



MPS Limited

A-1, Tower A, 4th Floor, Windsor IT Park, Sector 125, Noida
Tel: +91 120 4599 750 Fax: +91 120 4021 280

Ref: MPSTL/SE/38/2024-25

Date: 22 August 2024

National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051, India Symbol: MPSTLD ISIN: INE943D01017	BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001, India Scrip Code: 532440 ISIN: INE943D01017
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Dear Sirs,

Sub: Intimation for passing of Resolutions by Postal Ballot process through remote e-voting initiated by the Company for seeking approval of the Shareholders.

Ref: Our earlier intimation dated 08 August 2024 as an Outcome of Board Meeting.

This is with reference to our earlier intimation dated 08 August 2024, as an Outcome of Board Meeting, wherein the Board of Directors of the Company had inter-alia considered and approved the Notice of Postal Ballot for the appointment of Ms. Ruvina Singh (DIN: 10352020) and Mr. Karthik Bhat Khandige (DIN: 06730563) as an Independent Non-Executive Directors of the Company, both to hold office for a term of 2 (Two) consecutive years with effect from 30 July 2024 to 29 July 2026 (both days inclusive).

In this regard, this is to inform that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has initiated the process of Postal Ballot for seeking approval of the shareholders for appointment of Ms. Ruvina Singh and Mr. Karthik Bhat Khandige, as an Independent Non-Executive Directors of the Company. The Company is pleased to provide a remote e-voting facility, to enable the shareholders to cast their votes electronically.

A copy of the Postal Ballot Notice which includes the explanatory statement and remote e-voting instructions is enclosed herewith and the same is also available on the Company's website (www.mpslimited.com), CDSL's website (www.cdslindia.com), also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

In compliance with the relevant circulars issued by the MCA, the said Notice of Postal Ballot 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 Tuesday, 20 August 2024. In terms of the MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with Postal Ballot Form in physical form has been dispensed with till 30 September 2024. Accordingly, the Company has not despatched physical copies of the Notice of Postal Ballot and Postal Ballot Form to any Member of the Company.

The Company has completed the dispatch of the Postal Ballot Notice via email today, 22 August 2024, to all the shareholders whose name appear in the Register of Members/List of Beneficial Owners as on the Cut-off Date.

www.mpslimited.com

Registered Office: RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600032 (INDIA), Tel: +91 44 49162222 Fax: +91 44 49 16 2225 Email: info@mpslimited.com

Corporate Identification Number: L22122TN1970PLC005795



MPS Limited

A-1, Tower A, 4th Floor, Windsor IT Park, Sector 125, Noida
Tel: +91 120 4599 750 Fax: +91 120 4021 280

The remote e-voting period commences on Monday, 26 August 2024, 09.00 AM (IST) and ends on Tuesday, 24 September 2024, 05.00 PM (IST). The voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as of the cut-off date.

This is for your information and record.

Yours Faithfully,
For MPS Limited

Raman Sapra
Company Secretary and Compliance Officer

Encl: As Above

www.mpslimited.com

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Corporate Identification Number: L22122TN1970PLC005795

MPS

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 (“**Management 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, including General Circular No. 03/2022 dated 05 May 2022 and 11/2022 dated 28 December 2022 and the latest General Circular No. 09/2023 dated 25 September 2023 (“**MCA Circulars**”) 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 is 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 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 Tuesday, 20 August 2024. **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.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts, reasons and instruction of remote e-voting is appended to this Postal Ballot Notice.

The Board of Directors (“**Board**”) in their meeting held on 08 August 2024, had appointed Mr. R. Sridharan (ICSI Membership FCS No.4775-CP No.3239) 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 a 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 a 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 Monday, 26 August 2024** and **Members are requested to cast their votes through the remote e-voting process not later than Tuesday, 05:00 PM (IST) on 24 September 2024**, 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 2 (two) working days at the registered office of the Company at RR Towers IV, 16/17, Super A, Thiru-Vi-Ka, Industrial Estate Guindy, Chennai - 600 032, Tamil Nadu. 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.mpslimited.com), as well as on the website of CDSL at www.evotingindia.com.

The proposed resolutions, if passed by the requisite majority, shall be deemed to have been passed on 24 September 2024, being the last day of remote e-voting.

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

SPECIAL BUSINESS(ES):

ITEM NO.-1: APPOINTMENT OF MS. RUVINA SINGH (DIN: 10352020) 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, 161 and 178 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 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Ms. Ruvina Singh (DIN- 10352020), who was appointed as an Additional Director in the capacity of Independent Non-Executive Director of the Company with effect from 30 July 2024 and has submitted a declaration that she meets the criteria of independence 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 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 2(Two) consecutive years with effect from 30 July 2024 to 29 July 2026 (both days inclusive) on the terms and conditions as detailed in the appointment letter prepared pursuant to the provisions of Section 149 read with Schedule IV of the Act and SEBI Listing Regulations and that Ms. Ruvina Singh shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing resolution.”

