



MPS LIMITED

CIN: L22122TN1970PLC005795

Registered Office: RR Towers IV, 16/17, Super A, Thiru-Vi-Ka,
Industrial Estate Guindy, Chennai - 600 032, Tamil Nadu

Corporate Office: A-1, 4th Floor, Tower-A, Windsor IT Park, Sector 125, Noida, UP-201303

Tel: +91-120-4599750, **Email:** investors@mpslimited.com, **Website:** www.mpslimited.com

Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”)

To,
The Shareholders,
MPS Limited

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Secretarial Standards- 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India on General Meeting, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”) and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020, read with other relevant circulars, and General Circular No. 03/2025 dated 22 September 2025 (“**MCA Circulars**”), and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 (“**SEBI Circular**”), and other applicable laws, rules, circulars, regulations and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), that the resolutions as set out in the Notice are proposed for consideration by the Members of the MPS Limited (hereinafter referred to as “**Company**”) for passing by means of Postal Ballot by way of voting through electronic means (‘remote e-voting’) only.

In compliance with the aforesaid MCA Circulars and SEBI Circular, read with Regulation 44 of SEBI Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with Cameo Corporate Services Limited (“**Cameo**”), the Company’s Registrar and Share Transfer Agent (“**RTA**”) or Depository Participants (“**Depositories**”) as on the cut-off date of Friday, 02 January 2026. **If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting.** The communication of the assent or dissent of the members would only take place through remote e-voting.

Please note that there will be no dispatch of physical copies of the Notice to the Members of the Company, since such requirement is dispensed with as per the above-mentioned MCA Circulars.

The Board of Directors of the Company has, on 24 December 2025, approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolutions and the Explanatory Statement pursuant to Section 102 and other applicable provisions thereto, if any, of the Act, setting out the material facts, reasons and the instruction of remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors (“**Board**”) vide resolution dated 24 December 2025, has, in compliance with the Rules, appointed Mr. R Sridharan (CP No.3239-FCS No.4775) of M/s. R. Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) to provide remote e-voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is providing remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the notes under the section '**General information and instructions relating to remote e-voting**' in this notice ('Postal Ballot Notice') to cast their votes electronically from their respective locations. The remote e-voting commences from **09.00 AM (IST) on Thursday, 08 January 2026**, and **Members are requested to cast their votes through the remote e-voting process not later than 05:00 PM (IST) on Friday, 06 February 2026**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned member. The remote e-voting facility will be blocked by CDSL immediately thereafter, and the Members will not be allowed to cast their votes beyond the said date and time.

The members holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit the report to the Chairman or any other person authorised by him after completion of the scrutiny. The results of the Postal Ballot, along with the Scrutinizer's Report, shall be announced by the Chairman or any other person authorised by him within two (2) working days. The Results of the Postal Ballot along with the Scrutinizer's Report would be intimated to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (hereinafter collectively referred to as "**Stock Exchanges**") where the equity Shares of the Company are listed and will be uploaded on the Company's website at (www.mpслиmited.com), as well as on the website of CDSL.

The proposed resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, 06 February 2026, being the last day of remote e-voting.

Items of businesses requiring approval of Equity Shareholders through Postal Ballot by '**remote e-voting**' are given below:

SPECIAL BUSINESS(ES):

- 1. TO APPROVE THE RE-APPOINTMENT OF MR. SUHAS KHULLAR (DIN: 07593659) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and taking into consideration the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Suhas Khullar (DIN:07593659), who was appointed as an Independent Director of the Company for a first term of two (2) years with effect from 01 January 2024 and whose tenure is expiring on 31 December 2025 and who is eligible for re-appointment and has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to be retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 01 January 2026 to 31 December 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters 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.”

2. TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 read with Rule 27 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded for shifting the Registered Office of the Company from its existing address at **RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, Tamil Nadu - 600032** to **Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T Road, Perungalathur, Chennai, Tambaram, Kanchipuram, Tamil Nadu-600063**, which is outside the local limits of the city, town, or village where the present Registered Office is situated but within the jurisdiction of the same Registrar of Companies, with effect from 01 April 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, and to take all necessary steps for giving effect to this resolution, including filing the required forms with the Registrar of Companies, updating statutory records, informing stakeholders, and taking all acts, deeds, and matters as may be necessary or expedient to give effect to the aforesaid resolution.”

