

Ref: MPSL/SE/16/2023-24

Date: 15 May 2023

✓	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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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 11 April 2023

This is with reference to our earlier communication dated 13 April 2023, 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 and Ordinary Resolutions in terms of the Postal Ballot Notice dated 11 April 2023.

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 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.	Approved the Proposal for Capital Raising in one or more tranches by way of Issuance of Equity Shares and/or Equity Linked Securities.	Special Resolution	Remote E-voting	Passed with requisite majority
2.	Approved the Re-Appointment and Remuneration payable to Mr. Rahul Arora as the Chief Executive Officer and Managing Director of the Company.	Ordinary Resolution	Remote E-voting	Passed with requisite majority

The aforesaid resolutions were deemed to be passed on Sunday, 14 May 2023, being the last date of remote 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 result of the remote e-voting and Report of the Scrutinizer are also being hosted on the website of the Company i.e. www.mpslimited.com and website of Central Depository Services (India) Limited (CDSL) (e-voting agency) i.e. www.cdslindia.com.



MPS Limited

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

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

Registered Office: RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600032 (INDIA), Tel: +91 44 49162222 Fax: +91 44 49 16 2225 Email: info@mpslimited.com
Corporate Identification Number: L22122TN1970PLC005795

NAME OF THE COMPANY: MPS LIMITED								
NUMBER OF SHAREHOLDERS AS ON E-VOTING CUT OFF DATE, i.e., 07.04.2023: 13,791								
1. TO CONSIDER AND APPROVE THE PROPOSAL FOR CAPITAL RAISING IN ONE OR MORE TRANCHES BY WAY OF ISSUANCE OF EQUITY SHARES AND/OR EQUITY LINKED SECURITIES								
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	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	11690615	11690615	100.00	11690615	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	783913	443058	56.52	443058	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	783913	443058	56.52	443058	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4631288	1041440	22.49	1029908	11532	98.89	1.11
	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	4631288	1041440	22.49	1029908	11532	98.89	1.11
GRAND TOTAL		17105816	13175113	77.02	13163581	11532	99.91	0.09

NAME OF THE COMPANY: MPS LIMITED								
2.TO CONSIDER AND APPROVE THE RE-APPOINTMENT AND REMUNERATION PAYABLE TO MR. RAHUL ARORA AS THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR OF THE COMPANY								
Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES 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	11690615	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	11690615	11690615	100	11690615	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	783913	443058	56.52	278858	164200	62.94	37.06
	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	783913	443058	56.52	278858	164200	62.94	37.06
PUBLIC-NON INSTITUTIONS	E-VOTING	4631288	1041440	22.49	1032334	9106	99.13	0.87
	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	4631288	1041440	22.49	1032334	9106	99.13	0.87
GRAND TOTAL		17105816	13175113	77.02	13001807	173306	98.68	1.32

15th May, 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 11th April, 2023, 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
Section 23, 42, 62(1)(c), 179 and other applicable provisions of the Companies Act, 2013	SPECIAL RESOLUTION "RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c), 179 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India from time to time, each as amended, the uniform listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited where the equity shares of face value of Rs. 10 each of the Company (the "Equity Shares") are listed ("Stock Exchanges"), and other applicable statutes, laws,

	regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Registrar of Companies, jurisdictional Registrar of Companies ("RoC"), the Government of India ("GOI") and such other governmental/ statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad ("Appropriate Authorities"), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("Board", which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the shareholders be and is hereby accorded to the Board and the Board in its absolute discretion, to create, issue, offer and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "Securities") (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) for cash, in one or more tranches, for an aggregate amount upto INR 250 Crores (Rupees Two Hundred and Fifty Crores Only), (inclusive of such discount or premium to market price or prices permitted under applicable law), through one or more of the permissible modes including but not limited to private placement, qualified institutions placement ("QIP") to "qualified institutional buyers" as defined in the SEBI ICDR Regulations through an offer document and/or a private placement offer letter and/or such other documents/writings/ circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Securities or any combination of Securities with or without premium, to be subscribed by all eligible investors, including, residents and/or non-resident / foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and/or multilateral financial institutions, insurance companies any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called "Investors"), to all or any of them, jointly or severally, on such other terms and conditions as may be mentioned in the offer / placement document and/or private placement offer letter (along with the
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	application form), and/or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion so as to enable the Company to list the Securities on the Stock Exchanges, considering the prevailing market conditions and other relevant factors wherever necessary, in consultation with the lead manager(s) and/or other advisors appointed by the Company, and the terms of the issuance as may be permitted by the Appropriate Authorities together with any amendments and modifications thereto ("Issue"). RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations): 1. QIP to be undertaken pursuant to the Special Resolution passed at meeting of the shareholders of the Company. 2. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the Special Resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time; 3. the Eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis; 4. the tenure of the convertible or exchangeable Eligible Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment; 5. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under the same control shall be deemed to be a single allottee; 6. the allotment of Securities except as may be permitted under SEBI ICDR Regulations and other applicable laws shall only be to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations ("QIBs") and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company; 7. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution;
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8. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in accordance with Regulation 171 of the SEBI ICDR Regulations, the "Relevant Date" for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of the meeting in which the Board decides to open the QIP and in the event, Other Eligible Securities are issued to QIBs by way of QIP, the "Relevant Date" for pricing of such Other Eligible Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to the payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in

