

Form MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2022
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	Corporate Identification Number	L22122TN1970PLC005795
2	Registration Date	January 19, 1970
3	Name of the Company	MPS Limited
4	Category of the Company	Public company limited by shares
5	Address of the registered office and contact details	RR Towers IV, Super A, 16/17, Thiru Vi Ka Industrial Estate, Guindy, Chennai - 600 032 Tel: +91 - 44 - 49162222 Fax: +91 - 44 - 49162225
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, 1 Club House Road, Chennai - 600002 Tel: +91- 44 - 28460390 Fax: +91- 44- 28460129

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:

Name and Description of main products / services	NIC Code of the Product/ service	% to total Turnover of the Company [#]
Content Solutions	620	59%
Platform Solutions	631	41%

[#]On the basis of gross turnover

*Company operates in two segments, i.e., Content Solutions and Platform Solutions.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name of Company	Address of Company	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of shares held as on 31/03/2022	Applicable Section
1	ADI BPO Services Limited	RR Tower IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600 032	U22110DL2006PLC144592	Holding Company	67.9857%	2(46)
2	MPS North America, LLC	5728 Major Blvd., Orlando, Florida 32819	L13000078013	Subsidiary Company	100%	2(87)
3	MPS Interactive Systems Limited*	RR Tower IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600 032	U74999TN2018PLC122594	Subsidiary Company	100%	2(87)
4	MPS Europa AG	Lindenstrassese 14, 6340 Baar, Switzerland	CHE-101.439.161 (Firm Number)	Subsidiary Company	100%	2(87)
5.	Topsim GmbH	Neckarhalde 55 D- 72070, Tübingen, Germany	HRB 382769 (Local Business Number)	Subsidiary Company	100%	2(87)

*6 shares of MPS Interactive Systems Limited are held by Nominee shareholders of MPS Limited

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) CATEGORY-WISE SHARE HOLDING

	Category of Shareholders	No. of shares held at the beginning of the year (as on 01.04.2021)				No. of shares held at the end of the year (as on 31.03.2022)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total —	% of Total Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt.	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	12271608	-	67.9857	67.9857	11690615	0	11690615	68.3429	0.3571
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	12271608	-	67.9857	67.9857	11690615	0	11690615	68.3429	0.3571
(2)	Foreign									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A)= (A)(1)+(A)(2)	12271608	-	12270608	67.9857	11690615	-	11690615	68.3429	0.3571

I	Individual shareholders holding nominal share capital up to Rs. 1 lakh	2016989	13947	2030936	11.2515	2045348	11091	2056439	12.0218	0.7703
ii	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1295198	-	1295198	7.1755	1332195	-	1332195	7.7879	0.6124
(c)	Others (specify)									
	Directors and Relatives	-	-	-	-	-	-	-	-	
	IEPF	4191	-	4191	0.0232	5623	-	5623	0.0328	0.0096
	Hindu Undivided Family	243304	-	243304	1.3479	214146	-	214146	1.2518	-0.0960
	Non Resident Indians	495109	-	495109	2.7429	446507	-	446507	2.6102	-0.1326
	Clearing Members	12029	-	12029	0.0666	10725	-	10725	0.0626	-0.0039
	TRUSTS	961	-	961	0.0053	961	-	891	0.0052	-0.0001
	Others	-	-	-	-	-	-	-	-	-
	Sub- Total (B)(2)	4270379	13947	4284326	23.7355	4376829	11091	4387920	25.6516	1.9160
	Total Public Shareholding (B)= (B)(1)+(B)(2)	5764705	13947	5778652	32.0142	5404110	11091	5415201	31.6570	-0.3571
(C)	Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	
	GRAND TOTAL (A)+(B)+(C)	18036313	13947	18050260	100	17094725	11091	17105816	100	0.0000

(ii) SHAREHOLDING OF PROMOTERS

SI No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2021)			Shareholding at the end of the year (as on 31.03.2022)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ADI BPO Services Limited	12271608	67.9857	0.0000	11690615	68.3429	0.0000	(3.3964)
	Total	12271608	67.9857	0.0000	11690615	68.3429	0.0000	(3.3964)

