

MPS LIMITED

CIN: L22122TN1970PLC005795

Registered Office: RR Towers IV, 16/17, Super A, Thiru-vi-ka, Industrial Estate Guindy, Chennai – 600 032, Tamil Nadu**Corporate Office:** A-1, 4th Floor, Tower-A, Windsor IT Park, Sector 125, Noida-201303, **Tel:** +91-120-4599750,**Email:** investors@mpslimited.com, **Website:** www.mpslimited.com**POSTAL BALLOT NOTICE AND E-VOTING INFORMATION**

NOTICE is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act"), which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021 and 3/2022 dated 05th May 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special resolutions to Introduce and Implement the 'MPS Limited- Employee Stock Option Scheme 2023', to Grant of Employee Stock Options to the Employees of Subsidiary Company(ies) of the Company under 'MPS Limited- Employee Stock Option Scheme 2023', to Approve the Secondary Acquisition of Shares through the trust route for the Implementation of 'MPS Limited- Employee Stock Option Scheme 2023' and to Approve the Provision of Money by the Company for Subscription and Purchase of its Own Shares by the Trust under the 'MPS Limited- Employee Stock Option Scheme 2023'.

Pursuant to MCA Circulars, the Company has sent the electronic copies of the Postal Ballot Notice along with the Explanatory Statement by e-mail, on Monday, 19th December 2022, to those shareholders whose e-mail address is registered with Cameo Corporate Services Limited ("Cameo"), the Company's Registrar and Share Transfer Agent or Depository Participants, and in physical form along with self-addressed postage pre-paid envelope on Wednesday, 21st December 2022, to those shareholders whose email address is not registered, as on Friday, 16th December 2022, i.e., the cut-off date. Postal Ballot Notice, Explanatory Statement, Remote e-Voting instructions and Postal Ballot Form is also available on the Company's Website (www.mpslimited.com), CDSL's website (www.cdslindia.com) and also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

Members who have not received postal ballot forms may send an email to investor@cameoindia.com and obtain a duplicate thereof. The voting rights of the shareholders shall be reckoned on the basis of the equity shares of the Company held by them as on the cut-off date. Any person who is not a shareholder of the Company as on the cut-off date shall treat the postal ballot notice for information purposes only.

The company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility. The date and time of commencement of voting through electronic means and Postal Ballot is w.e.f. 23rd December, 2022 (9:00 a.m. IST) and shareholders are requested to record their assent or dissent on or before 21st January 2023 (5.00 p.m. IST), by remote e-voting or by sending your assent or dissent to M/s. R Sridharan & Associates, Practicing Company Secretary, the Scrutinizer, C/o Cameo Corporate Services Limited, Unit: MPS Limited, 5th Floor, "Subramanian Building", No. 1, Club House Road, Chennai-600002. Email: rsaevoting@gmail.com. The E-Voting module will be disabled by CDSL at 5.00 p.m. IST on 21st January, 2023 and the assent or dissent received from the shareholders after the aforesaid time would be strictly treated as if a reply from the shareholder has not been received.

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The Board of Directors has appointed M/s. R Sridharan & Associates, Practicing Company Secretary, as the scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.

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For MPS LIMITED
Sd/-**Raman Sapra**
Company Secretary
M.No.: F9233**Place:** Noida, Uttar Pradesh
Date: December 21, 2022

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For MPS LIMITED
 Sd/-
Raman Sapra
 Company Secretary
 M.No.: F9233

Place: Noida, Uttar Pradesh
 Date: December 21, 2022

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Sd/-

Raman Sapra
Company Secretary
M.No.: F9233Place: Noida, Uttar Pradesh
Date: December 21, 2022

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The Board of Directors has appointed M/s. R Sridharan & Associates, Practicing Company Secretary, as the scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.

The results of voting through postal ballot (including voting through electronic means), along with scrutiner's report will be declared on or before Tuesday, 24th January 2023 at the Registered Office and Corporate office of the Company by placing it along with the Scrutinizer's report on its notice board, Company's website www.mpslimited.com and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.