ITEM NO.2: APPOINTMENT OF MR. KARTHIK BHAT KHANDIGE (DIN: 06730563) 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, 161 and 178 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 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Karthik Bhat Khandige (DIN: 06730563), who was appointed as an Additional Director in the capacity of Independent Non-Executive Director of the Company with effect from 30 July 2024 and has submitted a declaration that he meets the criteria of independence 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 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 2(Two) consecutive years with effect from 30 July 2024 to 29 July 2026 (both days inclusive) on the terms and conditions as detailed in the appointment letter prepared pursuant to the provisions of Section 149 read with Schedule IV of the Act and SEBI Listing Regulations and that Mr. Karthik Bhat Khandige shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing resolution.”

Registered Office

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

CIN: L22122TN1970PLC005795

Website: www.mpslimited.com

E-mail: investors@mpslimited.com

Place: Noida, Uttar Pradesh

Date: 08 August 2024

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

Sd/-

**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. 20 August 2024. 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 purposes 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 a 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.mpslimited.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.mpslimited.com) to facilitate online inspection till the date of announcement of the results of this Postal Ballot.
6. The 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.mpslimited.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 Monday, 26 August 2024 and Members are requested to cast their votes through the remote e-voting process not later than 05:00 PM (IST) on Tuesday, 24 September 2024. 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 is 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 (nagaraj@cameoindia.com), if the shares are held in physical form.
10. The Board of Directors of the Company had appointed Mr. R. Sridharan (ICSI Membership FCS No.4775-CP No.3239) 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 2 (two) working days at the registered office of the Company at RR Towers IV, 16/17, Super A, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai - 600 032, Tamil Nadu.
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 210 99 11 .

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 Monday, 26 August 2024**
- ❖ **End of remote e-voting: At 05:00 PM (IST) on Tuesday, 24 September 2024**

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 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 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 CDSL/NSDL IS GIVEN BELOW:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for 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 & New System Myeasi Tab.2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the 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 & New System Myeasi 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.
Individual Shareholders holding securities in Demat mode with NSDL Depository	<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.nsd.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.

	<p>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>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> <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>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 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’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 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 to helpdesk.evoting@cdslindia.com or contacting toll-free no. 1800 210 99 11
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 call at.: 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 have 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 the 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- 240819011 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.
 - 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 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** at investors@mpslimited.com /RTA email id at 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll-free no.1800 210 99 11.

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 210 99 11.

Registered Office

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

Place: Noida, Uttar Pradesh
Date: 08 August 2024

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

Sd/-

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

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

ITEM NO. 1: APPOINTMENT OF MS. RUVINA SINGH (DIN:10352020) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (the “NRC”) appointed Ms. Ruvina Singh (DIN:10352020) as an Additional Director in the capacity of Independent Non-Executive Director of the Company, for a term of 2(Two) consecutive years with effect from 30 July 2024 to 29 July 2026 (both days inclusive), pursuant to Sections 149,150 and 152 of the Act read with Article 125 of the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires the approval of the members of the Company. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, effective from 01 January 2022, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Ruvina Singh would require the approval of Members of the Company within a period of three months from the date of appointment.

Ms. Ruvina Singh is eligible to be appointed as an Independent Director for a term of 2(Two) consecutive years. The company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company. The Company has also received a declaration of independence from Ms. Ruvina Singh. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, Ms. Ruvina Singh is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the NRC and the Board, Ms. Ruvina Singh possesses the requisite skills and capabilities required for the role of an Independent Director of the Company and has over 35 years of experience in leadership development and executive coaching, which would be beneficial to the Board of Directors of the Company, therefore it is considered desirable to avail her services as an Independent Director.

Further, in the opinion of the NRC and the Board, Ms. Ruvina Singh fulfils the conditions of Independence as specified in the Act, the Rules made thereunder, and the SEBI Listing Regulations and she is independent of the Management.

A brief profile of Ms. Ruvina Singh, along with additional details as required under Regulation 36 of SEBI Listing Regulations and SS-2, is given in “Annexure-A” to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Ms. Ruvina Singh will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings, 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. The terms and conditions of Ms. Ruvina Singh's appointment are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website at www.mpslimited.com.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and in terms of Regulation 17(1C) of the SEBI Listing Regulations and other applicable provisions, the appointment of Ms. Ruvina Singh as an Independent Director is being placed for the approval of the members within the stipulated time frame.

