



**MPS Limited**

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

**Ref:** MPSL/SE/109/2025-26

**Date:** 09 February 2026

**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:** MPSLTD

**ISIN:** INE943D01017

**BSE Limited**

Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001, India  
**Scrip Code:** 532440  
**ISIN:** INE943D01017

Dear Sirs,

**Sub: Scrutinizer Report**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Scrutinizer's Report received from M/s. R. Sridharan & Associates, Company Secretaries, for the purpose of scrutinizing the Postal Ballot process through remote electronic voting.

This is for your kind information and records.

Yours Faithfully,  
For **MPS Limited**

**Raman Sapra**  
Company Secretary and Compliance Officer

**Encl:** As above

9<sup>th</sup> February, 2026

The Chairman  
**MPS Limited**  
 RR Tower IV, Super A, 16/17,  
 Thiru-Vi-Ka Industrial Estate,  
 Guindy, Chennai - 600 032.

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 24<sup>th</sup> December 2025, 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:

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

<b>Section 12 of the Companies Act, 2013 read with Rule 27 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013</b>	<b><u>SPECIAL RESOLUTION</u></b>
	<p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 12 of the Companies Act, 2013 read with Rule 27 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded for shifting the Registered Office of the Company from its existing address at RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, Tamil Nadu – 600032 to Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T Road, Perungalathur, Chennai, Tambaram, Kanchipuram, Tamil Nadu-600063, which is outside the local limits of the city, town, or village where the present Registered Office is situated but within the jurisdiction of the same Registrar of Companies, with effect from 01 April 2026.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, and to take all necessary steps for giving effect to this resolution, including filing the required forms with the Registrar of Companies, updating statutory records, informing stakeholders, and taking all acts, deeds, and matters as may be necessary or expedient to give effect to the aforesaid resolution.”</p>

**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, General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 and General Circular No. 03/2025 dated 22 September 2025 (“MCA Circulars”) the Company has sent Postal Ballot Notice dated 24<sup>th</sup> December, 2025 on 6<sup>th</sup> January, 2026 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 Cameo Corporate Services Limited (“Cameo”), the Company's Registrar and Share Transfer Agent (“RTA”) or Depository Participants (“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. Friday, 2<sup>nd</sup> January, 2026 (“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 remote e- voting, on the resolutions contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for remote 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 remote 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 Friday, 6<sup>th</sup> February, 2026 as the last date for remote 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 'All Editions' on 7<sup>th</sup> January, 2026 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 7<sup>th</sup> January, 2026 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received remote e-voting from the members during the period **8<sup>th</sup> January, 2026 (9:00 a.m. IST) to 6<sup>th</sup> February, 2026 (5:00 p.m. IST)**.

All the votes received up to the closure of working hours (**5:00 p.m. IST**) on Friday, 6<sup>th</sup> February 2026, the last date fixed by the Company for receipt of remote 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 **30,479** Shareholders, we have received valid remote e-voting from **103** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot remote e-voting	<b>8<sup>th</sup> January, 2026 (9:00 a.m. IST) to 6<sup>th</sup> February, 2026 (5:00 p.m. IST)</b>		
Total No. of Shareholders as on cut-off date	<b>30,479</b>		
Total No. of Shares	<b>1,71,05,816</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per remote e-voting</b>	<b>Total</b>
Postal Ballot Forms Received	-	<b>103</b>	<b>103</b>
Less: Invalid Forms	-	<b>0</b>	<b>0</b>
<b>Net Valid Forms</b>	<b>-</b>	<b>103</b>	<b>103</b>

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

**SPECIAL RESOLUTION**

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

Number of members voted in remote e- voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
95	12987750	99.954

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

Number of members voted in remote e- voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
8	5920	0.046

(iii) **Invalid** Votes:

Number of members voted in remote e- voting	Number of votes cast (Shares) - remote 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 in favour of the resolution with requisite majority.**

**ITEM NO. 2: APPROVAL FOR SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY.**
**SPECIAL RESOLUTION**

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

<b>Number of members voted in remote e- voting</b>	<b>Number of votes cast (Shares) – remote e-voting</b>	<b>% of total number of valid votes cast</b>
<b>97</b>	<b>12993559</b>	<b>99.999</b>

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

<b>Number of members voted in remote e- voting</b>	<b>Number of votes cast (Shares) – remote e-voting</b>	<b>% of total number of valid votes cast</b>
<b>5</b>	<b>110</b>	<b>0.001</b>

(iii) **Invalid** Votes:

<b>Number of members voted in remote e- voting</b>	<b>Number of votes cast (Shares) – remote e-voting</b>
<b>NIL</b>	<b>NIL</b>

**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 in favour of the resolution with requisite majority.**

**WE FURTHER REPORT** that as per the notice of Postal Ballot dated 24<sup>th</sup> December, 2025. The results of the remote e-voting will be announced by the Chairman or any person authorized by him within 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 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 remote e-voting.

Thanking You  
Yours faithfully,

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

R

Digitally signed

by R Sridharan

Sridharan

Date: 2026.02.09

12:07:10 +05'30'

**CS R SRIDHARAN**

**FCS No. 4775**

**C P No. 3239**

**PR No. 6232/2024**

**UDIN: F004775G003896597**

