

**Date:** August 14, 2020

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

**Subject: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings and details of voting results of the 50<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 of the Listing Regulations, we are submitting herewith the details regarding the proceedings of the 50<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Wednesday, August 12, 2020 at 02.30 pm and concluded at 03:25 p.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM).

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and remote e-voting prior and during the AGM. The above are also being uploaded on the Company's website [www.mpslimited.com](http://www.mpslimited.com).

You are requested to take the above information and enclosed documents on your record.

Thanking you,

Yours faithfully,  
For **MPS Limited**

Sunit Malhotra  
CFO & Company Secretary

**GIST OF THE PROCEEDINGS OF THE 50<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF MPS LIMITED HELD ON WEDNESDAY, AUGUST 12, 2020 AT 02:30 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (“VC/OAVM”) FACILITY.**

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Mr. Nishith Arora, Chairman, took the Chair and welcomed all the Members, Directors and Auditors of the Company to the 50<sup>th</sup> AGM of the Company.

The Chairman stated that it was a great honour and privilege for him to attend and preside over the 50<sup>th</sup> AGM of the Company and the first virtual AGM of the Company.

He also stated that this AGM was indeed a very special one achieving a momentous milestone of recording 50th anniversary of the Company and a chance to attend this meeting by all the shareholders of the Company at his/her convenient place in India or abroad, though Video Conferencing/other audio visual means facility as provided by CDSL. In this momentous year, he also showed deep sense of gratitude to all the Shareholders for their support and inspiration to achieve newer milestones of success.

He mentioned the milestone achievements in the 50<sup>th</sup> year stating that the Company had declared & paid dividend of INR 50 per share, Buy Back announced yesterday and acquisition of Highwire Press in July, 2020.

He stated that we were living in unprecedented times. We all are facing a crisis that affects us all, everywhere in the world. It is a moment that calls for solidarity and that require each one of us to take responsibility and play our part.

Thereafter, the Chairman introduced other Board Members participating in the AGM through VC/OAVM facility starting from Mr. Rahul Arora, CEO & Managing Director followed by Mr. Ajay Mankotia, Chairman of the Audit Committee, Ms. Jayantika Dave, Independent Director & Chairperson of the Nomination and Remuneration Committee, Ms. Achal Khanna & Dr. Piyush Kumar Rastogi, Independent Directors and Ms. Yamini Tandon, Non-Executive Director.

He also acknowledged the presence of Mr. Sunit Malhotra, CFO & Company Secretary, Mr. Shashank Agarwal, Partner, Mr. Ravi Thakur, Director, BSR & Co. LLP, Statutory Auditors and Mr. R. Sridharan, R. Sridharan & Associates, Company Secretaries, Secretarial Auditor and Scrutinizer participating through VC/OAVM Facility.

It was noted that total 53 Members, holding 1,35,82,204 equity shares of the Company, including ADI BPO Services Limited, Corporate Promoter Shareholder, who holds 1,26,16,996 equity shares attended the Meeting as per the records of attendance. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman then took up the formal proceedings of the AGM by mentioning the certain regulatory guidelines and procedure regarding participation in the 1<sup>st</sup> virtual meeting through VC/OAVM.

He stated that as per the applicable provisions of the Companies Act, 2013 and rules framed thereunder, the Company had provided the facility, to the Members, to cast their vote electronically (remote e-voting) on CDSL e-voting platform in respect of all the businesses mentioned in the Notice dated May 19, 2020. The e-voting commenced at 9.00 am (IST) on August 09, 2020 and ended at 05.00 pm (IST) on August 11, 2020. He drew attention of the Members that at the end of the discussions on the resolutions, Members present at the meeting and who have not

cast their votes by availing the remote e-voting facility, can exercise their vote using e-voting platform of CDSL, which would be closed along with the closure of the meeting.

The Board of Directors had appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing both, the remote e-voting and e-voting at the Meeting, in a fair and transparent manner.

The Chairman further informed that the voting rights shall be in proportion to the shareholding of the Members as on the cut-off record date i.e. August 05, 2020.

The Notice convening the 50<sup>th</sup> AGM dated May 19, 2020, along with the Annual Report and Auditors Reports which was sent to the members by email and public notice published in the newspapers were taken as read.

The Chairman informed that the Auditor's Report on the financial statements (Standalone and Consolidated) of the Company and the secretarial audit report for the financial year ended March 31, 2020 does not have any qualification or observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company. In view of the same, the Auditors' Report and the secretarial auditors report is not required to be read out before the meeting, as provided in the Companies Act, 2013 and taken as read.