For any grievances on postal ballot, members may please contact Ms. Komala R, Senior Manager, Cameo Corporate Services Limited or send an email to investor@cameoindia.com or call at 044-28460390. 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 Futrex, Mafatali Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll-free no. 1800 22 55 33.

For MPS LIMITED
Sd/-Raman Sapra
Company Secretary
M.No.: F9233Place: Noida, Uttar Pradesh
Date: December 21, 2022

MPS LIMITED

CIN: L22122TN1970PLC005795

Registered Office: RR Towers IV, 16/17, Super A, Thiru-vi-ka,

Industrial Estate Guindy, Chennai – 600 032, Tamil Nadu

Corporate Office: A-1, 4th Floor, Tower-A, Windsor IT Park,

Sector 125, Noida-201303, Tel: +91-120-4599750,

Email: investors@mpslimited.com, **Website:** www.mpslimited.com**POSTAL BALLOT NOTICE AND E-VOTING INFORMATION**

NOTICE is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021 and 3/2022 dated 05th May 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special resolutions to Introduce and Implement the 'MPS Limited- Employee Stock Option Scheme 2023', to Grant of Employee Stock Options to the Employees of Subsidiary Company(ies) of the Company under 'MPS Limited- Employee Stock Option Scheme 2023', to Approve the Secondary Acquisition of Shares through the trust route for the Implementation of 'MPS Limited- Employee Stock Option Scheme 2023' and to Approve the Provision of Money by the Company for Subscription and Purchase of its Own Shares by the Trust under the 'MPS Limited- Employee Stock Option Scheme 2023'.

Pursuant to MCA Circulars, the Company has sent the electronic copies of the Postal Ballot Notice along with the Explanatory Statement by e-mail, on Monday, 19th December 2022, to those shareholders whose e-mail address is registered with Cameo Corporate Services Limited ("Cameo"), the Company's Registrar and Share Transfer Agent or Depository Participants, and in physical form along with self-addressed postage pre-paid envelope on Wednesday, 21st December 2022, to those shareholders whose email address is not registered, as on Friday, 16th December 2022, i.e., the cut-off date. Postal Ballot Notice, Explanatory Statement, Remote e-Voting instructions and Postal Ballot Form is also available on the Company's Website (www.mpslimited.com), CDSL's website (www.cdslindia.com) and also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

Members who have not received postal ballot forms may send an email to investor@cameoindia.com and obtain a duplicate thereof. The voting rights of the shareholders shall be reckoned on the basis of the equity shares of the Company held by them as on the cut-off date. Any person who is not a shareholder of the Company as on the cut-off date shall treat the postal ballot notice for information purposes only.

The company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility. The date and time of commencement of voting through electronic means and Postal Ballot is w.e.f. 23rd December, 2022 (9:00 a.m. IST) and shareholders are requested to record their assent or dissent on or before 21st January 2023 (5:00 p.m. IST), by remote e-voting or by sending your assent or dissent to M/s. R Sridharan & Associates, Practicing Company Secretary, the Scrutinizer, C/o Cameo Corporate Services Limited, Unit: MPS Limited, 5th Floor, "Subramanian Building", No. 1, Club House Road, Chennai-600002, Email: rsaevoting@gmail.com. The E-Voting module will be disabled by CDSL at 5:00 p.m. IST on 21st January, 2023 and the assent or dissent received from the shareholders after the aforesaid time would be strictly treated as if a reply from the shareholder has not been received.

Kindly note that the shareholders can opt for only one mode of voting i.e. either by physical ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by physical ballot also and vice versa. However, in case the shareholders cast their vote by physical ballot and remote e-voting, then the voting done by remote e-voting shall prevail and the voting done through the valid postal ballot will be treated as invalid.

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For MPS LIMITED

Sd/-

Raman Sapra

Company Secretary

M.No.: F9233

Place: Noida, Uttar Pradesh
Date: December 21, 2022

TNT கனெக்டிவிட்டி கனெக்டிவிட்டி.

