



**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/25/2023-24

Date: 25 May 2023

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

**Sub: Annual Secretarial Compliance Report for the financial year ended 31 March 2023.**

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019, Please find enclosed herewith the Annual Secretarial Compliance Report issued to the Company by M/s. R. Sridharan and Associates, Practicing Company Secretaries, for the financial year ended 31 March 2023.

This is for your kind information and record.

Thanking you,

Yours Faithfully,  
For MPS Limited

**Raman Sapra**  
Company Secretary and Compliance Officer

Encl: As Above

[www.mpslimited.com](http://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

**SECRETARIAL COMPLIANCE REPORT OF MPS LIMITED**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

**ISIN: INE943D01017**

We, **R. SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) All the documents and records made available to us and explanation provided by **MPS LIMITED (CIN: L22122TN1970PLC005795) (herein after referred as "the listed entity")** having its Registered office at RR Tower IV, Super A, 16/17 Thiru-vi-ka Industrial Estate, Guindy, Chennai – 600 032.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address:<https://www.mpslimited.com>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended **31<sup>st</sup> March, 2023** in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the year under review)

g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable during the year under review)

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except the following:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Audio/video recordings and transcripts of post earnings/quarterly calls, shall be filed, simultaneously with submission to the recognized stock exchange(s) in the following manner: (i) Audio or video recordings - before the next trading day or within 24 hours from the conclusion of such calls, whichever is earlier; (ii) Transcript - within five working days of the conclusion of such calls  The Change in Key Managerial Personnel shall be disclosed to the Stock Exchange not later than 24 hours from the occurrence of the event.	Regulation 30 read with Clause 7 and Clause 15(b)(i) and (ii) of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015	Slight delay in submitting to stock exchanges information in relation to the Audio recordings/ Transcript of the investor calls and Change in Key Managerial Personnel of the Company.	-	-	-	-	-	The delay in submission of these Intimations was due to an inadvertent oversight. The Company assures for being more cautious in the future and has taken all the necessary steps and ensured that for the subsequent quarters the same are submitted within the prescribed timeline.	-

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	
2.	<p><u>Adoption and timely updation of the Policies</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	YES  YES	
3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> </ul>	YES  YES	

	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	YES	
4.	<u>Disqualification of Director</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	
5.	<u>Details related to Subsidiaries of listed entities</u> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies.</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	YES YES	
6.	<u>Preservation of Documents</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	YES	
8.	<u>Related Party Transactions</u> <ul style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or)</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.</li> </ul>	YES  NOT APPLICABLE	All Related party Transactions were entered into after obtaining prior approval of audit Committee.

9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	Please refer Table above
10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	
12.	<u>Additional Non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	YES	

**FOR R. SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES**

R  
SRIDHARAN

Digitally signed  
by R SRIDHARAN  
Date: 2023.05.24  
18:14:39 +05'30'

**CS R.SRIDHARAN**

**C.P NO.3239**

**FCS.NO.4775**

**PR.NO.657/2020**

**UIN: S2003TN063400**

**UDIN: F004775E000365784**

**PLACE : CHENNAI  
DATE : 24<sup>TH</sup> MAY, 2023**