Ms. Ruvina Singh, being the appointee, is interested in this resolution. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Ruvina Singh as an Independent Director in the interest of the Company and recommends the Special Resolution for the approval of Members.

“Annexure- A” to the Notice dated 08 August 2024

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 ICSI is furnished below:

Name of the Director	Ms. Ruvina Singh
DIN	10352020
Date of Birth	12 August 1957
Date of first appointment on the Board	30 July 2024
Educational Qualifications	Bachelors in Psychology, Lady Shri Ram College for Women, Delhi University, Bachelor of Education, NEHU, Masters in Clinical Psychology, University College Cork, Ireland.
Expertise in specific functional area	Leadership Development, Human Resource Management, Senior-level Talent Acquisition and Driving Transitions, Onboarding and Outsourcing.
Directorships in other listed Companies (excluding foreign companies)	Nil
Membership/Chairpersonship of Committees in other listed companies (excluding foreign companies)	Not Applicable
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	Not Applicable
No. of Shares held	a) Own- Nil b) For other persons on a beneficial basis- Nil
Disclosure of relationships between directors inter-se	Nil
Number of Board meetings attended during FY2022-23	Not Applicable
Brief Profile, Skills and Capabilities	The Brief Profile of Ms. Ruvina Singh is enclosed herewith as “Annexure-A1”.
Terms and Conditions of Appointment	Appointment as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a period of 2 (Two) consecutive years with effect from 30 July 2024 to 29 July 2026 (both days inclusive). The Terms and Conditions of appointment are in accordance with the Nomination and Remuneration Policy of the Company. The same is available for inspection by the members and is also provided on the Company’s website i.e. www.mpslimited.com
Remuneration last drawn	Not Applicable
Remuneration proposed to be given	The Independent Directors 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.

BRIEF PROFILE OF MS. RUVINA SINGH



Ms. Ruvina Singh
HR Leader Executive Coach Assessor & Facilitator

Ruvina Singh is a seasoned Clinical Psychologist with over 35 years of experience in Human Resources. She specializes in psychometric and personality assessments, leadership development, and executive coaching across a wide range of industries in multinational organizations. Notably, Ruvina has successfully built two IT-enabled service start-ups from the ground up, expanding them to over 4000 employees in a short time. Her role as head of HR, Training, and Talent Acquisition involved aligning HR processes with business strategies and driving employee engagement initiatives.

Throughout her career, Ruvina has assessed over 400 leaders at the top-team level and has coached CXOs and senior executives at multinational corporations and large Indian conglomerates, including Microsoft, Google, Unilever, Pfizer, HP, Deloitte, Adani and Tatas. Her expertise extends to managing diverse functions such as corporate communications, operations management, business development and customer acquisition.

Ruvina's industry experience spans Technology, IT Enabled Services, Telecom, Pharma, Shipping and Banking/Finance. Her areas of coaching expertise include strategic thinking, executive presence, succession planning, strategic communication, high-performance teams, leadership team alignment, personality and interpersonal relationships and diversity and inclusion. Additionally, she has extensive facilitation experience in managerial effectiveness, influencing and negotiation, collaboration and teams, conflict resolution and strategic planning.

Her professional journey includes significant roles such as Partner at Korn Ferry International, Director of HR at Dell International Services, India Head of Resourcing at the Royal Bank of Scotland, Senior Vice President of HR, Training and Corporate Communications at Countrywide Financial Corporation and Director of HR and Training at Daksh eServices Pvt (now IBM Daksh).

Ruvina holds a Bachelor's degree in Psychology from Lady Shri Ram College for Women, Delhi University, a Bachelor of Education from NEHU and a Master's degree in Clinical Psychology from University College Cork, Ireland.

She is proficient in various assessment tools, including Korn Ferry Assessment Tools, MBTI, Hogan, 16 PF, Talent Q, FIRO-B, simulation-based assessments and behavioural interviewing.

ITEM NO. 2: APPOINTMENT OF MR. KARTHIK BHAT KHANDIGE (DIN: 06730563) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (the “NRC”) appointed Mr. Karthik Bhat Khandige (DIN: 06730563) as an Additional Director in the capacity of Independent Non-Executive Director of the Company, for a term of 2(Two) consecutive years with effect from 30 July 2024 to 29 July 2026 (both days inclusive), under Sections 149,150 and 152 of the Act read with Article 125 of the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires the approval of the members of the Company. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, effective from 01 January 2022, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Karthik Bhat Khandige would require the approval of Members of the Company within a period of three months from the date of appointment.