எம்பிஎஸ் லிமிடெட்

CIN: L22122TN1970PLC005795

பதிவு அலுவலகம்: FR டவர்ஸ் IV, 16/17, குப்பர் A, திரு-வி-ச-
இண்டஸ்ட்ரியல் எஸ்டேட், கிண்டி, சென்னை-600 032, தமிழ்நாடு
கார்ப்பரேட் அலுவலகம்: A-1, 4வது தளம், டவர்-A, விண்டர்ஸ் ஸ்டூ பார்சு,
செக்டர் 125, நொய்டா-201303, தொலைபேசி: +91-120-4599750,
Email: investors@mpslimited.com, Website: www.mpslimited.com

தபால் வாக்குப்பதிவு அறிவிப்பு மற்றும் மின்னணு வாக்குப்பதிவு தகவல்

நிறுவனங்கள் சட்டம், 2013 பிரிவு 110 மற்றும் பிரிவு 111 கீழ்க் கொடுக்கப்பட்டிருக்கும் அனைத்து விதிகளுக்கும் இணங்கவும், நிறுவனங்கள் (மொனிட்டரிங் மற்றும் நிர்வாகம்) விதிகள், 2014 (ஒட்டுமொத்தமாக 'சட்டம்'), இதில் ஏதேனும் சட்டத்தின்படி மாற்றங்கள், திருத்தங்கள் அல்லது மறு சட்டங்கள் உள்ளிருக்கும் மற்றும் இந்திய அரசாங்கத்தின் கார்ப்பரேட் விவகார அமைச்சகம் வெளியிட்ட 8 ஏப்ரல் 2020 தேதிமிட்ட பொது அறிவிக்கை எண்: 14/2020-13 ஏப்ரல் 2022 தேதிமிட்ட 17/2020, 15 ஜூன் 2020 தேதிமிட்ட 22/2020, 28 செப்டம்பர் 2020 தேதிமிட்ட 33/2020, 31 டிசம்பர் 2020 தேதிமிட்ட 39/2020, 23 ஜூன் 2021 தேதிமிட்ட 10/2021, 08 டிசம்பர் 2021 தேதிமிட்ட 20/2021 மற்றும் 05 மே 2022 தேதிமிட்ட 3/2022 ('மசீர் சந்தர்ப்பங்கள்'), இன்வெஸ்ட்மென்ட் அப் கம்பெனி சர்க்குலார்ஸ் அப் இந்தியாவின் வெளியிடப்பட்ட பொதுக் கூட்டங்களாக செயலகத் தரநிலை ('SS-2'), செக்ஷனிட்யூஸ் அன்ட் ரகல்சேர்ட் போட்டு அப் இந்தியா (பட்டியல் கூட்டுப்பாடுகள் மற்றும் வெளியீடு நேரங்கள்) விதிகள், 2015 ('பட்டியல் விதிமுறைகள்')-ன் விதி 24 மற்றும் பிரிவு 10 கீழ்க் கொடுக்கப்பட்டிருக்கும் சட்டம், இதில் மற்றும் ஒழுங்குமுறைகள் (தற்போதைய தடைமுறையில் உள்ள சட்டப்படிவ திருத்தங்கள்) அல்லது மறு அமைச்சகம் (என்) உட்பட) மற்றும் நிறுவனத்தின் பங்குப் பங்குகள் பட்டியலிடப்பட்டுள்ள பங்குச் சந்தைகளுடன் செயல்படுத்தப்பட்ட பங்குப் பட்டியல் ஒப்பந்தத்தின் இணக்கம், எம்பிஎஸ் லிமிடெட்-பணியாளர் பங்கு விநியோக திட்டம் 2023 இல் அறிவிக்கப்பட்டுள்ள செயல்படுத்தல், 'எம்பிஎஸ் லிமிடெட்-ஹியாப் பங்கு விநியோக திட்டம் 2023-ன் கீழ் நிறுவனத்தின் துணை நிறுவனங்களின் ஹியாப்ஸ்களுக்கு பணியாளர் பங்கு விநியோகம் வழங்கல், 'எம்பிஎஸ் லிமிடெட்-ஹியாப் பங்கு விநியோக திட்டம் 2023-ன் கீழ் நடைமுறைப்படுத்துவதற்கான டிராப்ட் வழியின் மூலம் பங்குகளை இரண்டாம் நிலை வகைப்படுத்தலுக்கு அங்கீகரித்தல் மற்றும் 'எம்பிஎஸ் லிமிடெட்-ஹியாப் பங்கு விநியோக திட்டம் 2023-ன் கீழ், டிராப்ட்ஸ்களை நீக்க மற்றும் அதன் மொத்தப் பங்குகளை வாங்குவதற்கு நிறுவனத்தால் பணம் ஒதுக்கிச் செய்வதற்கு ஒப்புதல் அளித்தல் ஆகியவற்றுக்கு சிறப்புத் தீர்மானங்கள் மூலம் பங்குதாரர்களின் ஒப்புதலைப் பெறும் என்று இதன் மூலம் அறிவிக்கப்படுகிறது.