In continuation of the past practice, Mr. Rahul Arora, CEO and Managing Director, made a presentation on the operations of the Company and covered in his presentation 50 years of MPS, Mission 2020, Values, Global Delivery Model and Acquisition of Highwire.

The Chairman then informed that Members, who had not cast their vote electronically, to cast their votes through e-voting facility provided by CDSL by following the procedure mentioned in the notice.

The Chairman thereafter explained the resolutions to be voted at the Meeting.

The following items of business, as per Notice dated May 19, 2020 were transacted at the meeting:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Yamini Tandon (DIN: 06937633), Non-Executive Director, who retires by rotation, and being eligible, offers herself for re-appointment.
3. To confirm the payment of Interim Dividend on Equity Shares for the financial year 2019-2020.

**SPECIAL BUSINESS****4. Appointment of Ms. Jayantika Dave as an Independent Director of the Company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Jayantika Dave (DIN: 01585850), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the provisions of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Jayantika Dave (DIN: 01585850), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two years commencing October 30, 2019 to October 29, 2021, be and is hereby approved.”

**5. Appointment of Ms. Achal Khanna as an Independent Director of the Company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Achal Khanna (DIN: 00275760) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the provisions of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Achal Khanna (DIN: 00275760), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two years commencing October 30, 2019 to October 29, 2021, be and is hereby approved.”

6. Appointment of Mr. Ajay Mankotia as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Ajay Mankotia (DIN: 03123827) who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 29, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the provisions of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Ajay Mankotia (DIN: 03123827) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two years commencing January 29, 2020 to January 28, 2022, be and is hereby approved.”

7. Appointment of Dr. Piyush Kumar Rastogi as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Dr. Piyush Kumar Rastogi (DIN: 02407908) who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 29, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the provisions of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Dr. Piyush Kumar Rastogi (DIN: 02407908) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of one year commencing January 29, 2020 to January 28, 2021, be and is hereby approved.

Thereafter the Chairman announced the voting to commence and the Members could cast their votes, who had not voted earlier.

The Chairman invited speaker shareholders who had preregistered with the Company for their suggestions, comments and queries. There were three member shareholders who had pre-registered themselves as speakers to ask their questions/suggestions or comments. .

The Chairman, CEO & Managing Director and CFO & Company Secretary suitably responded to the questions posted by the members upto their satisfaction.

The Chairman thanked all the Members, Auditors and Board Members for their presence at the first virtual AGM of the Company and authorized Mr. Sunit Malhotra, CFO & Company Secretary to conduct the meeting and the voting procedure and conveyed that the e-Voting facility will remain open for 15 minutes to enable those members who had not casted their vote earlier could cast vote now.

The Chairman informed that the consolidated results of remote e-voting and e Voting at the Meeting alongwith consolidated report of the Scrutinizer would be put on the websites of the Company as well as CDSL and shall also be announced to NSE and BSE within 48 hours of conclusion of this meeting.

Thanking the Members for their participation, suggestions and comments, the Mr. Sunit Malhotra, CFO & Company Secretary announced formal closure of the 50<sup>th</sup> Annual General Meeting of the Company.

Based on the consolidated Scrutinizers' Report dated August 13, 2020, all the aforesaid resolutions were passed with requisite majority.

**For MPS Limited**

Sunit Malhotra  
**Company Secretary and Chief Financial Officer**

**Date:** August 14, 2020



### Consolidated Scrutinizer's Report

13<sup>th</sup> August, 2020

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

**Ref: 50<sup>th</sup> Annual General Meeting (AGM) of the Members of the MPS Limited held on 12<sup>th</sup> August, 2020 at 2:30 P.M. I.S.T by way of Video Conferencing ("VC").**

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 19<sup>th</sup> May, 2020, 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 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, 09<sup>th</sup> August, 2020 (09.00 A.M.) (IST) to Tuesday, 11<sup>th</sup> August, 2020 (5.00 P.M.) (IST) and through electronic voting system (e-voting) during the 50<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, 12<sup>th</sup> August, 2020 at 2:30 P.M. I.S.T by way of Video Conferencing ("VC").

