



# Notice of 54th Annual General Meeting

# MPS LIMITED

**Regd. Office:** RR Towers IV, Super A, 16/17, Thiru-VI-KA Industrial Estate, Guindy, Chennai, Tamil Nadu-600032

**Corp. Office:** A-1, Tower-A, 4th Floor, Windsor IT Park, Sector 125, Noida, Uttar Pradesh-201303

**Tel. No.:** +91-120-4599750 | **E-mail:** investors@mpslimited.com

**Website:** [www.mpslimited.com](http://www.mpslimited.com) | **CIN:** L22122TN1970PLC005795

## NOTICE OF 54<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 54<sup>th</sup> (Fifty-Fourth) Annual General Meeting ("AGM") of the Members of MPS Limited ("the Company") will be held on Thursday, 08 August 2024, at 05:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company, situated at RR Towers IV, Super A, 16/17, Thiru-VI-KA Industrial Estate, Guindy, Chennai, Tamil Nadu-600032, shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESS(ES):

- To receive, consider and adopt
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024, together with the Report of the Auditors thereon.
- To confirm the payment of Interim Dividend of INR 30/- (Rupees Thirty Only) per Equity Share of INR 10/- each already paid during the year as Interim Dividend for the Financial Year 2023-24 and to declare a Final Dividend of INR 45/- (Rupees Forty-Five Only) per Equity Share of INR 10/- each for the Financial Year 2023-24.
- To appoint Ms. Yamini Tandon (DIN: 06937633), Non-Independent and Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board  
For MPS Limited

Place: Noida, Uttar Pradesh

Date: 29 June 2024

Raman Sapra  
Company Secretary  
M.No.: F9233

### Registered Office:

RR Towers IV, Super A, 16/17, Thiru-VI-Ka  
Industrial Estate, Guindy, Chennai-600032  
Tamil Nadu, India

CIN: L22122TN1970PLC005795

**IMPORTANT NOTES:****A. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 54<sup>TH</sup> AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 14/2020 dated 08 April 2020, and subsequent circulars issued by MCA, read with the latest General Circular No. 09/2023 dated 25 September 2023 (hereinafter collectively referred to as "MCA Circulars") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CR/2023/167 dated 07 October 2023 (hereinafter referred to as "SEBI Circulars") in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", permitted for holding the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held through VC/OAVM, the physical attendance of members has been dispensed with, accordingly, the facility to appoint proxies to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA Circulars, the Company is providing a facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/her vote at the AGM by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid rule.

The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, 01 August 2024.

A person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or casting vote through the e-voting system during the meeting.

For this purpose, the Company has entered into an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using a remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

The Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

4. The remote e-voting period commences on Monday, 05 August 2024 (09:00 am IST) and ends on Wednesday, 07 August 2024 (5:00 pm IST).
  - a. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 01 August 2024, may opt for remote e-voting and cast their vote electronically.
  - b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting at the Meeting.

- c. Any person who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as on the cut-off date i.e. Thursday, 01 August 2024, may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or investors@mpslimited.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using the "Forget User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
  - d. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  - e. Members may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again.
  - f. At the end of the remote e-voting period, the facility shall forthwith be blocked.
5. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1,000 members on a first come first served basis. However, this number does not include the large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on a first come first served basis.
  6. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  7. Authorized representatives of the corporate members intending to participate in the AGM are requested to send by email a certified copy of the Board Resolution/Power of Attorney/Authority Letter, authorizing their representatives to attend and vote on their behalf in the Meeting to M/s. R. Sridharan and Associates, Scrutinizer, at [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to the Company at [investors@mpslimited.com](mailto:investors@mpslimited.com).
  8. All documents referred to in the accompanying Notice can be obtained for inspection by writing to the Company at its email ID [investors@mpslimited.com](mailto:investors@mpslimited.com) till the date of the AGM. Further, Shareholders may also write to the Company at its email ID [investors@mpslimited.com](mailto:investors@mpslimited.com) for inspection of any statutory register/documents required to be placed at the time of the AGM of the Company. The same will be replied by the Company suitably.
  9. Members seeking any information with regard to Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.
  10. In compliance with the above circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 have been sent to all the shareholders whose email addresses are registered/available with the Company/Depository Participants as on the cut-off date i.e. Thursday, 01 August 2024. The Notice has also been uploaded on the Company's website at the weblink <https://www.mpslimited.com/annual-general-meeting/>. The Annual Report of the Company is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).  
However, the Shareholders of the Company may request a physical copy of the Notice and Annual Report from the Company by sending a request to [investors@mpslimited.com](mailto:investors@mpslimited.com) in case they wish to obtain the same.