மசீர் சந்தர்ப்பங்களுக்கு இணங்க, கேமியோ கார்ப்பரேட் சர்வீஸ் லிமிடெட் ('கேமியோ'), நிறுவனத்தின் பதிவாளர் மற்றும் பங்கு பரிமாற்ற முகவர் அல்லது டெபாசிட்டரி பங்கேற்பாளர்களின் மின்னஞ்சல் முகவரியை பதிவு செய்த பங்குதாரர்களுக்கு திட்டமிட்டதன், 19 டிசம்பர் 2022 அன்று மின்னஞ்சல் மூலம் வினாக்கள் அறிவிக்கப்பட்ட தபால் வாக்கு அறிவிப்பின் மின்னணு தகவலை நிறுவனம் அனுப்பியுள்ளது. உடனடி தேதியான வெளியீட்டின்படி, 16 டிசம்பர் 2022 அன்று மின்னஞ்சல் முகவரியை பதிவு செய்யாத பங்குதாரர்களுக்கு புதன்கிழமை, 21 டிசம்பர், 2022 அன்று சயமுலரிமிட்டப்பட்ட அஞ்சல் முன்பணம் செலுத்திய உறுதியுடன் காகித வடிவத்தில் அனுப்பப்பட்டுள்ளது. தபால் வாக்கு அறிவிப்பு வினாக்கள் அறிவிக்க தொலைதூர மின்வாக்களிப்பின் வழிமுறைகள் மற்றும் தபால் வாக்கு படிவம் ஆகியவை நிறுவனத்தின் இணையதளம் (www.mpslimited.com), சிடிஎஸஎல் இணையதளம் (www.cdslindia.com) மற்றும் நேஷனல் ஸ்டாக் எக்ஸ்சேஞ் அப் இந்தியா லிமிடெட் (www.nseindia.com) மற்றும் பிஎஸ்பி லிமிடெட் இணையதளம் (www.bseindia.com) ஆகியவற்றிலும் கிடைக்கும்.

தபால் வாக்குப்பதிவுகளைப் பெறாத உறுப்பினர்கள் investor@camoindia.com என்ற முகவரிக்கு மின்னஞ்சல் அனுப்பி அதன் தகவல் பெறலாம். உடனடி தேதியான அலுவலர் வைத்திருக்கும் நிறுவனத்தின் பங்குகளின் அடிப்படையில் பங்குதாரர்களின் வாக்களிக்கும் உரிமைகள் கண்காணப்படும். உடனடி தேதியான நிறுவனத்தின் பங்குதாரர்கள் இல்லாத சந்தர்ப்பம் நபரும் தகவல் நோக்கங்களுக்காக மட்டுமே தபால் வாக்கு அறிவிப்பை கருத வேண்டும்.