its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to the conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank paripassu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers pertaining to the Issue in such manner as they may deem fit to the Committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as the Committee of Directors may deem fit in its absolute discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings,

agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of the book running lead managers, underwriters, monitoring agency, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT Mr. Rahul Arora, Chairman, CEO and Managing Director, and Mr. Sunit Malhotra, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution and Mr. Raman Sapra, Company Secretary and Compliance Officer of the Company be authorised to intimate the above to the stock exchanges and making other statutory and/or regulatory filings, if any, on behalf of the Company."

Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013	ORDINARY RESOLUTION "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder read with Schedule V of the Act, and applicable provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, and taking into consideration the recommendation of Nomination and Remuneration Committee and approval of the Board of directors of the Company, the consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Rahul Arora (DIN: 05353333) as the CEO and Managing Director ("designated as Chairman & CEO") of the Company for a further period of 5 (five) years commencing from 12 August 2023 to 11 August 2028 (both days inclusive) on the existing remuneration of USD 565,000 (United States Dollar Five Hundred and Sixty Five Thousand Only) per annum/INR equivalent, and on such other terms and conditions as mentioned in the Service Agreement in between the Company and Mr. Rahul Arora, subject to annual/periodical changes in remuneration as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, to the extent that the overall remuneration payable to Mr. Rahul Arora shall not exceed the limits specified under Section 197 and 198 read with Schedule V of the Companies Act 2013, without any further reference to the Company in General Meeting. RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter, vary and modify from time to time, the terms and conditions of re-appointment and/or remuneration to Mr. Rahul Arora to the extent the Board of Directors may consider necessary and in accordance with the applicable provisions of the Act, Rules, Regulations and Schedule thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), provided however that the remuneration after the alteration or variation shall not exceed the limits specified under Section 197 and 198 read with Schedule V of the Companies Act, 2013. RESOLVED FURTHER THAT the consent of the shareholders be and is accorded to pay the remuneration as specified above as minimum remuneration subject to the requirements of Schedule V to the Companies Act, 2013, in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Rahul Arora as the CEO and Managing Director of the Company. RESOLVED FURTHER THAT Mr. Sunit Malhotra, Chief Financial Officer and Mr. Raman Sapra, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all necessary acts, deeds and things as may be considered necessary, proper or desirable in the said regard including the filing of returns with any authority."
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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 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December, 2022, the Company has sent Postal Ballot Notice dated 11th April, 2023 in electronic form only to those Members who have registered their email address with the Depositories and Registrar and Share Transfer Agent.

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 14th May, 2023 as the last date for remote 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 14th April, 2023 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 14th April, 2023 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. E-Voting was received from the members during the period **15th April, 2023 (9:00 a.m. IST) to 14th May, 2023 (5:00 p.m. IST).**

All the votes exercised upto the closure of working hours (5:00 p.m. IST) on Sunday, 14th May, 2023, 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 electronic record containing the Shareholders Name, Address, Folio/Client ID Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We REPORT that out of **13791** Shareholders, we have received valid E-Voting from **96** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot e-voting	15th April, 2023 (9:00 a.m. IST) to 14th May, 2023 (5:00 p.m. IST).		
Total No. of Shareholders	13791		
Total No. of Shares	17105816		
Particulars	As per Postal Ballot	As per e-voting	Total
Postal Ballot e-voting received	-	96	96
Less: Invalid Forms*	-	-	-
Total Valid Forms	-	96	96

ITEM 1 - APPROVING THE PROPOSAL FOR CAPITAL RAISING IN ONE OR MORE TRANCHES BY WAY OF ISSUANCE OF EQUITY SHARES AND/OR EQUITY LINKED SECURITIES. (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
90	13163581	99.91

(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	11532	0.09

(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** with regard to Item 1 as set out in the Notice of Postal Ballot is passed with requisite majority.

ITEM 2 - APPROVING THE RE-APPOINTMENT AND REMUNERATION PAYABLE TO MR. RAHUL ARORA AS THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR OF THE COMPANY. (ORDINARY 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
63	13001807	98.68

(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
33	173306	0.32

(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 the number of votes cast against, we report that the ordinary Resolution with regard to Item 2 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 11th April, 2023 approved by the Board of Directors on 11th April, 2023, The results of the e-voting will be announced by the Chairman or any person authorised by him on or before Tuesday, 16th May, 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 and on the CDSL's website - 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 Rules, 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
SRIDHAR
AN

Digitally signed
by R SRIDHARAN
Date: 2023.05.15
11:47:18 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 657/2020
UDIN: F004775E000305042**

Place: Chennai