We now submit our Consolidated Report as under:

50<sup>TH</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT – MPS LIMITED







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:







**Item No. 1 - Adoption of Audited Standalone and Consolidated Financial Statements together with Board's Report and Auditor's Report thereon for the financial year ended 31<sup>st</sup> March, 2020.**

**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
24	13634971	14	469476	14104447	99.99993

(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	10	0	0	10	0.00007

(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 was 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 – Re-appointment of Ms. Yamini Tandon (DIN: 06937633), Director retiring by rotation.**

**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
<b>22</b>	<b>13634671</b>	<b>14</b>	<b>469476</b>	<b>14104147</b>	<b>99.99780</b>

(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
<b>8</b>	<b>310</b>	<b>0</b>	<b>0</b>	<b>310</b>	<b>0.00220</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was 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.





**Item No. 3 – Confirmation of Interim Dividend paid on equity shares for the year ended 31<sup>st</sup> March, 2020.**

**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
<b>25</b>	<b>13634976</b>	<b>14</b>	<b>469476</b>	<b>14104452</b>	<b>99.99996</b>

(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
<b>5</b>	<b>5</b>	<b>0</b>	<b>0</b>	<b>5</b>	<b>0.00004</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was 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 – Appointment of Ms. Jayantika Dave (DIN: 01585850) as an Independent Director 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
<b>23</b>	<b>13634871</b>	<b>14</b>	<b>469476</b>	<b>14104347</b>	<b>99.99922</b>

(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
<b>7</b>	<b>110</b>	<b>0</b>	<b>0</b>	<b>110</b>	<b>0.00078</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

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







**Item No. 5 – Appointment of Ms. Achal Khanna (DIN: 00275760) as an Independent Director 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
<b>24</b>	<b>13634971</b>	<b>14</b>	<b>469476</b>	<b>14104447</b>	<b>99.99993</b>

(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
<b>6</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>10</b>	<b>0.00007</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 6 – Appointment of Mr. Ajay Mankotia (DIN: 03123827) as an Independent Director 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
<b>24</b>	<b>13634971</b>	<b>14</b>	<b>469476</b>	<b>14104447</b>	<b>99.99993</b>

(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
<b>6</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>10</b>	<b>0.00007</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 7 – Appointment of Dr. Piyush Kumar Rastogi (DIN: 02407908) as an Independent Director 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
<b>22</b>	<b>13634671</b>	<b>14</b>	<b>469476</b>	<b>14104147</b>	<b>99.99780</b>

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

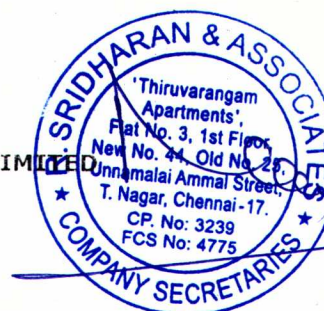
Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast
<b>8</b>	<b>310</b>	<b>0</b>	<b>0</b>	<b>310</b>	<b>0.00220</b>

(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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.





6. A Compact Disc (CD) 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

  
CS R. Sridharan

CP No. 3239

FCS No. 4775

UDIN: F004775B000575070





**NAME OF THE COMPANY: MPS LIMITED**

1.To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the		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	12616996	12616996	100	12616996	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
	<b>SUB TOTAL</b>	<b>12616996</b>	<b>12616996</b>	<b>100</b>	<b>12616996</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1193903	543895	45.56	543895	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
	<b>SUB TOTAL</b>	<b>1193903</b>	<b>543895</b>	<b>45.56</b>	<b>543895</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4806027	943566	19.63	943556	10	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
	<b>SUB TOTAL</b>	<b>4806027</b>	<b>943566</b>	<b>19.63</b>	<b>943556</b>	<b>10</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>18616926</b>	<b>14104457</b>	<b>75.76</b>	<b>14104447</b>	<b>10</b>	<b>100</b>	<b>0</b>

**NAME OF THE COMPANY: MPS LIMITED**

**2.Re-appointment of Director Ms. Yamini Tandon (DIN: 06937633), Non-Executive Director**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the		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	12616996	12616996	100	12616996	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
	<b>SUB TOTAL</b>	<b>12616996</b>	<b>12616996</b>	<b>100</b>	<b>12616996</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1193903	543895	45.56	543895	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
	<b>SUB TOTAL</b>	<b>1193903</b>	<b>543895</b>	<b>45.56</b>	<b>543895</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4806027	943566	19.63	943256	310	99.97	0.03
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>4806027</b>	<b>943566</b>	<b>19.63</b>	<b>943256</b>	<b>310</b>	<b>99.97</b>	<b>0.03</b>
<b>GRAND TOTAL</b>		<b>18616926</b>	<b>14104457</b>	<b>75.76</b>	<b>14104147</b>	<b>310</b>	<b>100</b>	<b>0</b>

