking any information with regard to Financial Statements or any matter to be placed at the AGM 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.
  10. In compliance with the above circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2024-25 will be sent to all the shareholders whose email addresses are registered/available with the Company/Depository Participants as on the cut-off date determined for this purpose, i.e., Friday, 01 August 2025. The Notice of the AGM will be uploaded on the Company's website at the weblink <https://www.mpslimited.com/annual-general-meeting/>. The Annual Report of the Company will also be 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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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](mailto:investors@mpslimited.com) in case they wish to obtain the same.
11. The proceedings and the recording of the forthcoming AGM on Friday, 29 August 2025, shall also be made available on the Company's website at the weblink <https://www.mpslimited.com/annual-general-meeting/>, as soon as possible after the Meeting is over.
  12. The Final 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 Wednesday, 13 August 2025, 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 a Member in the Register of Members of the Company maintained by Cameo Corporate Services Limited ("RTA") at the end of business hours on Wednesday, 13 August 2025.
  13. Pursuant to the amendments introduced in the Income Tax Act, 1961 ("the IT Act") vide Finance Act, 2020, w.e.f. 01 April 2020, dividends declared, paid, or distributed by a Company on or after 01 April 2020, are 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 Tuesday, 12 August 2025. 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>.
  14. A Resident individual shareholder with PAN and whose income does not exceed the maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at <https://investors.cameoindia.com>. Shareholders are requested to note that if the PAN is not correct/invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable, and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department. The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, 12 August 2025.
  15. Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) at <https://investors.cameoindia.com>. The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, 12 August 2025.
  16. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which the dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to the IEPF. In view of this, Members are requested to claim their dividends from the Company within the stipulated timeline.
  17. The Members whose unclaimed dividends and/or shares have been transferred to IEPF

may contact the Company or RTA and submit the required documents for the issue of the Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to the Report on Corporate Governance, which is a part of the Annual Report and the FAQ of the investor page on the Company's website <https://www.mpslimited.com/annual-general-meeting>.

18. 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 Saturday, Sunday, 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 at the weblink <https://www.mpslimited.com/financial-information/>.
19. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 31 July 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal, and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Link to the ODR Portal is also available on the homepage of the Company's website at <https://www.mpslimited.com/>.
20. The Explanatory Statement according per Section 102 of the Act setting out material facts

in respect of the business under Item No. 4 to 5 of this Notice, proposed to be transacted at the e-AGM, is annexed to this Notice.

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

**Step 1: Access through the 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 Tuesday, 26 August 2025 at 09:00 AM (IST) and ends on Thursday, 28 August 2025 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., Friday, 22 August 2025, 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a 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 facilities 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 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 the Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on the 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 numbers and email addresses in their Demat accounts in order to access the e-Voting facility.

Pursuant to the above-mentioned SEBI Circular, the login method for e-voting 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"> <li>1) Users who have opted for the CDSL Easi/Easiest facility can log in through their existing user ID and password. An option will be made available to reach the e-voting page without any further authentication. The users to log in to Easi/Easiest are requested to visit the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meetings &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' websites directly.</li> <li>3) If the user is not registered for Easi/Easiest, an option to register is available at the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login &amp; New System Myeasi Tab, and then click on the registration option.</li> <li>4) Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN from an e-voting link available on the <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on the registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress, and also be able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Daemat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 the '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 the e-voting services. Click on "Access to e-voting" under e-voting services, and you will be able to see the e-voting page.  Click on the 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 &amp; voting during the meeting.</li> </ol>



Type of Shareholders	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-voting page. Click on the 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 &amp; voting during the meeting.</li> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code, and generate OTP. Enter the OTP received on your registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-voting page. Click on the company name, i.e., MPS Limited or e-voting service provider name, i.e., CDSL, and you will be redirected to the e-voting website of CDSL, for casting your vote during the remote e-voting period or joining the virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in Demat mode) log in through their Depository Participants (DP)	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After a Successful login, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the 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.

**Important note:** Members who are unable to retrieve their User ID/Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through the 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 the CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll-free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**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**

- Login method for Remote e-voting for Physical shareholders and shareholders other than individual holding in Demat form:
  - The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on the "Shareholders" module.
  - Now, enter your User ID
    - For CDSL: 16-digit beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
  - 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](http://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 the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the 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 the Company records to log in.

