

Date: January 23, 2023

✓	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051, India <b>Symbol: MPLTD</b> <b>ISIN: INE943D01017</b>	<b>BSE Limited</b> Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001, India <b>Scrip Code: 532440</b> <b>ISIN: INE943D01017</b>
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Dear Sirs,

**Sub: Voting Results of the Meeting of the Shareholders of MPS Limited held by way of Postal Ballot initiated in terms of Postal Ballot Notice dated December 16, 2022**

This is with reference to our earlier communication dated December 22, 2022, through which we had intimated about the process of postal ballot ("Postal Ballot") undertaken by the Company for seeking approval of the Shareholders by way of Special Resolutions in terms of the Postal Ballot Notice dated December 16, 2022.

In this regard and in terms of Regulation 30 read with Schedule III(A)(13) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to further inform that the Shareholders of the Company have approved all the special resolutions, proposed by the Company vide Postal Ballot, by requisite majority, the details of which are as under:

Item No. to the Postal Ballot Notice	Particulars of Resolution	Type of Resolution	Mode of Voting	Remarks
1.	To Introduce and Implement 'MPS Limited- Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme")	Special Resolution	Postal Ballot/ E-voting	Passed with requisite majority
2.	To Grant Employee Stock Options to the Employees of Subsidiary Company(ies) of the Company under 'MPS Limited- Employee Stock Option Scheme 2023'	Special Resolution	Postal Ballot/ E-voting	Passed with requisite majority
3.	To Approve the Secondary Acquisition of Shares through the trust route for the Implementation of 'MPS Limited- Employee Stock Option Scheme 2023'	Special Resolution	Postal Ballot/ E-voting	Passed with requisite majority
4.	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'	Special Resolution	Postal Ballot/ E-voting	Passed with requisite majority



**MPS Limited**

A-1, Tower A, 4th Floor, Windsor IT Park, Sector 125, Noida  
Tel: +91 120 4599 750 Fax: +91 120 4021 280

The aforesaid resolutions were deemed to be passed on Saturday, January 21, 2023, being the last date for receipt of duly completed postal ballot forms/e-voting.

In terms of Regulation 44(3) of SEBI Listing Regulations, the copy of the voting results along with the Scrutinizer's Report is enclosed herewith.

The voting results along with the Scrutinizer's Report are also being hosted on the website of the Company i.e. [www.mpslimited.com](http://www.mpslimited.com) and website of Central Depository Services (India) Limited (CDSL) (e-voting agency) i.e. [www.cdslindia.com](http://www.cdslindia.com).

This is for your kind information and record.

Thanking you,

Yours Faithfully,  
For **MPS Limited**

**Raman Sapra**  
Company Secretary and Compliance Officer

Encl: as above

[www.mpslimited.com](http://www.mpslimited.com)

**NAME OF THE COMPANY: MPS LIMITED**

**NUMBER OF SHAREHOLDERS AS ON CUT-OFF DATE: 14155**

**1. TO INTRODUCE AND IMPLEMENT MPS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2023 (ESOS 2023 OR "SCHEME")**

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 POLLED	% 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	11690615	11690615	100.00	11690615	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>11690615</b>	<b>11690615</b>	<b>100.00</b>	<b>11690615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
PUBLIC-INSTITUTIONS	E-VOTING	737851	488841	66.25	486460	2381	99.51	0.49
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>737851</b>	<b>488841</b>	<b>66.25</b>	<b>486460</b>	<b>2381</b>	<b>99.51</b>	<b>0.49</b>
PUBLIC- NON INSTITUTION	E-VOTING	4677350	140472	3.00	130955	9517	93.22	6.78
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		453	0.00	450	3	99.34	0.66
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>4677350</b>	<b>140925</b>	<b>3.01</b>	<b>131405</b>	<b>9520</b>	<b>93.24</b>	<b>6.76</b>
<b>GRAND TOTAL</b>		<b>17105816</b>	<b>12320381</b>	<b>72.02</b>	<b>12308480</b>	<b>11901</b>	<b>99.90</b>	<b>0.10</b>

**NAME OF THE COMPANY: MPS LIMITED**

**2.TO GRANT EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER MPS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2023**

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 POLLED	% 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	11690615	11690615	100.00	11690615	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>11690615</b>	<b>11690615</b>	<b>100.00</b>	<b>11690615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
PUBLIC-INSTITUTIONS	E-VOTING	737851	488841	66.25	486460	2381	99.51	0.49
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>737851</b>	<b>488841</b>	<b>66.25</b>	<b>486460</b>	<b>2381</b>	<b>99.51</b>	<b>0.49</b>
PUBLIC- NON INSTITUTION	E-VOTING	4677350	140472	3.00	130905	9567	93.19	6.81
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		453	0.00	450	3	99.34	0.66
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>4677350</b>	<b>140925</b>	<b>3.01</b>	<b>131355</b>	<b>9570</b>	<b>93.21</b>	<b>6.79</b>
<b>GRAND TOTAL</b>		<b>17105816</b>	<b>12320381</b>	<b>72.02</b>	<b>12308430</b>	<b>11951</b>	<b>99.90</b>	<b>0.10</b>