Mr. Karthik Bhat Khandige is eligible to be appointed as an Independent Director for a term of 2(Two) consecutive years. The company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. The Company has also received a declaration of independence from Mr. Karthik Bhat Khandige. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, Mr. Karthik Bhat Khandige is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the NRC and the Board, Mr. Karthik Bhat Khandige possesses the requisite skills and capabilities required for the role of an Independent Director of the Company and has over 20 years of experience in both investment and business operations, he has advised, built, and invested in over 75 startups, which would be beneficial to the Board of Directors and the Company, therefore it is considered desirable to avail his services as an Independent Director.

Further, in the opinion of the NRC and the Board, Mr. Karthik Bhat Khandige fulfils the conditions of Independence as specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and he is independent of the Management.

A brief profile of Mr. Karthik Bhat Khandige, along with additional details as required under Regulation 36 of SEBI Listing Regulations and SS-2, is given in “**Annexure-B**” to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Karthik Bhat Khandige will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by his, reimbursement of expenses for participation in the meetings, 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. The terms and conditions of Mr. Karthik Bhat Khandige's appointment are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website at www.mpslimited.com.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and in terms of Regulation 17(1C) of the SEBI Listing Regulations and other applicable provisions, the appointment of Mr. Karthik Bhat Khandige as an Independent Director is being placed for the approval of the members within the stipulated time frame.

Mr. Karthik Bhat Khandige, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives (except K Ishwara Bhat (HUF) in which Mr. Karthik Bhat Khandige is a Member, is holding 2,240 shares of the Company), are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Karthik Bhat Khandige as an Independent Director in the interest of the Company and recommends the Special Resolution for the approval of Members.

“Annexure-B” to the Notice dated 08 August 2024

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 ICSI is furnished below:

Name of the Director	Mr. Karthik Bhat Khandige
DIN	06730563
Date of Birth	31 August 1982
Date of first appointment on the Board	30 July 2024
Educational Qualifications	Chartered Accountant, Post-Graduate Programme in Management from Indian School of Business (ISB), Hyderabad, Bachelor of Commerce.
Expertise in specific functional area	Significant leadership roles as both an investor and a business operator.
Directorships in other listed Companies (excluding foreign companies)	Nil
Membership/Chairpersonship of Committees in other listed companies (excluding foreign companies)	Not Applicable
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	Not Applicable
No. of Shares held	a) Own- Nil b) For other persons on a beneficial basis- K Ishwara Bhat (HUF) in which Mr. Karthik Bhat Khandige is a Member, holds 2,240 shares of the Company.
Disclosure of relationships between directors inter-se	Nil
Number of Board meetings attended during FY2022-23	Not Applicable
Brief Profile, Skills and Capabilities	The Brief Profile of Mr. Karthik Bhat Khandige is enclosed herewith as “Annexure-B1”.
Terms and Conditions of Appointment	Appointment as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a period of 2 (Two) consecutive years with effect from 30 July 2024 to 29 July 2026 (both days inclusive). The Terms and Conditions of appointment are in accordance with the Nomination and Remuneration Policy of the Company. The same is available for inspection by the members and is also provided on the Company’s website i.e. www.mpslimited.com .
Remuneration last drawn	Not Applicable
Remuneration proposed to be given	The Independent Directors 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.

BRIEF PROFILE OF MR. KARTHIK BHAT KHANDIGE

Mr. Karthik Bhat Khandige
Founder and Managing Partner,
Force Ventures



Karthik is the Founder and Managing Partner of Force Ventures, a venture firm specializing in early-stage investments from pre-seed and seed to Series A rounds. With over 20 years of experience, Karthik has held significant leadership roles as both an investor and a business operator.

From 2001 to 2009, Karthik worked with prominent firms such as SB Billimoria (now Deloitte India) and Goldman Sachs Equity Research. Following his MBA from the Indian School of Business (ISB) in 2010-2011, he has played a pivotal role in the startup ecosystem, advising, building, and investing in over 75 high-growth startups. His investment portfolio spans public and private markets, including both equity and debt.

Karthik's notable tenure in the startup ecosystem includes leadership positions at Zephyr Peacock India Fund, part of the global Zephyr Management Group, and Dailyhunt, a leading unicorn in local language content in India. He later founded and led Ubiquity Capital, focusing on early-stage venture debt, successfully overseeing the deployment and syndication of debt capital across more than 20 companies with zero delinquencies and top-tier IRRs.

In recognition of his impact, Karthik was ranked among India's most prolific angel investors by Moneycontrol and Inc42 in 2022 and 2023. He holds an MBA from ISB Hyderabad, has cleared the CFA level 3 exams from the CFA Institute (USA), and is a Chartered Accountant from The Institute of Chartered Accountants of India.