Registered Office

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

CIN: L22122TN1970PLC005795

Website: www.mpslimited.com

E-mail: investors@mpslimited.com

Place: Noida, Uttar Pradesh

Date: 24 December 2025

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

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

Notes:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Act, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2), which sets out material facts, is annexed herein and forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, the Notice is being sent in electronic form through email only to those members whose names appear in the Register of Members/List of Beneficial Owners as of the cut-off date, i.e. 02 January 2026. For those members who have not registered their email with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those

Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice. A person who is not a member as of the cut-off date should treat this Notice of Postal Ballot for information purpose only. The hard copy of the Notice, along with the Postal Ballot forms and pre-paid business envelope, will not be sent to the Members for the Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

3. For the purpose of providing remote e-voting facility, the Company has engaged the services of CDSL for facilitating remote e-voting and enabling the Members to cast their votes electronically.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at (www.mpслиmited.com), websites of the Stock Exchanges, i.e. BSE at www.bseindia.com and NSE at www.nseindia.com, respectively and on the website of CDSL at www.evotingindia.com.
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection at the Registered Office and Corporate Office of the Company between 02.00 PM (IST) to 05.00 PM (IST) on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (www.mpслиmited.com) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.
6. Dispatch of the Postal Ballot Notice and the remote e-voting information shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Tamil (in vernacular language i.e. Tamil) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at (www.mpслиmited.com). The said public notice shall also mention the process for registration of email by those Members who have not yet registered their email with the Company.
7. The remote e-voting through electronic means will commence from 09.00 AM (IST) on Thursday, 08 January 2026, and Members are requested to cast their votes through the remote e-voting process not later than 05:00 PM (IST) on Friday, 06 February 2026. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
8. The Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Members.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA at (nagaraaj@cameoindia.com), if the shares are held in physical form.
10. The Board of Directors of the Company had appointed Mr. R Sridharan (CP No.3239-FCS No.4775) of M/s. R. Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.
11. The Scrutinizer will submit the report to the Chairman or any other person authorised by him after completion of the scrutiny of the e-voting. The results of the Postal Ballot

along with the Scrutinizer's Report, shall be announced by the Chairman or any other person authorised by him within two (2) working days.

12. The results of the Postal ballot, along with the Scrutinizer's Report, will be intimated to the Stock Exchanges wherein the equity Shares of the Company are listed and will be uploaded on the Company's website at (www.mpslimited.com), as well as the website of CDSL.

13. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), 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 at toll-free no. 1800 21 09911.

THE FACILITY TO EXERCISE VOTE THROUGH ELECTRONIC MEANS WILL BE AVAILABLE DURING THE FOLLOWING PERIOD:

- ❖ **Commencement of remote e-voting: From 09:00 AM (IST) on Thursday, 08 January 2026**
- ❖ **End of remote e-voting: At 05:00 PM (IST) on Friday, 06 February 2026**

The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING:

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) 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 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 number and email in their Demat accounts in order to access the e-Voting facility.

PURSUANT TO ABOVE SAID SEBI CIRCULAR, LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for the CDSL Easi/Easiest facility, can login 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 login to Easi/Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & My Easi New (Token) Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, an option to register is available at the CDSL website www.cdslindia.com and click on the login & My Easi New (Token) Tab and then click on the registration option. 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 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, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in Demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: 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 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 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. 2) If the user is not registered for IDeAS e-Services, an 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>3) Visit the e-Voting website of NSDL. Open the 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 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 wherein 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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 registered email id/mobile number and click on login. 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 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>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After 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 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’s website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve their User ID/Password are advised to use 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 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 to helpdesk.evoting@cdslindia.com or contacting 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 to evoting@nsdl.co.in or contacting toll-free no.: 022 - 4886 7000 and 022 - 2499 7000

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

- (i) Login method for Remote e-Voting 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 the 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 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.

- (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 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 the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and 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- **251229001** 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 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 on.
 - 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 mandatory 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 marking a copy to 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.