**NAME OF THE COMPANY: MPS LIMITED**

**3.TO APPROVE THE SECONDARY ACQUISITION OF SHARES THROUGH THE TRUST ROUTE FOR THE IMPLEMENTATION OF MPS LIMITED - EMPLOYEE STOCK OPTION SCHEME, 2023**

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 POLLED	% 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	11690615	11690615	100.00	11690615	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>11690615</b>	<b>11690615</b>	<b>100.00</b>	<b>11690615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
PUBLIC-INSTITUTIONS	E-VOTING	737851	488841	66.25	486460	2381	99.51	0.49
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>737851</b>	<b>488841</b>	<b>66.25</b>	<b>486460</b>	<b>2381</b>	<b>99.51</b>	<b>0.49</b>
PUBLIC - NON INSTITUTIONS	E-VOTING	4677350	140472	3.00	130955	9517	93.22	6.78
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		453	0.00	450	3	99.34	0.66
	VENUE-VOTING		0	0.00	0	0	0.00	0.00
	<b>SUB TOTAL</b>	<b>4677350</b>	<b>140925</b>	<b>3.01</b>	<b>131405</b>	<b>9520</b>	<b>93.24</b>	<b>6.76</b>
<b>GRAND TOTAL</b>		<b>17105816</b>	<b>12320381</b>	<b>72.02</b>	<b>12308480</b>	<b>11901</b>	<b>99.90</b>	<b>0.10</b>

**NAME OF THE COMPANY: MPS LIMITED**

**4.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**

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 POLLED	% 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	11690615	11690615	100.00	11690615	0	100	0
	POLL		0	0.00	0	0	0	0
	POSTAL_BALLOT		0	0.00	0	0	0	0
	VENUE-VOTING		0	0.00	0	0	0	0
	<b>SUB TOTAL</b>	<b>11690615</b>	<b>11690615</b>	<b>100.00</b>	<b>11690615</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	737851	488841	66.25	488841	0	100	0
	POLL		0	0.00	0	0	0	0
	POSTAL_BALLOT		0	0.00	0	0	0	0
	VENUE-VOTING		0	0.00	0	0	0	0
	<b>SUB TOTAL</b>	<b>737851</b>	<b>488841</b>	<b>66.25</b>	<b>488841</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC NON-INSTITUTIONS	E-VOTING	4677350	140472	3.00	130955	9517	93.22	6.78
	POLL		0	0.00	0	0	0	0
	POSTAL_BALLOT		453	0.00	450	3	99.34	0.66
	VENUE-VOTING		0	0.00	0	0	0	0
	<b>SUB TOTAL</b>	<b>4677350</b>	<b>140925</b>	<b>3.01</b>	<b>131405</b>	<b>9520</b>	<b>93.24</b>	<b>6.76</b>
<b>GRAND TOTAL</b>		<b>17105816</b>	<b>12320381</b>	<b>72.02</b>	<b>12310861</b>	<b>9520</b>	<b>99.92</b>	<b>0.08</b>

23<sup>rd</sup> January, 2023

**The Chairman**

**MPS Limited,**

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

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **MPS Limited** on 16<sup>th</sup> December, 2022, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote electronic voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
<b>Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013</b>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits &amp; Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Company be and is hereby accorded to the introduction and implementation of 'MPS Limited- Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme") authorising the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the</p>

Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 4,00,000 (Four Lakh) employee stock options ("Options") to or for the benefit of such person(s) working exclusively with the Company and its subsidiaries, whether in or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than 4,00,000 (Four Lakh) equity shares ("Shares") of face value of Rs. 10/- (Rupees Ten) each fully paid-up, out of which not more than 2,00,000 (Two Lakh) Shares to be sourced from secondary acquisition, from time to time, through an employee welfare trust namely 'MPS Employee Welfare Trust' ("Trust") being set-up by the Company and balance Shares to be issued by the Company to the Trust from time to time as primary issue, where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari-passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

**RESOLVED FURTHER THAT** the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

**RESOLVED FURTHER THAT** for the purposes of disclosures to



	<p>the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.</p> <p><b>RESOLVED FURTHER THAT</b> the trustee of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed.</p> <p><b>RESOLVED FURTHER THAT</b> the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOS 2023 on the stock exchanges where the equity shares of the Company are listed.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."</p>
<p><b>Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits &amp; Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and</p>