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

SI. No.		Shareholding at the beginning of the year (as on 01.04.2021)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	12271608	67.9857	12271608	67.9857
	Tender of the equity shares, pursuant to the Buyback offer from the Company during the year	(580993)	3.3964	11690615	68.3429
	At the end of the year (as on 31.03.2022)	11690615	68.3429	11690615	68.3429

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs):

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	ICICI LOMBARD GENERAL INSURANCE COMPANY LTD				
	At the beginning of the year 01-Apr-2020	398030	2.2051	398030	2.2051
	Sale 09-Apr-2021	-398030	2.3268	0	0.0000
	At the end of the Year 31-Mar-2022	0	0.0000	0	0.0000
2	GOVERNMENT OF SINGAPORE - E				
	At the beginning of the year 01-Apr-2021	374824	2.0765	374824	2.0765
	Sale 11-Feb-2022	-27679	0.1618	347145	2.0293
	At the end of the Year 31-Mar-2022	347145	2.0293	347145	2.0293
3	MUKUL AGRAWAL JT1 : PARAM CAPITAL RESEARCH PVT LTD				
	At the beginning of the year 01-Apr-2020	500000	2.7700	500000	2.7700
	Purchase 09-Apr-2021	300000	1.7537	800000	4.6767
	Sale 11-Feb-2022	(-37543)	0.2194	762457	4.4572
	At the end of the Year 31-Mar-2022	762457	4.4572	762457	4.4572
4	PINEBRIDGE GLOBAL FUNDS - PINEBRIDGE INDIA EQUITY FUND				
	At the beginning of the year 01-Apr-2021	330767	1.8324	330767	1.8324
	Purchase 06-Aug-2021	28938	0.1691	359705	2.1028
	Sale 11-Feb-2022	-26563	0.1552	333142	1.9475
	Sale 18-Feb-2022	-54284	0.3173	278858	1.6301
	At the end of the Year 31-Mar-2022	278858	1.6301	278858	1.6301

5	NIHAR NANDAN NILEKANI				
	At the beginning of the year 01-Apr-2021	175092	0.9700	175092	0.9700
	Sale 17-Sep-2021	-3409	0.0199	171683	1.0036
	Sale 22-Oct-2021	-26591	0.1554	145092	0.8482
	Sale 11-Feb-2022	-10714	0.0626	134378	0.7855
	At the end of the Year 31-Mar-2022	134378	0.7855	134378	0.7855
6	PINEBRIDGE INDIA EQUITY FUND				
	At the beginning of the year 01-Apr-2021	114034	0.6317	114034	0.6317
	Sale 11-Feb-2022	-8421	0.0492	105613	0.6174
	At the end of the Year 31-Mar-2022	105613	0.6174	105613	0.6174
7	RAMESH S DAMANI				
	At the beginning of the year 01-Apr-2021	91144	0.5049	91144	0.5049
	Sale 06-Aug-2021	-5000	0.0292	86144	0.5035
	Sale 11-Feb-2022	-4103	0.0239	82041	0.4796
	At the end of the Year 31-Mar-2022	82041	0.4796	82041	0.4796
8	AIRAVAT CAPITAL TRUST				
	At the beginning of the year 01-Apr-2021	75496	0.4182	75496	0.4182
	Purchase 21-Jan-2022	19656	0.1149	95152	0.5562
	Purchase 28-Jan-2022	9745	0.0569	104897	0.6132
	Purchase 04-Feb-2022	3042	0.0177	107939	0.6310
	Sale 11-Feb-2022	-5575	0.0325	102364	0.5984
	At the end of the Year 31-Mar-2022	102364	0.5984	102364	0.5984
9	DILEEP MORESHWAR WAGLE JT1 : VAIJAYANTI DILEEP WAGLE				
	At the beginning of the year 01-Apr-2021	90000	0.4986	90000	0.4986
	Sale 21-Jan-2022	-90000	0.5261	0	0.0000
	At the end of the Year 31-Mar-2022	0	0.0000	0	0.0000
	HAVING SAME PAN				
10	DILEEP MORESHWAR WAGLE				

