



**MPS Limited**

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

**Ref:** MPSL/SE/20/2026-27

**Date:** 25 May 2026

**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

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the financial year ended 31 March 2026.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued to the Company by M/s. Sridharan & Sridharan Associates, Company Secretaries, for the financial year ended 31 March 2026.

This is for your kind information and records.

Yours Faithfully,  
For **MPS Limited**

**Raman Sapra**


**Company Secretary and Compliance Officer**

**Encl:** As above

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



# SRIDHARAN & SRIDHARAN ASSOCIATES

 company secretaries

## SECRETARIAL COMPLIANCE REPORT OF MPS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026

ISIN: INE943D01017

We, SRIDHARAN & SRIDHARAN ASSOCIATES, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by MPS LIMITED, (CIN: L22122TN1970PLC005795) (hereinafter referred as "The listed entity") having its Registered office at Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T Road, Chennai, Old Perungalathur, Kanchipuram, Tambaram, Tamil Nadu, India, 600063
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: <https://www.mpslimited.com> )
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March 2026 in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the year under review);
- f) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the year under review)

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Secretarial Compliance report for the year ended 31<sup>st</sup> March, 2026



 [www.aryes.in](http://www.aryes.in)

 [info@aryes.in](mailto:info@aryes.in)

 New No. 12 Old No. 37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T Nagar, Chennai - 600017

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9790762955/ 9677158446

- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable during the year under review)
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except the following:-

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2025	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial Action Taken if any	Observations/ Remarks of the Practicing Company Secretary
1.	-	The Composition of Nomination and Remuneration Committee was temporarily affected. The Company has subsequently reconstituted the committee	As per Regulation 19 (1) / 19(2) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, The Board of Directors shall constitute the Nomination and Remuneration Committee ("NRC") as follows: a) The committee shall comprise of at least three directors.	Non-composition of the Nomination and Remuneration Committee (NRC) for a temporary period resulted in non-compliance with its constitution requirements, for which a fine of Rs. 1,48,680/- each was imposed by BSE Limited and National Stock Exchange of India Limited; the Company has since	The Company had applied for waiver of the said fines imposed and BSE Limited and National Stock Exchange of India Limited vide their letters dated November 25, 2025 and February 16, 2026 respectively had accepted the application and the request for waiver of fines	The Composition of Nomination and Remuneration Committee was temporarily affected. The Company has subsequently reconstituted the committee.


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Secretarial Compliance report for the year ended 31<sup>st</sup> March, 2026

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		<p>b) All directors of the committee shall be non-executive directors.</p> <p>c) At least (two-thirds) of the directors shall be independent directors.</p> <p>d) The chairperson of the nomination and remuneration committee shall be an independent director.</p>	reconstituted the Committee.	was considered favourably.	
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We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	-
2.	<p><u>Adoption and timely updation of the Policies</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	YES YES	-
3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> </ul>	YES YES	-

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Secretarial Compliance report for the year ended 31<sup>st</sup> March, 2026



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	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	YES	
4.	<u>Disqualification of Director</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	-
5.	<u>Details related to Subsidiaries of listed entities</u> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies.</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	YES YES	-
6.	<u>Preservation of Documents</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	<u>Related Party Transactions</u> <ul style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all related party transactions. (or)</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.</li> </ul>	YES NOT APPLICABLE	All Related party Transactions were entered into after obtaining prior approval of Audit Committee.
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-



10.	<u>Prohibition of Insider Trading</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	-
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiaries has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NOT APPLICABLE	-
13.	<u>Additional non-compliances, if any</u>  No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	YES	-

PLACE: CHENNAI  
DATE: 18<sup>TH</sup> MAY, 2026

FOR SRIDHARAN & SRIDHARAN ASSOCIATES  
COMPANY SECRETARIES



*[Signature]*  
CS R. SRIDHARAN  
MANAGING PARTNER  
FCS.NO.4775  
C.P NO.3239  
PR.NO.6333/2024  
UIN: P2022TN093500  
UDIN: F004775H000390127