- If both details are not recorded with the Depository or Company, please enter the member ID/ folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on the "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (v) Click on the EVSN for the relevant **MPS Limited- 250731006** on which you choose to vote.
- (vi) 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 from the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/ POA if any are uploaded, which will be made available to the scrutinizer for verification.
- (xiii) **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](http://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](mailto: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 delinked 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 to send the relevant Board Resolution/ Authority letter, etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz; [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) marking a copy to [investors@mpslimited.com](mailto:investors@mpslimited.com) (designated e-mail address by the Company), 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending the meeting & remote e-voting on the day of the AGM is the 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for a better experience.
5. Further, shareholders will be required to allow Camera 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 a Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a 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 **Friday, 22 August 2025**, mentioning their name, demat account number/folio number, email id, and mobile number at [investors@mpslimited.com](mailto: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 **Friday, 22 August 2025**, mentioning their name, demat account number/folio number, email id, and mobile number at [investors@mpslimited.com](mailto:investors@mpslimited.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders who are present in the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through the 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 E-MAIL/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 the Company at [investors@mpslimited.com](mailto:investors@mpslimited.com)/ RTA email id at [nagaraj@cameoindia.com](mailto:nagaraj@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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll-free no. 1800 21 09911.

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

### OTHER GUIDELINES FOR MEMBERS:

- a. The Company has fixed Wednesday, 13 August 2025, as the "Record Date" for determining the entitlement of members to the final dividend for the financial year ended 31 March 2025, if approved at the AGM.
- b. SEBI vide its circular mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 01 April 2024, upon their furnishing all the aforesaid details in entirety.

Further, any service requests or complaints received from the member are not processed by RTA till the aforesaid details/documents are provided to 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.

Members may also note that SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07 May 2024, has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; 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 dematerialization, 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 are available on the Company's website at the weblink <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.

- c. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA of 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.
- d. 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.
- e. Pursuant to Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Rules made thereunder, shareholders are entitled to make a 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, which is available on the Company's website at the weblink <https://www.mpslimited.com/notices-and-voting-results/>. Further, SEBI vide its circular dated 03 November 2021, has mandated to furnish of Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
- f. The Board vide its resolution passed on Friday, 16 May 2025, has appointed Mr. R. Sridharan (FCS No. 4775, CP No. 3239), of M/s. R. Sridharan & Associates, Company Secretaries, as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.



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.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at the weblink <https://www.mpslimited.com/notices-and-voting-results/> and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The result 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.

- g. Subject to receipt of a requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Friday, 29 August 2025.

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

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

**Place:** Noida, Uttar Pradesh  
**Date:** 18 July 2025

**Registered Office:**  
RR Towers IV, Super A, 16/17, Thiru VI- KA  
Industrial Estate, Guindy, Chennai-600032,  
Tamil Nadu, India  
**CIN:** L22122TN1970PLC005795



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

### Item No. 4

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a listed entity is required to appoint or reappoint its Secretarial Auditor with the approval of the shareholders at the Annual General Meeting for a term of five consecutive years. Further, such Secretarial Auditor must be a peer-reviewed Company Secretary, as certified by the Institute of Company Secretaries of India (ICSI), and should not have incurred any of the disqualifications as specified by SEBI.

Accordingly, subject to the approval of the shareholders, the Board of Directors, at its meeting, approved the appointment of M/s Sridharan & Sridharan Associates, Company Secretaries (Unique Identification No.: P2022TN093500), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, from FY 2025–26 to FY 2029–30.

The proposed annual remuneration for the Secretarial Audit for FY 2025–26 and FY 2026–27 is INR 3,30,000/- (Rupees Three Lakhs Thirty Thousand only) per annum, payable in one or more instalments, plus applicable taxes and reimbursement of out-of-pocket expenses incurred, along with other professional services as mutually agreed between the Company and the Secretarial Auditors. The remuneration for the remaining years of the tenure shall be determined by the Board of Directors (or a Committee thereof), from time to time. No material change is proposed in the remuneration payable to the Secretarial Auditors as compared to the financial year 2024-25.

M/s Sridharan & Sridharan Associates, Company Secretaries is a peer-reviewed partnership firm based in Chennai, led by Mr. R. Sridharan, Managing Partner and former President of the Institute of Company Secretaries of India (ICSI). He has over four decades of experience in corporate laws, securities laws, secretarial audits, FEMA, and related compliances, and has been in practice since 1999. His leadership has been instrumental in advising listed and unlisted companies on complex legal and compliance matters. The firm is supported by two other partners, strengthening its multidisciplinary capabilities.