மின்னணு வாக்குப்பதிவு வசதியை வழங்க நிறுவனம் சென்ட்ரல் டெபாசிட்டரி சர்வீஸ் (இந்தியா) லிமிடெட் ('சிஎஸ்எல்') மேலும் நிறுவனம் நிறுப்புகிறது. மின்னணு முறை மற்றும் தபால் வாக்கு மூலம் வாக்களித்த தொகைக்கும் தேதி மற்றும் நேரம் டிசம்பர் 23, 2022 (சனவரி 9:00 மணி இந்திய நேரப்படி) மற்றும் பங்குதாரர்கள் 21 ஜனவரி 2023 அன்று அல்லது அதற்கு முன் (மணல் 5:00 மணி இந்திய நேரப்படி), தொலைதூர மின்வாக்களிப்பு மூலம் அல்லது உடனடி ஒப்புதல் அல்லது மறுப்பை N/A ஆர் ஸ்டோர் 8, அசோசியேட்டஸ், ரோகிதா கம்பெனி செயலாளர், ஆய்வாளர், C/O கேமியோ கார்ப்பரேட், சர்வீஸ் லிமிடெட், ஸ்டூட்ஸ் மான்ஸ் லிமிடெட், வறு தளம், 'கம்பமனிஸ் பிளாக்', எண்: 1, கிளப் ஹவுஸ் ரோடு, மென்னை-600002, மின்னஞ்சல்: nasevoting@gmail.com-க்கு அனுப்புவதன் மூலம் தங்கள் ஒப்புதல் அல்லது மறுப்பை பதிவு செய்யுமாறு கேட்டுக் கொள்ளப்படுகிறார்கள். மின்னணு வாக்குப்பதிவு நெருங்கி ஜனவரி 21, 2023 அன்று இந்திய நேரப்படி மணல் 5:00 மணிக்கு சிஎஸ்எல் மூலம் முடிகப்படும். மற்றும் தொகைப் நேரத்திற்குப் பிறகு பங்குதாரர்களிடமிருந்து பெறப்பட்ட ஒப்புதல் அல்லது மறுப்பு, பங்குதாரர்களிடமிருந்து பதிவு பெறப்படாத போல் கண்காணக்க கருதப்படும்.

பங்குதாரர்கள் ஒரே ஒரு வாக்களிக்கும் முறையைத் அடையு காகித வாக்குச் சீட்டு அல்லது தொலைதூர மின்வாக்களிப்பை தேர்வுசெய்யலாம், நீங்கள் தொலைதூர மின்வாக்களிப்பை தேர்வு செய்வதால், காகித வாக்களிப்பு மூலமாக வாக்களிக்க வேண்டாம். இருப்பினும், பங்குதாரர்கள் காகித வாக்கு மற்றும் தொலைதூர மின் வாக்களிப்பு மூலம் வாக்களித்தால், தொலைதூர மின்னணு வாக்களிப்பின் மூலம் செய்யப்பட்ட வாக்களிப்பு கருத்தில் கொள்ளப்படும் மற்றும் தபால் வாக்கு மூலம் செய்யப்படும் வாக்களிப்பைத் சொல்வதற்காக கருதப்படும்.

காகித வடிவத்தில் பங்குகளை வைத்திருக்கும் உறுப்பினர்கள் நிறுவனத்தில் மின்னஞ்சல் முகவரி/மொனடர் எண் பதிவு செய்யப்படாத/புதுப்பிக்கப்படாத பங்குதாரர்கள், கேமியோவில் தங்கள் மின்னஞ்சல் முகவரியைப் பதிவு செய்ய/புதுப்பிக்குமாறு கேட்டுக் கொள்ளப்படுகிறார்கள். கேமியோ எண், பங்குதாரர்களின் பெயர், பங்குச் சந்தர்ப்பத்தின் ஸ்கேன் செய்யப்பட்ட நகல் (முன் மற்றும் பின்), பான் (பான் காட்டிங் சுய சான்றிதழ் கட்டப்பட்ட ஸ்கேன் செய்யப்பட்ட நகல்), ஆதார் (ஆதார் காட்டிங் சுய சான்றிதழ் கட்டப்பட்ட ஸ்கேன் செய்யப்பட்ட நகல்) ஆகியவற்றை மின்னஞ்சல் மூலம் நிறுவனம்/ஆர்டிஏ (investor@camoindia.com) க்கு கோரிக்கையை அனுப்பலாம், ஸ்கட்டானிக் முறையில் பங்குகளை வைத்திருக்கும் பங்குதாரர்கள், அலுவலர் டிபெட் கண்காணக பாராசிக்ஸ் அத்திட்ட டெபாசிட்டரி பங்கேற்பாளர்களைத் தொடர்புக்கொள்வதன் மூலம் அவர்களின் மின்னஞ்சல் முகவரியைப் பதிவுசெய்ய/புதுப்பிக்க முடியும்.