11. The proceedings and the recording of the forthcoming AGM on Thursday, 08 August 2024, shall also be made available on the Company's website at the weblink <https://www.mpslimited.com/annual-general-meeting/>, as soon as possible after the Meeting is over.
12. The Dividend, as recommended by the Board of Directors of the Company, if approved at the AGM, shall be payable to those Shareholders whose name(s) stand registered:
  - (a) as Beneficial Owner as at the end of business hours on 01 August 2024 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
  - (b) as Member in the Register of Members of the Company/Cameo Corporate Services Limited ("RTA") at the end of business hours on 01 August 2024.
13. Pursuant to the amendments introduced in the Income Tax Act, 1961 ("the IT Act") vide Finance Act, 2020, w.e.f. 01 April 2020, dividend declared, paid or distributed by a Company on or after 01 April 2020 is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the RTA/Company by sending documents by Friday, 26 July 2024. For the detailed process, please visit the website of the Company and go through "Instructions on TDS for Dividend" at <https://www.mpslimited.com/annual-general-meeting>.
14. A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to <https://investors.cameoindia.com>. Shareholders are requested to note that if the PAN is not correct/invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable, and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, 26 July 2024.
15. Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to <https://investors.cameoindia.com>. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, 26 July 2024.
16. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

17. The Members whose unclaimed dividends and/or shares have been transferred to IEPF may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to Report on Corporate Governance which is a part of the Annual report and FAQ of investor page on Company's website at <https://www.mpslimited.com/annual-general-meeting>.
18. The Financial Statements of the Subsidiary Companies and the related information have also been made available for inspection by the members at the Corporate Office of the Company during business hours on all days except Saturday, Sunday and holidays, up to the date of the ensuing AGM of the Company. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office/Corporate Office of the Company. The Financial Statements including the Consolidated Financial Statements, Financial Statements of Subsidiaries and all other documents are also available on the Company's website at the weblink <https://www.mpslimited.com/financial-information/>.
19. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11 August 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Link to the ODR Portal is also available on the homepage of Company's website at <https://www.mpslimited.com/>

## THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

**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) The remote e-voting period commences on Monday, 05 August 2024 at 09:00 AM (IST) and ends on Wednesday, 07 August 2024 at 05:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 01 August 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) 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 facility 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 a 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.**

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, on 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-id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, the Login method for e-voting and joining virtual meetings 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"> <li>1) Users who have opted for CDSL Easi/Easiest facility can login using their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; 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' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also will be able to directly access the system of all e-voting service providers.</li> </ol>
Individual shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 "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 e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
Individual shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "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 NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve user ID/password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through 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 CDSL helpdesk by sending a request at helpdesk <a href="mailto:evoting@cdslindia.com">.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.**

