

**MPS Limited**

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Ref: MPSTL/SE/43/2023-24

Date: 31 July 2023

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: MPSTLTD 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 Sir / Madam,

Sub: Proceedings of 53rd Annual General Meeting (AGM) of MPS Limited held on 31 July 2023

With reference to the above subject and pursuant to the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, we wish to state that 53rd AGM of Members of MPS Limited has been duly convened on Monday, 31 July 2023, at 11.30 A.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')

The brief proceedings of the 53rd AGM of Members of MPS Limited is enclosed herewith.

The same is also available on the Company's website at <https://www.mpslimited.com/annual-general-meeting/>.

This is for your information and record.

Thanking you,

Yours Faithfully,
For MPS Limited

Raman Sapra
Company Secretary & Compliance Officer

Encl: As above

www.mpslimited.com

Summary of proceedings of the 53rd Annual General Meeting ('AGM/Meeting')

The 53rd AGM of the Members of MPS Limited ('the Company') was held on Monday, 31 July 2023, at 11.30 A.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), in compliance with the provisions of the Companies Act, 2013, read with the various circulars issued by the Ministry of Corporate Affairs and relaxations provided by SEBI from time to time.

Total No. of Shareholders on Record Date i.e. 24 July 2023:14,213

No. of Shareholders attended the meeting through VC: 61

Directors present through VC/OAVM:		
Mr. Rahul Arora	:	Chairman and CEO- Melbourne, Australia
Ms. Achal Khanna	:	Non-Executive and Independent Director- Gurugram, Haryana
Mr. Ajay Mankotia	:	Non-Executive and Independent Director- New Delhi
Ms. Jayantika Dave	:	Non-Executive and Independent Director- Gurugram, Haryana
Dr. Piyush Kumar Rastogi	:	Non-Executive and Independent Director- Noida, Uttar Pradesh
Ms. Yamini Tandon	:	Non-Executive and Non-Independent Director- Gurugram, Haryana

Key Managerial Personnel and Statutory Auditors and Secretarial Auditors present through VC/OAVM:		
Mr. Sunit Malhotra	:	Chief Financial Officer- Noida, Uttar Pradesh
Mr. Raman Sapra	:	Company Secretary and Compliance Officer- Noida, Uttar Pradesh
Mr. Rohit Arora	:	Partner - M/s. Walker Chandio & Co LLP, Chartered Accountants, Statutory Auditors- Gurugram, Haryana
Mr. R Sridharan	:	R. Sridharan and Associates, Practicing Company Secretaries, Secretarial Auditors & Scrutinizer for the Meeting-Chennai, Tamilnadu

Mr. Raman Sapra, Company Secretary & Compliance Officer, welcomed the Members who were participating in the Meeting and briefed them regarding the participation through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). He further informed the Shareholders that the AGM has been convened through VC/OAVM in compliance with the provisions of Companies Act 2013, read with MCA and SEBI Circulars from time to time.

He further informed the members that participation in this AGM was opened 15 minutes prior to the scheduled time of commencement and will remain open for another 15 minutes after the conclusion of the AGM for casting votes. As stated in the Notice, the Company has engaged Central Depository Services (India) Limited (CDSL), to provide a VC facility enabling shareholders to attend the AGM, with participation on a first-come-first-served basis for the first 1000 shareholders. However, key speakers such as Promoters, Institutional Investors, Directors, KMPs, and Auditors will be allowed to attend the AGM without any restrictions.

He further informed the members that since the AGM is being held over video conferencing where physical attendance of members, in any case, has been dispensed with, a member entitled to attend and vote at the meeting will not be eligible to appoint proxies to attend the meeting. However, body corporates are entitled to appoint authorized representatives to participate in the AGM and cast their votes. The registered office of the Company situated at Chennai shall be deemed to be the venue for this AGM and the proceedings of the AGM shall also be deemed to be made thereat. Furthermore, to transact the businesses as mentioned in the notice, the shareholders will be provided with an opportunity to inspect all documents referred to in the Notice and Explanatory Statement until the date of the AGM.