தபால் வாக்குப்பதிவு நடைமுறைகள் நியாயமான மற்றும் வெளியிடப்படாத முறையில் நடத்துவதற்கு திரு. ஆர்.ஸ்டீவன் அண்ட் அசோசியேட்டஸ், ரோகிதா கம்பெனி செயலாளர் அவர்களை ஆய்வாளராக இயக்குங்கள் கரு நியமனம் செய்துள்ளது.

தபால் வாக்கு மூலம் வாக்களித்ததன் முடிவுகள் (மின்னணு முறையின் மூலம் வாக்களிப்பு உட்பட), ஆய்வாளரின் அறிக்கையின் மொனட்டரிங் மூலம், 24 ஜனவரி 2023 அன்று அல்லது அதற்கு முன் நிறுவனத்தின் பதிவு அலுவலகம் மற்றும் கார்ப்பரேட் அலுவலகத்தில் ஆய்வாளரின் அறிக்கையுடன் அதன் அறிவிப்புப் பஸ்கைமில் வைக்கப்படும். நிறுவனத்தின் இணையதளம் www.mpslimited.com மற்றும் நிறுவனத்தின் பங்குப் பங்குகள் பட்டியலிடப்பட்டுள்ள பங்குச் சந்தைகளுக்கும் தெரிவிக்கப்படும்.

தபால் வாக்கு குறித்து ஏதேனும் குறைகள் இருந்தால், அது குறித்து உறுப்பினர்கள் தபால் வாக்கு குறித்து திரு. ஆர்.ஸ்டீவன் அண்ட் அசோசியேட்டஸ், ரோகிதா கம்பெனி லிமிடெட், அவர்களை தொடர்பு கொள்ளலாம் அல்லது investor@camoindia.com-க்கு மின்னஞ்சல் அனுப்பலாம் அல்லது 044-22460390 என்ற எண்ணில் அழைக்கலாம். மின்னணு முறையில் வாக்களிக்கும் வசதியுடன் தொடர்புடைய அனைத்து குறைகளையும் திரு. ராகேஷ் தல்வி, ஸ்டீவ் மேனாள், (சிடிஎஸ்எல்) சென்ட்ரல் டெபாசிட்டரி சர்வீஸ் (இந்தியா) லிமிடெட், ஏ வீக், 22வது மாடி, மாந்தரன் பிழ்ச்சாக்கல், மயிலாஸ் மில் கம்பவுண்ட்ஸ், என் எம் ஹோலி மார்க், மேயர் பார்டோ (கிழக்கு), முன்பை 400013 அல்லது helpdesk.evoting@cdslindia.com-க்கு மின்னஞ்சல் அனுப்பலாம் அல்லது கட்டணமிலா எண் 1800 22 55 33ல் அழைக்கலாம்.

எம்பிஎஸ் லிமிடெட்டுக்காக

ஒப்பம்/-

இடம் : நொய்டா, உத்தரப்பிரதேசம்

தேதி : டிசம்பர் 21, 2022

ராமன் சுப்ரா

கம்பெனி செயலாளர்

M.No.: P9233

MPS LIMITED

CIN: L22122TN1970PLC005795

Registered Office: RR Towers IV, 16/17, Super A, Thiru-vi-ka,
Industrial Estate Guindy, Chennai – 600 032, Tamil NaduCorporate Office: A-1, 4th Floor, Tower-A, Windsor IT Park,
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Email: investors@mpslimited.com, Website: www.mpslimited.com

