

Date: July 1, 2021

The Manager - Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	The Manager - Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
NSE Symbol: MPSLTD	BSE Scrip Code: 532440

Dear Sir/Madam,

Subject: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings of the 51st Annual General Meeting of the Company

The 51st Annual General Meeting ("AGM") of the Company was held on Wednesday, June 30, 2021 at 5:30 p.m. (IST) and concluded at 6:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Video Means (OAVM).

In this regard, we are enclosing the following:

- a. Proceedings of the AGM pursuant to Regulation 30 of the Listing Regulations - Annexure-A.
- b. The voting results of the business transacted at the AGM in the prescribed format pursuant to Regulation 44(3) of the Listing Regulations - Annexure-B.
- c. The consolidated report of the Scrutinizer on remote e-voting prior and during the AGM. - Annexure-C.

This is to also inform that Mr. Rahul Arora, CEO and Managing Director of the Company has been appointed as the Chairman of the Company with effect from 1st July, 2021, post the retirement of Mr. Nishith Arora, Chairman and Non-Executive Director of the Company.

The above documents have been uploaded on the Company's website www.mpslimited.com and on the website of Central Depository Services India limited i.e. www.evotingindia.com.

Please take the above information and enclosed documents on your record.

Thanking you,

Yours faithfully,
For **MPS Limited**

Sunit Malhotra
CFO & Company Secretary

ANNEXURE-A

Details of the proceedings of the 51 st AGM				
S.No.	Particulars	Details		
1	Date of AGM	June 30, 2021		
2	Total number of shareholders as on cut-off date	13336, number of shareholders as on cut-off date i.e., June 23, 2021.		
3	No. of Shareholders present in the AGM either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable as the AGM is held through Video Conferencing (VC) / Other Audio Video Means (OAVM).		
4	No. of Shareholders attended the AGM through Video Conferencing: Promoters and Promoter Group: Public:	1 (One only) 40 (Forty only)		
Outcome of the 51 st AGM				
S.No.	Business Transacted at the AGM	Resolution Required (Ordinary/ Special)	Mode of Voting	Remarks
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
2	To consider the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration Number-001076N/N500013), as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 56th Annual General Meeting of the Company to be held in the year 2026, on such remuneration as may be fixed by the Board of Directors.	Ordinary		Passed with requisite majority
3	To consider the retirement of Mr. Nishith Arora (DIN: 00227593), Non-Executive Director, who retires by rotation, and, has not offered himself for re-appointment and the vacancy so caused be not filled up.	Ordinary		Passed with requisite majority.
4	To consider the re-appointment of Dr. Piyush Kumar Rastogi (DIN: 02407908), as the Independent Director of the Company for a term of three years with effect from January 29, 2021, to January 28, 2024 and the term shall not be subject to retirement by rotation.	Special		Passed with requisite majority

NAME OF THE COMPANY: MPS LIMITED

1. Adoption of Audited Standalone and Consolidated Financial Statements together with Reports of the Board of Directors and Auditor's thereon for the financial year ended 31st March, 2021.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	12271608	12271608	100	12271608	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	12271608	12271608	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1081172	598726	55.38	598726	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	1081172	598726	55.38	598726	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4697480	191706	4.08	191700	6	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		10288	0	10288	0	100	0
	SUB TOTAL	4697480	201994	4.3	201988	6	100	0
GRAND TOTAL		18050260	13072328	72.42	13072322	6	100	

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NAME OF THE COMPANY: MPS LIMITED

2. Appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration Number- 001076N/N500013), as Statutory Auditors of the Company

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	12271608	12271608	100	12271608	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	12271608	12271608	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1081172	598726	55.38	598726	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	1081172	598726	55.38	598726	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4697480	191706	4.08	182140	9566	95.01	4.99
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		10288	0	10288	0	100	0
	SUB TOTAL	4697480	201994	4.3	192428	9566	95.26	4.74
GRAND TOTAL		18050260	13072328	72.42	13062762	9566	99.93	0.07

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NAME OF THE COMPANY: MPS LIMITED

3.To consider the retirement of Mr. Nishith Arora (DIN: 00227593), Non-Executive Director, who retires by rotation, and, has not offered himself for re-appointment and the vacancy so caused be not filled up