	<p>Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, such number of employee stock options ("Options") under the 'MPS Limited- Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme") within the limit prescribed therein to or for the benefit of such person(s) who are exclusively working with any Subsidiary Company(ies) of the Company, in India or outside India, including any director thereof, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), exercisable into corresponding number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up upon exercise and be transferred to the Option grantee by the 'MPS Employee Welfare Trust' ("Trust") of the Company, on such terms and in such manner as the Board /Committee may decide in accordance with the provisions of the applicable laws and the provisions of Scheme."</p>
<p><b>Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, Regulation 3(6) of Securities and Exchange Board of India (Share Based Employee Benefits &amp; Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to acquire not exceeding 2,00,000 (Two Lakh) equity shares ("Shares") of face value of Rs.10/- (Rupees Ten) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB Regulations, by way of secondary</p>

	<p>acquisition, from time to time, in one or more tranches, through the irrevocable employee welfare trust of the Company namely the 'MPS Employee Welfare Trust' ("Trust"), for the purpose of implementation of the Scheme in due compliance with the provisions of the SEBI SBEB Regulations and other applicable laws.</p> <p><b>RESOLVED FURTHER THAT</b> in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the ceiling aforesaid in terms of number of equity shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.</p> <p><b>RESOLVED FURTHER THAT</b> the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB Regulations."</p>
<p><b>Section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits &amp; Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely the 'MPS Employee Welfare Trust' ("Trust") by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2022, with a view to enable the Trust to subscribe and/or purchase equity shares of the Company of face value of Rs.10/- (Rupees Ten) each fully paid-up, from fresh issue and/ or secondary acquisition for the purposes of 'MPS Limited- Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme").</p> <p><b>RESOLVED FURTHER THAT</b> the Trust shall use the loan amount disbursed from time to time only for the purposes of</p>

	<p>the Scheme strictly in accordance with the provisions of SEBI SBEB Regulations.</p> <p><b>RESOLVED FURTHER THAT</b> the loan provided by the Company shall be at arm's length basis as to rate of interest with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.</p> <p><b>RESOLVED FURTHER THAT</b> subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient."</p>
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WE REPORT that in view of the pandemic COVID-19 and the resultant lockdown situation across the country restricting the movement of persons, in compliance with framework issued by the Ministry of Corporate Affairs through its circular No. 14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No.33/2020 dated 28<sup>th</sup> September, 2020, General Circular No.39/2020 dated 31<sup>st</sup> December, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No. 03/2022 dated 5<sup>th</sup> May 2022, the Postal Ballot Notice dated 16<sup>th</sup> December 2022 under Section 110 of the Companies Act, 2013, ("the Act") (along with the Statement pursuant to Section 102 of the Act and Postal Ballot Form) has been issued individually to all the members on 21<sup>st</sup> December 2022 by Physical mode through Registered Post and Electronic mode to those members who have provided their e-mail ids.

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot through remote E- voting, on the resolutions contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for Postal Ballot through remote e-voting is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed 21<sup>st</sup> January, 2023 as the last date for receipt of Postal Ballots and e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**THE FINANCIAL EXPRESS**" in 'English' on 22<sup>nd</sup> December, 2022 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 22<sup>nd</sup> December, 2022 informing about the despatch of the Postal Ballot forms, e-voting and other related matters

mentioned therein. We report that we have received the Postal Ballot forms and e-voting particulars from the members during the period starting from **23<sup>rd</sup> December, 2022 (9:00 a.m. IST) to 21<sup>st</sup> January, 2023 (5:00 p.m. IST)**. Central Depository Services (India) Limited ("**CDSL**") had unblocked the e-voting after 5.00 P.M. on 21<sup>st</sup> January, 2023.

All the Postal Ballot forms and e-voting particulars received upto the closure of working hours (**5:00 p.m. IST**) on Saturday, 21<sup>st</sup> January, 2023, the last date fixed by the Company for receipt of the Postal Ballot forms and e-voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 166 (One Hundred and Sixty Six only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms, we have not come across any mutilated Postal Ballot Forms.

WE REPORT that all the Postal Ballot forms and e-voting particulars were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

WE REPORT that the ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

The ballot papers, which were found defective have been treated as invalid and kept separately.

