



MPS Limited

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Date: December 03, 2021

To,

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

Subject: Result of Postal Ballot by remote e-voting process

This is further to our letter dated October 30, 2021, informing the stock exchange about the dispatch of Postal Ballot Notice seeking approval of the Members of the Company for Buyback of Equity shares and re-appointment of Independent Directors.

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot as set out in the notice of Postal Ballot dated October 27, 2021.

Remote e-voting process concluded on December 02, 2021 at 05:00 PM, post which the scrutinizer submitted his report on the results of the postal ballot. Based on the report of the scrutinizer, we hereby inform that the members of the Company have duly passed the special resolution approving the following:

- The buyback of fully paid-up equity shares having a face value of INR 10 (Indian Rupee Ten only) each ("Equity Shares"), not exceeding 9,44,444 (Nine Lakhs Forty Four Thousand Four Hundred and Forty Four only) Equity Shares (representing upto 5.23% of the total paid up Equity Share capital of the Company as on 31st March, 2021) at a price of INR 900 (INR Nine Hundred only) per Equity Share payable in cash for an aggregate amount not exceeding INR 85,00,00,000 (INR Eighty Five Crores only).
- Ms. Jayantika Dave (DIN: 01585850), as an Independent Director of the Company to hold office for a period of 3 years with effect from October 30, 2021 to October 29, 2024.
- Ms. Achal Khanna (DIN: 00275760), as an Independent Director of the Company to hold office for a period of 3 years with effect from October 30, 2021 to October 29, 2024.
- Mr. Ajay Mankotia (DIN: 03123827), as an Independent Director of the Company to hold office for a period of 3 years with effect from January 29, 2022 to January 28, 2025.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf for your record.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website www.mpslimited.com.

For MPS Limited

Sunit Malhotra
Company Secretary

Encl: Voting Results along with Scrutinizers Report

www.mpslimited.com

NAME OF THE COMPANY:-MPS LIMITED

No. of Shareholders as on the Evoting cut-off date: 15400

1. The buyback of fully paid-up equity shares having a face value of INR 10 each , not exceeding 9,44,444 Equity Shares (representing upto 5.23% of the total paid up Equity Share capital of the Company as on 31st March, 2021) at a price of INR 900 per Equity Share payable in cash for an aggregate amount not exceeding INR 85,00,00,000.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
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	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	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1166980	610067	52.28	610067	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		1166980	52.28	610067	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4611672	949101	20.58	949080	21	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		4611672	20.58	949080	21	100	0
GRAND TOTAL		18050260	13830776	76.62	13830755	21	100	0

2. Ms. Jayantika Dave (DIN: 01585850), as an Independent Director of the Company to hold office for a period of 3 years with effect from October 30, 2021 to October 29, 2024.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
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	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	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1166980	610067	52.28	610067	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		1166980	52.28	610067	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4611672	948849	20.57	948842	7	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		4611672	20.57	948842	7	100	0
GRAND TOTAL		18050260	13830524	76.62	13830517	7	100	0

NAME OF THE COMPANY:-MPS LIMITED

3. Ms. Achal Khanna (DIN: 00275760), as an Independent Director of the Company to hold office for a period of 3 years with effect from October 30, 2021 to October 29, 2024.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
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	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	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1166980	610067	52.28	610067	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		1166980	52.28	610067	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4611672	948849	20.57	948842	7	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		4611672	20.57	948842	7	100	0
GRAND TOTAL		18050260	13830524	76.62	13830517	7	100	0

4. Mr. Ajay Mankotia (DIN: 03123827), as an Independent Director of the Company to hold office for a period of 3 years with effect from January 29, 2022 to January 28, 2025.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
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	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	100	12271608	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1166980	610067	52.28	610067	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		1166980	52.28	610067	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4611672	948849	20.57	948842	7	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		4611672	20.57	948842	7	100	0
GRAND TOTAL		18050260	13830524	76.62	13830517	7	100	0

3rd December, 2021

**The Chairman
MPS Limited,**

RR Towers 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 27th October, 2021, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Sections 68, 69, 70 of the Companies Act, 2013	Special Resolution “RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“SEBI Buyback Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations or any amendment(s) thereto) and Article 25 of the Articles of Association of the Company and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the “Appropriate Authorities”), as may be necessary, and subject to such conditions, alterations, amendments and/or modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company (“Board”, which term shall be deemed to include the Buyback Committee of the Board and/ or officials, which the Board may authorise to exercise its powers, including the powers conferred by this resolution) and on the terms and conditions set out in the explanatory statement (which

may be modified based on regulatory requirements), approval of the shareholders be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of INR 10 (Indian Rupee Ten only) each ("**Equity Shares**"), not exceeding 9,44,444 (Nine Lakhs Forty Four Thousand Four Hundred and Forty Four only) Equity Shares (representing upto 5.23% % of the total paid up Equity Share capital of the Company as on March 31, 2021) at a price of INR 900 (INR Nine Hundred only) per Equity Share ("**Buyback Offer Price**") payable in cash for an aggregate amount not exceeding INR 85,00,00,000 (Eight Five Crores only), excluding tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on buyback, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("**Transaction Costs**") (such maximum amount hereinafter referred to as the "**Buyback Offer Size**") which represents 21.50% and 20.35% of the fully paid-up Equity Share capital and free reserves as at September 30 2021, ("being the latest standalone and consolidated un-audited & limited reviewed condensed interim financial statements as on September 30, 2021, available after the audited financial statements for the period ended March 31, 2021, as on the date of Board Meeting recommending the proposal for the Buyback"), on a standalone and consolidated basis respectively, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from all the Equity Shareholders/ Beneficial Owners of the Equity Shares of the Company, including the Promoter(s) (as defined hereinafter) as on the record date, to be announced in this regard, through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including its Promoter(s)) who hold Equity Shares as of

record date, on a proportionate basis, provided that either fifteen percent of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT in terms of Regulation 4 of the SEBI Buyback Regulations, the Buyback of Equity Shares from the existing shareholders as on the record date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion;

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force.

RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended from time to time and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any committee(s)/any one or more director(s)/officer(s)/authorized representative(s) ("Buyback Committee") of the Company in order to give effect to the aforesaid resolutions, including but not limited to making all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the SEBI; appointment of merchant banker, brokers, legal counsel, depository participants, newspaper agency, escrow agents, bankers, advisors, registrars, scrutinizers, consultants/intermediaries/agencies, as may be required, for the implementation of the Buyback; to decide specified date or record date for the purpose of Buyback, preparing, signing and filing of the public announcement, draft letter of offer/letter of offer, post offer public announcement, including corrigendum, if any, with the SEBI, the Stock Exchanges and other Appropriate Authorities, as may be required; obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws, entering into escrow agreements as required in terms of the SEBI Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment/ escrow account with the bank, demat account as required in terms of the SEBI Buyback Regulations; to pay to the shareholders consideration for shares bought back pursuant to the Buyback, to make and file 'Compliance Certificate' as required under the Buyback Regulations, to file Return of Buyback with Registrar and other statutory authorities and to maintain Register of Securities bought back, approving the split of physical share certificates and transfer of shares, extinguishing dematerialized Equity Shares and physical

	destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence, as may be required in connection with the Buyback with SEBI, the Stock Exchanges, Registrar of Companies, depositories and/or other Appropriate Authorities as may be required from time to time; RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any Member to offer and/or any obligation on the part of Company or the Board or the Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law; RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and Buyback Committee be and is hereby empowered and authorized severally on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution."
Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013	Special Resolution "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("Act") and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and based on the recent performance evaluation, Ms. Jayantika Dave (DIN -01585850), who was appointed as an Independent Director for a term of two years commencing October 30, 2019 to October 29, 2021 and being eligible, has offered herself for re-appointment under the provisions of the Act, the Rules made there under and the Listing Regulations, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years with effect from October 30, 2021 to October 29, 2024 (both days inclusive). RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of reappointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013	Special Resolution "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("Act") and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and based on the recent performance evaluation, Ms. Achal Khanna (DIN -00275760), who was appointed as an Independent Director for a term of two years commencing October 30, 2019 to October 29, 2021 and being eligible, has offered herself for re-appointment under the provisions of the Act, the Rules made there under and the Listing Regulations, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations , be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years with effect from October 30, 2021 to October 29, 2024 (both days inclusive). RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of reappointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."
Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013	Special Resolution "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("Act") and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and based on the recent performance evaluation, Mr. Ajay Mankotia (DIN -03123827), who is currently serving as an Independent Director of the Company up to January 28, 2022, and being eligible, has offered himself for re-appointment under the provisions of the Act, the Rules made there under and the Listing Regulations, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years with effect from January 29, 2022 to January 28, 2025 (both days inclusive). RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of reappointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021, the company has sent Postal Ballot Notice dated 27th October, 2021 on 30th October, 2021 through electronic mode to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, October 29, 2021 ("Cut-off date").

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 E-voting, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution 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 Thursday, 2nd December, 2021 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**FINANCIAL EXPRESS**" in 'English' on 31st October, 2021 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 31st October, 2021 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **3rd November, 2021 (9:00 a.m. IST) to 2nd December, 2021 (5:00 p.m. IST).**

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Thursday, 2nd December, 2021, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes 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 out of **15400** Shareholders, we have received valid E-Voting from **60** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	3rd November, 2021 (9:00 a.m. IST) to 2nd December, 2021 (5:00 p.m. IST)		
Total No. of Shareholders	15400		
Total No. of Shares	18050260		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	60	60
Less: Invalid Forms	-	0	0
Net Valid Forms	-	60	60

ITEM 1 - APPROVAL FOR BUY BACK OF EQUITY SHARES THROUGH TENDER OFFER ROUTE (SPECIAL RESOLUTION)

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
54	13830755	99.99985

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
6	21	0.00015

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

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** under Sections 68, 69 and 70 of the Companies Act, 2013, with regard to Item 1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 2 - RE-APPOINTMENT OF MS. JAYANTIKA DAVE AS AN INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
54	13830517	99.99995

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
5	7	0.00005

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

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 under Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, with regard to Item 2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 3 - RE-APPOINTMENT OF MS. ACHAL KHANNA AS AN INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
54	13830517	99.99995

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
5	7	0.00005

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

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 under Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, with regard to Item 3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 4 - RE-APPOINTMENT OF MR. AJAY MANKOTIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
54	13830517	99.99995

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

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
5	7	0.00005

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

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 under Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, with regard to Item 4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

We further report that as per the notice of Postal Ballot dated 27th October, 2021 approved by the Board of Directors on 27th October, 2021 the Chairman or any Director of the Company may declare and confirm the above results of voting by e-voting in respect of the resolution referred to herein on or before Wednesday, 8th December, 2021 and the results of the postal ballot along with Scrutinizer Report will also be displayed at the registered office of the Company and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and will also be displayed on the Company's website www.mpslimited.com and on the website of CDSL. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for the resolutions are enclosed.

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 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**

R
SRIDHARAN
N

Digitally signed
by R SRIDHARAN
Date: 2021.12.03
16:12:45 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
UDIN: F004775C001641795**

Place: Chennai
Encl.: a/a