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 **Company/RTA email id.**

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact 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, Central Depository Services (India) Limited (CDSL), 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 at toll-free no. 1800 21 09911.

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

ITEM NO. 1: TO APPROVE THE RE-APPOINTMENT OF MR. SUHAS KHULLAR (DIN:07593659) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY.

Mr. Suhas Khullar (DIN: 07593659) was appointed as an Independent Non-Executive Director of the Company for a first term of two (2) years commencing from 01 January 2024 pursuant to a Postal Ballot (Remote E-Voting) passed on 02 March 2024. Accordingly, his present term is expiring upon completion of the said tenure on 31 December 2025. Currently, he is also serving as Chairman of the Audit Committee and as a Member of the Risk Management Committee. He is now eligible for re-appointment for a second term.

Based on his performance evaluation and the recommendation of the Nomination and Remuneration Committee (NRC), Mr. Suhas Khullar has demonstrated the skills and expertise required for the role of an Independent Director during his first term. He brings extensive experience in managing well-governed large organizations, financial management, accounting and financial reporting, regulatory compliance, strategic planning, and risk management. His continued contribution is expected to benefit the Board and the Company.

Accordingly, the Board of Directors, on the recommendation of the NRC, re-appointed Mr. Suhas Khullar (DIN:07593659) as an Independent Director for a second term of five (5) consecutive years, effective from 01 January 2026 to 31 December 2030 (both days inclusive), in accordance with Sections 149, 150, and 152 of the Companies Act, 2013 (the "Act").

In accordance with Section 149 read with Schedule IV of the Act, the re-appointment of an Independent Director requires the approval of the Members of the Company. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that approval of Members for the appointment of a Director is obtained at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Mr Suhas Khullar would require the approval of Members of the Company within a period of three months from the date of re-appointment.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director. The Company has also received a declaration of independence from Mr. Suhas Khullar. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance that could impair his ability to discharge duties independently. Further, he is neither disqualified under Section 164(2) of the Act nor debarred from holding the office of Director by any authority, and he is registered with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the NRC and the Board, Mr. Suhas Khullar continues to fulfil the conditions of independence specified in the Act, the Rules made thereunder, and the SEBI Listing Regulations, and remains independent of the Management.

A brief profile of Mr. Suhas Khullar, along with additional details as required under Regulation 36 of the SEBI Listing Regulations and SS-2, is provided in the Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Suhas Khullar will continue to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participation in such meetings, and such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits specified under the Act and the Rules framed thereunder. The terms and conditions of his re-appointment are available for inspection by the Members as indicated in the Notes to this Notice and on the Company's website at <https://www.mpslimited.com/investors-overview/>.

In compliance with Section 149 read with Schedule IV of the Act, and Regulation 17(1C) of the SEBI Listing Regulations, the re-appointment of Mr. Suhas Khullar as an Independent Director for a second term of five (5) consecutive years is being placed before the Members for their approval within the prescribed timeframe.

Mr. Suhas Khullar, being the appointee, is interested in this resolution. His relatives are also deemed to be interested to the extent of their shareholding, if any, in the Company. Save, and except the above, none of the Directors, Key Managerial Personnel, or their Relatives are concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1.

The Board of Directors, based on the recommendation of the NRC, considers the re-appointment of Mr. Suhas Khullar for a second term to be in the best interest of the Company and accordingly recommends the resolution set out at Item No. 1 of the notice for approval of the members as a Special Resolution.

ITEM NO. 2: TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY.

It is proposed to shift the Registered Office of the Company from its existing address at RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, Tamil Nadu - 600032 to Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T. Road, Perungalathur, Chennai, Tambaram, Kanchipuram, Tamil Nadu - 600063. The aforesaid change is to be effective from 01 April 2026.

The proposed relocation is driven by considerations of administrative convenience, operational efficiency, and business continuity. The new premises offer significantly larger office space, improved infrastructure, and enhanced facilities to support customer interactions and visits, thereby enabling a more impactful and professional engagement with clients and other stakeholders, and aligning with the Company's ongoing growth and expansion plans.