**NAME OF THE COMPANY: MPS LIMITED**

**3.To confirm the payment of Interim Dividend on Equity Shares for the financial year 2019-2020**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the			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	12616996	12616996	100	12616996	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
	<b>SUB TOTAL</b>	<b>12616996</b>	<b>12616996</b>	<b>100</b>	<b>12616996</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1193903	543895	45.56	543895	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
	<b>SUB TOTAL</b>	<b>1193903</b>	<b>543895</b>	<b>45.56</b>	<b>543895</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4806027	943566	19.63	943561	5	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
	<b>SUB TOTAL</b>	<b>4806027</b>	<b>943566</b>	<b>19.63</b>	<b>943561</b>	<b>5</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>18616926</b>	<b>14104457</b>	<b>75.76</b>	<b>14104452</b>	<b>5</b>	<b>100</b>	<b>0</b>

**NAME OF THE COMPANY: MPS LIMITED**

**4.Appointment of Ms. Jayantika Dave as an Independent Director of the Company**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the		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	12616996	12616996	100	12616996	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
	<b>SUB TOTAL</b>	<b>12616996</b>	<b>12616996</b>	<b>100</b>	<b>12616996</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1193903	543895	45.56	543895	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
	<b>SUB TOTAL</b>	<b>1193903</b>	<b>543895</b>	<b>45.56</b>	<b>543895</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4806027	943566	19.63	943456	110	99.99	0.01
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>4806027</b>	<b>943566</b>	<b>19.63</b>	<b>943456</b>	<b>110</b>	<b>99.99</b>	<b>0.01</b>
<b>GRAND TOTAL</b>		<b>18616926</b>	<b>14104457</b>	<b>75.76</b>	<b>14104347</b>	<b>110</b>	<b>100</b>	<b>0</b>



**NAME OF THE COMPANY: MPS LIMITED**

**5.Appointment of Ms. Achal Khanna as an Independent Director of the Company**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the		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	12616996	12616996	100	12616996	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
	<b>SUB TOTAL</b>	<b>12616996</b>	<b>12616996</b>	<b>100</b>	<b>12616996</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1193903	543895	45.56	543895	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
	<b>SUB TOTAL</b>	<b>1193903</b>	<b>543895</b>	<b>45.56</b>	<b>543895</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4806027	943566	19.63	943556	10	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
	<b>SUB TOTAL</b>	<b>4806027</b>	<b>943566</b>	<b>19.63</b>	<b>943556</b>	<b>10</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>18616926</b>	<b>14104457</b>	<b>75.76</b>	<b>14104447</b>	<b>10</b>	<b>100</b>	<b>0</b>

**NAME OF THE COMPANY: MPS LIMITED**

**6.Appointment of Mr. Ajay Mankotia as an Independent Director of the Company**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the			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	12616996	12616996	100	12616996	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
	<b>SUB TOTAL</b>	<b>12616996</b>	<b>12616996</b>	<b>100</b>	<b>12616996</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1193903	543895	45.56	543895	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
	<b>SUB TOTAL</b>	<b>1193903</b>	<b>543895</b>	<b>45.56</b>	<b>543895</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4806027	943566	19.63	943556	10	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
	<b>SUB TOTAL</b>	<b>4806027</b>	<b>943566</b>	<b>19.63</b>	<b>943556</b>	<b>10</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>18616926</b>	<b>14104457</b>	<b>75.76</b>	<b>14104447</b>	<b>10</b>	<b>100</b>	<b>0</b>

**NAME OF THE COMPANY: MPS LIMITED**

**7.Appointment of Dr. Piyush Kumar Rastogi as an Independent Director of the Company**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the								
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	12616996	12616996	100	12616996	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
	<b>SUB TOTAL</b>	<b>12616996</b>	<b>12616996</b>	<b>100</b>	<b>12616996</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	1193903	543895	45.56	543895	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
	<b>SUB TOTAL</b>	<b>1193903</b>	<b>543895</b>	<b>45.56</b>	<b>543895</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	4806027	943566	19.63	943256	310	99.97	0.03
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>4806027</b>	<b>943566</b>	<b>19.63</b>	<b>943256</b>	<b>310</b>	<b>99.97</b>	<b>0.03</b>
<b>GRAND TOTAL</b>		<b>18616926</b>	<b>14104457</b>	<b>75.76</b>	<b>14104147</b>	<b>310</b>	<b>100</b>	<b>0</b>