**WE REPORT** that out of **91** Shareholders, we have received **12** valid polled Ballot forms from the shareholders and **77** valid votes casted through e-voting by the shareholders, the details of consolidated polling results are given below:

Receipt of Postal Ballot Forms and e-voting	<b>23<sup>rd</sup> December , 2022 (9:00 a.m. IST) to 21<sup>st</sup> January, 2023 (5:00 p.m. IST)</b>		
Total No. of Shareholders	<b>14155</b>		
Total No. of Shares	<b>17105816</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per e-voting</b>	<b>Total</b>
Postal Ballot Forms Received	<b>14</b>	<b>77</b>	<b>91</b>
Less: Invalid Forms*	<b>2</b>	<b>-</b>	<b>2</b>
<b>Total Valid Forms</b>	<b>12</b>	<b>77</b>	<b>89</b>

***\*Invalid Postal Ballot was not taken into account for the voting.***

**ITEM 1 - APPROVAL OF THE 'MPS LIMITED – EMPLOYEE STOCK OPTION SCHEME 2023'.**

**Special Resolution**

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>72</b>	<b>12308030</b>	<b>10</b>	<b>450</b>	<b>12308480</b>	<b>99.903</b>

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>5</b>	<b>11898</b>	<b>2</b>	<b>3</b>	<b>11901</b>	<b>0.097</b>

(iii) **Invalid** Votes:

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) – Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot
<b>0</b>	<b>0</b>	<b>2</b>	<b>203</b>	<b>203</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item 1 as set out in the Notice of Postal Ballot is passed with requisite majority.**

**ITEM 2 - APPROVAL FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER 'MPS LIMITED- EMPLOYEE STOCK OPTION SCHEME 2023'.**

**Special Resolution**

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>71</b>	<b>12307980</b>	<b>10</b>	<b>450</b>	<b>12308430</b>	<b>99.903</b>

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>6</b>	<b>11948</b>	<b>2</b>	<b>3</b>	<b>11951</b>	<b>0.097</b>

(iii) **Invalid** Votes:

Number of members voted in e- voting	Number of votes cast (Shares) - e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot
<b>0</b>	<b>0</b>	<b>2</b>	<b>203</b>	<b>203</b>

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** with regard to Item 2 as set out in the Notice of Postal Ballot is passed with requisite majority.



**ITEM 3 - APPROVAL OF SECONDARY ACQUISITION OF SHARES THROUGH TRUST ROUTE FOR THE IMPLEMENTATION OF 'MPS LIMITED EMPLOYEE STOCK OPTION SCHEME 2023'**

**Special Resolution**

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>72</b>	<b>12308030</b>	<b>10</b>	<b>450</b>	<b>12308480</b>	<b>99.903</b>

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>5</b>	<b>11898</b>	<b>2</b>	<b>3</b>	<b>11901</b>	<b>0.097</b>

(iii) **Invalid** Votes:

Number of members voted in e- voting	Number of votes cast (Shares) - e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot
<b>0</b>	<b>0</b>	<b>2</b>	<b>203</b>	<b>203</b>

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** with regard to Item 3 as set out in the Notice of Postal Ballot is passed with requisite majority.



**ITEM 4 - 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'.**

**Special Resolution**

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>73</b>	<b>12310411</b>	<b>10</b>	<b>450</b>	<b>12310861</b>	<b>99.923</b>

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

Number of members voted in e- voting	Number of votes cast (Shares) – e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot	% of total number of valid votes cast
<b>4</b>	<b>9517</b>	<b>2</b>	<b>3</b>	<b>9520</b>	<b>0.077</b>

(iii) **Invalid** Votes:

Number of members voted in e- voting	Number of votes cast (Shares) - e- voting	Number of members voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through e- voting and Postal Ballot
<b>0</b>	<b>0</b>	<b>2</b>	<b>203</b>	<b>203</b>

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** with regard to Item 4 as set out in the Notice of Postal Ballot is passed with requisite majority.

**WE FURTHER REPORT** that as per the notice of Postal Ballot dated 16<sup>th</sup> December, 2022 approved by the Board of Directors on 16<sup>th</sup> December, 2022, The results of the voting by postal ballot and e-voting will be announced by the Chairman or any person authorised by him on or before Tuesday, 24<sup>th</sup> January, 2023 at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website – [www.mpslimited.com](http://www.mpslimited.com) and on the CDSL's website - [www.evotingindia.com](http://www.evotingindia.com) besides being communicated to the Stock Exchanges where the Company's shares are listed.

**WE FURTHER REPORT** that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot & e-voting.

Thanking You,

Yours faithfully,

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

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SRIDHARA  
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Digitally signed  
by R SRIDHARAN  
Date: 2023.01.23  
15:56:35 +05'30'

**CS R SRIDHARAN**

**FCS No. 4775**

**C P No. 3239**

**PR No. 657/2020**

**UDIN: F004775D003034989**

Place: Chennai