The firm serves a diverse clientele comprising several listed and unlisted entities, offering a broad range of services including secretarial audits, corporate law advisory, SEBI and FEMA compliance, labour law audits, and due diligence. The firm is committed to delivering practical and reliable legal solutions tailored to meet clients' regulatory and compliance obligations.

M/s Sridharan & Sridharan Associates has given its consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI, and that they are not disqualified and are eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s Sridharan & Sridharan Associates, as Secretarial Auditors, are within the purview of the said regulation, read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

Accordingly, the approval of the shareholders is being sought by way of an Ordinary Resolution, as set out at Item No. 4 of this Notice, for the appointment of M/s Sridharan & Sridharan Associates as the Secretarial Auditors of the Company. The Board of Directors recommends the Ordinary Resolution set forth as Item No. 4 of the notice for approval by the shareholders.

None of the directors and/or key managerial personnel of the Company, including their relatives, are interested or concerned in the resolution.

**Item No. 5**

The Company had implemented the 'MPS Limited – Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme") after obtaining requisite approvals from the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 16 December 2022, followed by shareholders' approval through a special resolution passed via postal ballot on 21 January 2023.

The Scheme was introduced with the objective of attracting, retaining, rewarding, and motivating eligible employees of the Company and its subsidiary(ies), while aligning their efforts with the long-term vision and value creation goals of the Company.

Pursuant to an internal administrative review and in line with best practices, the Nomination and Remuneration Committee and the Board of Directors have recommended an amendment to the Scheme to extend the Exercise Period in the event of Retirement or Death from the existing 12 (Twelve) months to 24 (Twenty-Four) months.

The proposed amendment is consistent with the underlying objectives and spirit of the Scheme, which aims to reward long-term commitment and align employee interests with shareholder value creation. By extending the exercise period from 12 (Twelve) months to 24 (Twenty-Four) months in the event of retirement or death, the amendment seeks to provide enhanced flexibility and a more reasonable timeframe for affected individuals or their families to make informed decisions regarding the exercise of vested stock options. In the case of retiring employees, this change supports smoother financial and tax planning during the transition from active employment to retirement. Similarly, in the unfortunate event of an employee's demise, the extended window allows nominees or legal heirs adequate time to understand, evaluate, and benefit from the options granted, without being constrained by a shorter timeline.

Except for the aforesaid amendment, all other terms and conditions of the ESOS 2023 Scheme shall remain unchanged and continue to remain in full force and effect.

Accordingly, the approval of the shareholders is being sought by way of a Special Resolution, as set out at Item No. 5 of this Notice, to amend the ESOS 2023 Scheme in respect of Extension of the Exercise Period in case of Retirement or Death. The Board of Directors recommends the Special Resolution set forth as Item No. 5 of the notice for approval by the shareholders.

None of the directors and/or key managerial personnel of the Company, including their relatives, are interested or concerned in the Trust/resolution, except to the extent of their entitlements, if any, under the Scheme.

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

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

**Place:** Noida, Uttar Pradesh  
**Date:** 18 July 2025

**Registered Office:**  
RR Towers IV, Super A, 16/17,  
Thiru Vi Ka Industrial Estate, Guindy,  
Chennai - 600032, Tamil Nadu  
**CIN:** L22122TN1970PLC005795

## ANNEXURE TO THE NOTICE

### (For Item No. 3)

Details of the Director seeking Re-appointment as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by ICSI are 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 the 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
Remuneration sought to be paid and the remuneration last drawn by such person	Ms. Yamini Tandon is entitled to sitting fees for attending the meeting of Board of Directors and Committees as approved by the Board. The details of remuneration paid during the year is provided in the Report on Corporate Governance
Disclosure of relationships between directors inter-se	Mr. Rahul Arora, Chairman and CEO, is spouse of Ms. Yamini Tandon.
Number of Board meetings entitled to attend and attended during the year	6/6
* Chairpersonship / Membership of committees in other companies in India	MPS Limited <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee – Chairperson</li> <li>• Corporate Social Responsibility Committee - Member</li> <li>• Risk Management Committee - Member</li> </ul>

# 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.