(v) Login method for e-voting and joining virtual meetings 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](http://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 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 had logged on to [www.evotingindia.com](http://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 Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
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 in the company records in order to login. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach "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 company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the MPS Limited on which you choose to vote.
- (x) 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 to the resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the Scrutinizer for verification.
- (xvii) **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](http://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](mailto: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 mandatorily required to send the relevant Board Resolution/Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@mpslimited.com](mailto:investors@mpslimited.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by Friday, 02 August 2024, mentioning their name, demat account number/folio number, email ID, mobile number at [investors@mpslimited.com](mailto:investors@mpslimited.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by Friday, 02 August 2024, mentioning their name, demat account number/folio number, email id, mobile number at [investors@mpslimited.com](mailto:investors@mpslimited.com). These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. Only those shareholders who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through e-voting system available during the AGM.
  10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

1. The procedure for attending the meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further, shareholders will be required to allow cameras and use the Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/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 [investors@mpslimited.com](mailto:investors@mpslimited.com) /RTA email id i.e. [nagaraj@cameoindia.com](mailto: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 attending AGM & e-voting from the CDSL e-voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll-free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

#### **OTHER GUIDELINES FOR MEMBERS:**

- a. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 02 August 2024 to Thursday, 08 August 2024 (both days inclusive) for the purpose of the 54<sup>th</sup> AGM and determination of Members eligible for payment of Final Dividend for the financial year 2023-24.
  - b. The Company has fixed Thursday, 01 August 2024, as the "Record Date" for determining the entitlement of members to the final dividend for the financial year ended 31 March 2024, if approved at the AGM.
  - c. SEBI vide its circular mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 01 April 2024, upon their furnishing all the aforesaid details in entirety.
- Further, any service requests or complaints received from the member are not processed by RTA till the aforesaid details/documents are provided to RTA.

SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/updation thereof.

Members may also note that SEBI vide its circular dated 25 January 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.

Relevant details and forms prescribed by SEBI in this regard are available on the Company's website at the weblink <https://www.mpslimited.com/notices-and-voting-results/> for information and use by the shareholders. You are requested to kindly take note of the same and update your particulars timely.

- d. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- e. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Director proposed to be re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
- f. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, shareholders are entitled to make nomination in

respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the Company's website at the weblink <https://www.mpslimited.com/notices-and-voting-results/>. Further, SEBI vide its circular dated 03 November 2021, has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

- g. The Board vide its resolution passed on 21 May 2024, has appointed Mr. R. Sridharan, Practicing Company Secretary of M/s. R. Sridharan and Associates (Membership No. FCS 4775, COP No.3239), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at the weblink <https://www.mpslimited.com/notices-and-voting-results/> and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The result shall also be forwarded to the stock exchanges where the shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Limited.

- h. Subject to receipt of a requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Thursday, 08 August 2024.

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

**Place:** Noida, Uttar Pradesh  
**Date:** 29 June 2024

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

**Registered Office:**

RR Towers IV, Super A, 16/17, Thiru VI- KA  
Industrial Estate, Guindy, Chennai-600032,  
Tamil Nadu, India  
**CIN:** L22122TN1970PLC005795

**ANNEXURE TO THE NOTICE**

(For Item No. 3)

Details of the Director seeking Re-appointment as required pursuant to 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:

<b>Name of Director</b>	<b>Ms. Yamini Tandon</b>
DIN	06937633
Date of Birth	27 January 1986
Date of Appointment (Initial)	11 August 2014
Educational Qualifications	Graduation in Political Science and Post Graduate Program in Management from Indian School of Business, Hyderabad.
Nature of Expertise	Expert in post-merger integration and turnaround management, driving profitability through seamless business integration.
Directorships held in other companies in India #	MPS Limited MPS Interactive Systems Limited
Shareholding in the Company	Nil
Disclosure of relationships between directors inter-se	Mr. Rahul Arora, Chairman and CEO is the spouse of Ms. Yamini Tandon
Number of Board meetings attended during the year	7
*Chairpersonship /Membership of committees in other companies in India	MPS Limited Stakeholders Relationship Committee – Chairperson Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member Risk Management Committee - Member

#Directorship indicates directorship in Indian Public Companies including MPS Limited.

\*Chairpersonship/Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies including MPS Limited.