



**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/40/2024-25

Date: 25 September 2024

<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: Voting Results of the Meeting of the Shareholders of MPS Limited held by way of Postal Ballot process initiated in terms of Postal Ballot Notice dated 08 August 2024.**

This is further to our communication dated 22 August 2024, wherein we informed about the Postal Ballot process ("Postal Ballot") initiated by the Company to seek the approval of the Shareholders by way of Special Resolution, as detailed in the Postal Ballot Notice dated 08 August 2024.

In compliance with Regulation 30, read with Schedule III(A)(13) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we hereby inform you that the Shareholders have duly approved the resolutions proposed via Postal Ballot, with the requisite majority. The details are as follows:

Items to the Postal Ballot Notice	Particulars of Resolution	Type of Resolution	Mode of Voting	Remarks
1.	Appointment of Ms. Ruvina Singh (DIN:10352020) as an Independent Non-Executive Director of the Company.	Special	Remote e-voting	Passed with requisite Majority
2.	Appointment of Mr. Karthik Bhat Khandige (DIN:06730563) as an Independent Non-Executive Director of the Company.	Special	Remote e-voting	Passed with requisite Majority

The aforesaid resolutions were deemed to be passed on Tuesday, 24 September 2024, being the last date of remote e-voting.

In terms of Regulation 44(3) of SEBI Listing Regulations, a copy of the voting results along with the Scrutinizer's Report is enclosed herewith.

The result of the remote e-voting and Report of the Scrutinizer are also being hosted on the website of the Company i.e. [www.mpslimited.com](http://www.mpslimited.com) and website of Central Depository Services (India) Limited (CDSL) (e-voting agency) i.e. [www.cdslindia.com](http://www.cdslindia.com).

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

NAME OF THE COMPANY: MPS LIMITED

NO OF SHAREHOLDERS AS ON CUT OFF DATE: 16171

1. APPOINTMENT OF MS. RUVINA SINGH (DIN: 10352020) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Resolution Required:(Ordinary/Special)			Special Resolution					
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
NON PROMOTER- NON PUBLIC	E-VOTING	145107	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>145107</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PROMOTER AND PROMOTER~GROUP	E-VOTING	11690615	11690615	100	11690615	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>11690615</b>	<b>11690615</b>	<b>100</b>	<b>11690615</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	576873	408733	70.85	408733	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>576873</b>	<b>408733</b>	<b>70.85</b>	<b>408733</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4693221	207464	4.42	207312	152	99.93	0.07
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>4693221</b>	<b>207464</b>	<b>4.42</b>	<b>207312</b>	<b>152</b>	<b>99.93</b>
<b>GRAND TOTAL</b>		<b>17105816</b>	<b>12306812</b>	<b>71.95</b>	<b>12306660</b>	<b>152</b>	<b>100</b>	<b>0</b>

2. APPOINTMENT OF MR. KARTHIK BHAT KHANDIGE (DIN: 06730563) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Resolution Required:(Ordinary/Special)			Special Resolution					
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
NON PROMOTER- NON PUBLIC	E-VOTING	145107	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>145107</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PROMOTER AND PROMOTER~GROUP	E-VOTING	11690615	11690615	100	11690615	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>11690615</b>	<b>11690615</b>	<b>100</b>	<b>11690615</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	576873	408733	70.85	408733	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>576873</b>	<b>408733</b>	<b>70.85</b>	<b>408733</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4693221	207464	4.42	207382	82	99.96	0.04
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>4693221</b>	<b>207464</b>	<b>4.42</b>	<b>207382</b>	<b>82</b>	<b>99.96</b>
<b>GRAND TOTAL</b>		<b>17105816</b>	<b>12306812</b>	<b>71.95</b>	<b>12306730</b>	<b>82</b>	<b>100</b>	<b>0</b>

25<sup>th</sup> September, 2024

**The Chairman  
MPS Limited**

RR Tower IV,  
Super A, 16/17 Thiru-Vi-Ka Industrial Estate,  
Guindy,  
Chennai, - 600032.

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot**

Pursuant to the resolutions passed by the Board of Directors of **MPS Limited** ("the Company") on 8<sup>th</sup> August, 2024, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote electronic voting in respect of the following resolutions:

<b>Reference to the Companies Act, 2013</b>	<b>Type and Description of the resolutions</b>
<p><b>Sections 149, 150, 152, 161 and 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> 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 &amp; 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.</p> <p><b>RESOLVED FURTHER THAT</b> 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."</p>

<p><b>Sections 149, 150, 152, 161 and 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>“RESOLVED THAT</b> 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 &amp; 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.</p> <p><b>RESOLVED FURTHER THAT</b> 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.”</p>
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WE REPORT that In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India’s General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (“MCA Circulars”), the Company has sent Postal Ballot Notice dated 8<sup>th</sup> August, 2024 on 22<sup>nd</sup> August, 2024 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 20<sup>th</sup> August, 2024 (“Cut-off date”).

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot E- voting, on the resolutions contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed Tuesday, 24<sup>th</sup> September, 2024 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**FINANCIAL EXPRESS**" in 'English' on 23<sup>rd</sup> August, 2024 and "**MAKKAL KURAL**" in vernacular language `Tamil' on 23<sup>rd</sup> August, 2024 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **26<sup>th</sup> August, 2024 (9:00 a.m. IST) to 24<sup>th</sup> September, 2024 (5:00 p.m. IST).**

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Tuesday, 24<sup>th</sup> September, 2024, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **16171** Shareholders, we have received valid E-Voting from **174** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	<b>26<sup>th</sup> August, 2024 (9:00 a.m. IST) to 24<sup>th</sup> September, 2024 (5:00 p.m. IST)</b>		
Total No. of Shareholders	<b>16171</b>		
Total No. of Shares	<b>17105816</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per E-Voting</b>	<b>Total</b>
Postal Ballot Forms Received	-	<b>174</b>	<b>174</b>
Less: Invalid Forms	-	<b>0</b>	<b>0</b>
<b>Net Valid Forms</b>	-	<b>174</b>	<b>174</b>

**Item no.-1: Appointment of Ms. Ruvina Singh (DIN: 10352020) as an Independent Non-Executive Director of the Company.**

**SPECIAL RESOLUTION**

(i) Votes in **favour** of the resolution:

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) – E-Voting</b>	<b>% of total number of valid votes cast</b>
<b>164</b>	<b>12306660</b>	<b>99.9988</b>

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
10	152	0.0012

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) – E- Voting
NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item No 1 as set out in the Notice of Postal Ballot is passed with requisite majority.

Item no.2: Appointment of Mr. Karthik Bhat Khandige (DIN: 06730563) as an Independent Non-Executive Director of the Company.

**SPECIAL RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
165	12306730	99.9993

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
9	82	0.0007

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) – E- Voting
NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item No 2 as set out in the Notice of Postal Ballot is passed with requisite majority.

WE FURTHER REPORT that as per the notice of Postal Ballot dated 8<sup>th</sup> August, 2024. The results of the e-voting will be announced by the Chairman or any other person authorised by the him within 2 (two) working days at the registered office of the Company and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's shares are listed and will also be displayed on the Company's website [www.mpslimited.com](http://www.mpslimited.com) and on the website of Central Depository Services (India) Limited ("CDSL").

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

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

R  
SRIDHARAN

Digitally signed  
by R SRIDHARAN  
Date: 2024.09.25  
11:45:37 +05'30'

**CS R SRIDHARAN  
FCS No. 4775  
C P No. 3239  
PR No. 657/2020  
UDIN: F004775F001307318**