POSTAL BALLOT NOTICE AND E-VOTING INFORMATION

NOTICE is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereof) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021 and 3/2022 dated 05th May 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special resolutions to introduce and implement the 'MPS Limited- Employee Stock Option Scheme 2023', to Grant of Employee Stock Options to the Employees of Subsidiary Company(ies) of the Company under MPS Limited- Employee Stock Option Scheme 2023, to Approve the Secondary Acquisition of Shares through the trust route for the implementation of MPS Limited- Employee Stock Option Scheme 2023 and to Approve the Provision of Money by the Company for Subscription and Purchase of its Own Shares by the Trust under the 'MPS Limited- Employee Stock Option Scheme 2023'.

Pursuant to MCA Circulars, the Company has sent the electronic copies of the Postal Ballot Notice along with the Explanatory Statement by e-mail, on Monday, 19th December 2022, to those shareholders whose e-mail address is registered with Cameo Corporate Services Limited ("Cameo"), the Company's Registrar and Share Transfer Agent or Depository Participants, and in physical form along with self-addressed postage pre-paid envelope on Wednesday, 21st December 2022, to those shareholders whose email address is not registered, as on Friday, 16th December 2022, i.e., the cut-off date. Postal Ballot Notice, Explanatory Statement, Remote e-Voting instructions and Postal Ballot Form is also available on the Company's Website (www.mpslimited.com), CDSL's website (www.cdslindia.com) and also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

Members who have not received postal ballot forms may send an email to investor@cameoindia.com and obtain a duplicate thereof. The voting rights of the shareholders shall be reckoned on the basis of the equity shares of the Company held by them as on the cut-off date. Any person who is not a shareholder of the Company as on the cut-off date shall treat the postal ballot notice for information purposes only.

The company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility. The date and time of commencement of voting through electronic means and Postal Ballot is w.e.f. 23rd December, 2022 (9:00 a.m. IST) and shareholders are requested to record their assent or dissent on or before 21st January 2023 (5:00 p.m. IST), by remote e-voting or by sending your assent or dissent to M/s. R Sridharan & Associates, Practicing Company Secretary, the Scrutinizer, C/o Cameo Corporate Services Limited, Unit: MPS Limited, 5th Floor, "Subramanian Building", No. 1, Club House Road, Chennai-600002. Email: rsaevoing@gmail.com. The E-Voting module will be disabled by CDSL at 5:00 p.m. IST on 21st January, 2023 and the assent or dissent received from the shareholders after the aforesaid time would be strictly treated as if a reply from the shareholder has not been received.

Kindly note that the shareholders can opt for only one mode of voting i.e. either by physical ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by physical ballot also and vice versa. However, in case the shareholders cast their vote by physical ballot and remote e-voting, then the voting done by remote e-voting shall prevail and the voting done through the valid postal ballot will be treated as invalid.

For shareholders holding shares in physical form, whose email ID/Mobile No. is not registered/updated with the Company, are requested to register/update their email ID with Cameo. Requests can be sent via email to investor@cameoindia.com by sending 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 Company/RTA_email_id and for Shareholders holding shares in electronic mode can get their email ID registered/updated by contacting their respective Depository Participants where they maintain their Demat accounts.

The Board of Directors has appointed M/s. R Sridharan & Associates, Practicing Company Secretary, as the scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.

The results of voting through postal ballot (including voting through electronic means), along with scrutinizer's report will be declared on or before Tuesday, 24th January 2023 at the Registered Office and Corporate office of the Company by placing it along with the Scrutinizer's report on its notice board. Company's website www.mpslimited.com and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.

For any grievances on postal ballot, members may please contact Ms. Kousila R, Senior Manager, Cameo Corporate Services Limited or send an email to investor@cameoindia.com or call at 044-28460390. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dahi, 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 or call at toll-free no. 1800 22 55 33.

For MPS LIMITED

Sd/-

Raman Sapra

Company Secretary

M.No.: F0233

Place: Noida, Uttar Pradesh

Date: December 21, 2022