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER--GROUP	E-VOTING	12271608	12271608	100	12271608	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL	12271608	12271608	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1081172	598726	55.38	598726	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL	1081172	598726	55.38	598726	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4697480	191706	4.08	181981	9725	94.93	5.07
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		10288	0	10288	0	100	0
	SUB TOTAL	4697480	201994	4.3	192269	9725	95.19	4.81
GRAND TOTAL		18050260	13072328	72.42	13062603	9725	99.93	0.07

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NAME OF THE COMPANY: MPS LIMITED

4. Re-appointment of Dr. Piyush Kumar Rastogi (DIN: 02407908), as Independent Director of the Company

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	12271608	12271608	100	12271608	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	12271608	12271608	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1081172	598726	55.38	598726	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	1081172	598726	55.38	598726	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4697480	191706	4.08	182171	9535	95.03	4.97
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		10288	0	10288	0	100	0
	SUB TOTAL	4697480	201994	4.3	192459	9535	95.28	4.72
GRAND TOTAL		18050260	13072328	72.42	13062793	9535	99.93	0.07

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email : sridharan.r@aryes.in
web : www.aryes.in

Consolidated Scrutinizer's Report

1st July, 2021

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

Ref: 51st Annual General Meeting (AGM) of the Members of the MPS Limited held on 30th June, 2021 at 05:30 P.M. (IST) by way of Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of MPS LIMITED vide resolution dated 26th May, 2021, pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Sunday, 27th June, 2021 (09.00 A.M.) (IST) to Tuesday, 29th June, 2021 (5.00 P.M.) (IST) and through electronic voting system (e-voting) during the 51st Annual General Meeting (AGM) of the members of the Company, held on Wednesday, 30th June, 2021 at 05:30 P.M. I.S.T by way of Video Conferencing ("VC") /OAVM.

We now submit our Consolidated Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders is the responsibility of the management.
2. The Company has availed remote e-voting system and electronic voting system at the AGM provided by Central Depository Services (India) Limited (CDSL) for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
3. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the AGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system during the AGM.
4. We have scrutinized and reviewed the remote e-voting system, electronic voting system after conclusion of the AGM. We have unblocked the votes cast by the members through remote e-voting system and electronic voting system in the presence of two witnesses Mr. K Satheesh and Ms. Srinidhi Sridharan, who are not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and e-voting at the AGM are based on the data downloaded from the official website of CDSL.
5. Based on the data downloaded from the Official website of CDSL for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system, we now submit our consolidated report (Remote e-voting, Electronic Voting System) as under:

ORDINARY BUSINESS:

Item No. 1-Adoption of Audited Standalone and Consolidated Financial Statements together with Reports of the Board of Directors and Auditor's thereon for the financial year ended 31st March, 2021.

ORDINARY RESOLUTION

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

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
43	13062034	2	10288	13072322	99.9999

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

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
6	6	0	0	6	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 2 – Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration Number- 001076N/N500013), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 56th Annual General Meeting of the Company to be held in the year 2026, on such remuneration as may be fixed by the Board of Directors of the Company.

ORDINARY RESOLUTION

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
39	13052474	2	10288	13062762	99.93

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
10	9566	0	0	9566	0.07

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

SPECIAL BUSINESS:

Item No. 3 – Considering the retirement of Mr. Nishith Arora (DIN: 00227593), Non-Executive Director & Chairman, who retires by rotation, and, has not offered himself for re-appointment and the vacancy so caused on the Board be not filled up.

ORDINARY RESOLUTION

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

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
39	13052315	2	10288	13062603	99.93

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
10	9725	0	0	9725	0.07

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 4 – Re-appointment of Dr. Piyush Kumar Rastogi (DIN: 02407908) as an Independent 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	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
40	13052505	2	10288	13062793	99.93

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
9	9535	0	0	9535	0.07

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

6. A details containing a list of equity shareholders who voted "**FOR**" and "**AGAINST**" for each resolution is enclosed.


7. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,

**For R. Sridharan & Associates
Company Secretaries**

R
SRIDHARA
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by R SRIDHARAN
Date: 2021.07.01
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**CS R. Sridharan
CP No. 3239
FCS No. 4775
UDIN: F004775C000563014**