Thereafter, Mr. Rahul Arora, Chairman of the Board, chaired the Meeting and welcomed all the shareholders, directors, and auditors at the 53rd Annual General Meeting of MPS Limited.

Upon confirmation of the presence of Quorum, the Chairman called the meeting to order.

The Chairman further informed that all the Directors of the Company were present at the Meeting through Video Conferencing ('VC') from their respective locations. The Chairman then after gave a brief introduction of the Directors, the Senior Management Officials, Statutory Auditors and Secretarial Auditors present through Video Conferencing.

Thereafter, the Chairman delivered his message to the Shareholders and gave the highlights of the fiscal year ended 31 March 2023. He also expressed his ambition of driving the organisation towards Vision 2027 through the recently launched five-pronged approach.

The Chairman also spoke about the deep purpose of the organization and the guiding force towards that goal. He also laid emphasis on each line of business at MPS and the way forward.

Lastly, he expressed his profound gratitude towards the employees and stakeholders, at large, for their continued support and respect.

Thereafter, the Notice convening the AGM and the Auditor's Report for the financial year ended 31 March 2023 were taken as read. There were no qualifications, observations or adverse remarks in the reports of the Statutory Auditor and Secretarial Auditor.

Thereafter, the floor was opened to ask questions or express views from those Members who had registered themselves as Speaker Shareholders. The queries as raised by them were responded by the Chairman of the Company.

Thereafter, the Chairman then thanked the Members for their active participation at our 53rd AGM and appreciated their thoughtful questions. The Chairman concluded the meeting with the vote of thanks.

Thereafter, the Chairman authorized Mr. Raman Sapra, to give general instructions to the shareholders to carry out the e-voting process and to conclude the Meeting.

Thereafter, Mr. Raman Sapra informed that pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company has provided a remote e-voting facility to all its Members to cast their votes on all resolutions set out in the Notice of the AGM from Friday, 28 July 2023 (09:00 AM) which ends on Sunday, 30 July 2023 (05:00 PM). For this purpose, the Company has tied up with CDSL to facilitate e-voting. The Company has provided the Remote e-voting facility to those, who were Members on Monday, 24 July 2023, being the cut-off date to vote on all the 3 (Three) Resolutions set out in the Notice of AGM. Members attending the AGM today and who have not cast their vote by Remote e-voting may cast their vote on the e-voting platform today.

Thereafter, the members participated through VC were formally propose to vote on the resolutions as set out in the Notice. The e-voting facility was activated for 15 minutes to enable Members to cast their votes.

He further informed the Members that, Mr. R. Sridharan, of R. Sridharan & Associates, Company Secretaries were appointed as the Scrutinizer to scrutinize both, the remote e-voting and the e-voting at this AGM, in a fair and transparent manner. The Results will be declared within 2 working days from the conclusion of the AGM. The Results along with Scrutinizer's Report shall also be submitted to the Stock Exchanges and simultaneously be placed on the website of the Company as well as CDSL.

In terms of the Notice dated 16 May 2023, convening the 53rd AGM of the Company, the following business(es) were transacted at the Meeting through remote e-voting and e-voting at the AGM:

Ordinary Business:

S. No.	Resolution	Type of Resolution
1.	a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	Declaration of Final Dividend of INR 20/- (Rupees Twenty Only) per Equity Share of INR 10/- each for the Financial Year 2022-23.	Ordinary
3.	Appointment of Ms. Yamini Tandon (DIN: 06937633), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment as a Director.	Ordinary

The Meeting concluded at 12:38 P.M. (IST) with a vote of thanks to the Board Members and other panelists who joined the meeting.

Notes:

- i. The Company will separately intimate the Consolidated Scrutinizer's Report and Results of remote e-voting and e-voting at the AGM to the Stock Exchanges.
- ii. This document does not constitute the Minutes of the AGM of the Company.

This is for your information and records.

Yours Faithfully,
For MPS Limited

Raman Sapra
Company Secretary & Compliance Officer