	JT1 : VAIJAYANTI DILEEP WAGLE				
	At the beginning of the year 01-Apr-2021	0	0.0000	0	0.0000
	Purchase 21-Jan-2022	90000	0.5261	90000	0.5261
	At the end of the Year 31-Mar-2022	90000	0.5261	90000	0.5261
11	VIJAYKUMAR PATEL				
	At the beginning of the year 01-Apr-2021	79610	0.4410	79610	0.4410
	Sale 11-Feb-2022	-5879	0.0343	73731	0.4310
	At the end of the Year 31-Mar-2022	73731	0.4310	73731	0.4310
12	HDFC TRUSTEE COMPANY LIMITED - HDFC TAX SAVERFUND				
	At the beginning of the year 01-Apr-2021	78429	0.4345	78429	0.4345
	Sale 20-Aug-2021	-78429	0.4584	0	0.0000
	At the end of the Year 31-Mar-2022	0	0.0000	0	0.0000

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl. No.	Name of Director/ KMP	Shareholding at the beginning of the year (as on 01.04.2021)		Change in no. of shares during the year			Cumulative Shareholding during the year / at the end of the year (as on 31.03.2022)	
		No. of shares	% of total shares of the Company	Date	Purchase/ Sale	No. of shares	No. of shares	% of total shares of the Company
A. Directors								
1	Rahul Arora (Chairman, CEO & Managing Director)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Ajay Mankotia (Non- Executive and Independent Director)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Dr. Piyush Kumar Rastogi (Non- Executive and Independent Director)	Nil	Nil	Nil	Nil	Nil	Nil	Nil

4	Yamini Tandon (Non-Executive Director)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	Achal Khanna (Independent Director)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6	Jayantika Dave (Independent Director)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
B. Key Managerial Personnel								
1	Sunit Malhotra	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Ratish Mohan Sharma	Nil	Nil	Nil	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

The Company has not availed any term loan from any bank / financial institution during the financial year 2021-22.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR:

(INR in lakhs)

Sl. No	Particulars of Remuneration	Name of CEO & Managing Director
		Rahul Arora (CEO & Managing Director)
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites under Section 17(2) of Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of Income-Tax Act, 1961	312.31
2.	Stock Option	-
3.	Sweat Equity	-

4.	Commission - as % of profit - Others, specify	-
5.	Others, please specify	-
	Total (A)	312.31
	Ceiling as per the Act	INR 492.67 Lakhs (being 5% of the net profits of the Company for the financial year ended March 31, 2022 computed as per Section 198 of the Companies Act, 2013)

B. REMUNERATION TO OTHER DIRECTORS (NON EXECUTIVE INDEPENDENT DIRECTORS)

(INR in lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Ms. Jayantika Dave	Ms. Achal Khanna	Mr. Ajay Mankotia	Dr. Piyush Kumar Rastogi	
1.	Fees for attending Board and Committee Meetings	6.4	5.2	9.0	7.8	28.4
2.	Commission	-	-			-
3.	Others, please specify	-	-			-
	Total (B)	6.4	5.2	9.0	7.8	28.4
	Total Managerial Remuneration (A+B) (INR in Lakhs)	340.71				
	Overall Ceiling as per the Act (INR in Lakhs)	INR 1083.88 (being 11% of the net profits of the Company for the financial year ended March 31, 2022 computed as per Section 198 of the Companies Act, 2013)				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

(INR in lakhs)

Sl. No	Particulars of Remuneration		Key Managerial Personnel	
		CEO & Managing Director	CFO	Company Secretary
			Ratish Mohan Sharma	Sunit Malhotra
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites under Section 17(2) of Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of Income-Tax Act, 1961	Covered under point VI (A) (in CEO & MD)	26.4*	61.41**
2.	Stock Option			-
3.	Sweat Equity			-
4.	Commission - as % of profit - others, specify			-
5.	Others, please specify			-
	Total		26.4	61.41

*Mr. Ratish Mohan Sharma was appointed as Chief Financial Officer w.e.f November 01, 2021.

**Mr. Sunit Malhotra relinquished his position as Chief Financial Officer w.e.f October 31, 2021. He continues as Company Secretary of the Company w.e.f. November 01, 2021.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES AGAINST COMPANY/ DIRECTORS/ OFFICERS IN DEFAULT:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Date: May 17, 2022

Place: Gurugram

On Behalf of the Board of Directors
sd/-

Rahul Arora
Chairman, CEO & Managing Director