Pursuant to Section 12 of the Companies Act, 2013 and Rule 27 of the Companies (Incorporation) Rules, 2014, approval of the Members is required for shifting the Registered Office of the Company outside the local limits of the city, town, or village where the present Registered Office is situated. Accordingly, the approval of the Members is being sought, by way of a Special Resolution, for shifting the Registered Office of the Company from its existing address to the proposed address, which is situated outside the local limits but remains within the jurisdiction of the same Registrar of Companies.

The Board recommends the resolution set out at Item No. 2 of the notice for approval of the members as a special resolution.

None of the Directors, Key Managerial Personnel, if any, and/or their Relatives is concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 2.

Registered Office
RR Towers IV, 16/17, Super A, Thiru-Vi-Ka
Industrial Estate Guindy, Chennai, Tamil Nadu - 600 032
CIN: L22122TN1970PLC005795
Website: www.mpslimited.com
E-mail: investors@mpslimited.com

Place: Noida, Uttar Pradesh
Date: 24 December 2025

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

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

Annexure to the Notice dated 24 December 2025

Details of the Director seeking 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 the Institute of Company Secretaries of India are furnished below:

Name of the Director	Mr. Suhas Khullar
DIN	07593659
Date of Birth	07 June 1982
Age	43 years
Date of first appointment on the Board	01 January 2024
Educational Qualifications	Chartered Accountant, Post-Graduate Programme in Management from Indian School of Business (ISB), Hyderabad, Bachelor of Commerce.
Brief Profile and Experience	<p>Suhas has 20+ years of experience across consumer tech startups, private equity, and consulting. He started his career with EY in the M&A Tax & Regulatory advisory and advised on complex multi-country transactions, including Vodafone's \$11bn acquisition of Hutch's India business. Based on his performance, he was selected for Accelerated Career Path at EY. Post his MBA from ISB, in 2011, he joined Ares' India Private Equity (Real Estate) Fund, where he was leading their investments in North India. His portfolio spanned 16mn sq ft. across residential, retail and townships. His exits netted an average of 27% IRR. He joined Shuttl in 2015 in its infancy and led multiple functions like Finance, Government Relations, Supply and Strategy at different stages of Shuttl's journey. He was instrumental in raising more than \$80mn for Shuttl, and in scaling Shuttl's business to 100,000+ rides across multiple cities. He also played a key role in shaping the government policy for the sector. Post-COVID, he was appointed as the CEO at Shuttl, where he helped turn around the business. He is currently working as a CFO at Loco, India's leading streaming platform for esports.</p>
Nature of expertise in a specific functional area/skills, and capabilities	Wide range of experience across Functional and General Management, with expertise in Strategy and Financial Management.
Directorships in other Companies (excluding foreign companies)	Nil
Membership/Chairpersonship of Committees in other companies (excluding foreign companies)	None
Listed entities from which the Director has resigned from Directorship in last three (3) years	None
No. of Shares held in the Company, including shareholding as a beneficial owner	a) Own- Nil b) For other persons on a beneficial basis- Nil

Disclosure of relationships between directors inter-se	None
Number of Board meetings attended during FY 2024-25 and till date of this Notice	He was present at all six Board Meetings held during FY 2024-25 and all four Board Meetings held in FY 2025-26 up to the date of this Notice.
Terms and Conditions of Re-Appointment	<p>Re-appointment as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 01 January 2026 to 31 December 2030 (both days inclusive).</p> <p>The terms and conditions of appointment are in accordance with the Company's Nomination and Remuneration Policy. The same is available for inspection by the members as provided in the Notes and is also provided on the Company's website, i.e. www.mpslimited.com</p>
Remuneration last drawn	During FY 2024-25, he was paid a Sitting Fee of INR 9.40 Lacs.
Remuneration proposed to be given.	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees, such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

Registered Office
RR Towers IV, 16/17, Super A, Thiru-Vi-Ka,
Industrial Estate Guindy, Chennai, Tamil Nadu - 600 032
CIN: L22122TN1970PLC005795
Website: www.mpslimited.com
E-mail: investors@mpslimited.com

Place: Noida, Uttar Pradesh
Date: 24 December 2025

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

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