

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L22122TN1970PLC005795	<b>Pre-fill</b>						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AAACM2423L							
(ii) (a) Name of the company	MPS LIMITED							
(b) Registered office address	RR TOWER IV, SUPER A,16/17 THIRU-VI-KA INDUSTRIAL ESTATE, GUINDY NA CHENNAI Chennai Tamil Nadu 600022							
(c) *e-mail ID of the company	secretarial@mpslimited.com							
(d) *Telephone number with STD code	01204599750							
(e) Website	www.mpslimited.com							
(iii) Date of Incorporation	19/01/1970							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>		Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"  
No.1 CLUB HOUSE ROAD

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

31/07/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ADI BPO SERVICES LIMITED	U22110TN2006PLC118038	Holding	68.34
2	MPS INTERACTIVE SYSTEMS LI	U74999TN2018PLC122594	Subsidiary	100

3	MPS North America LLC		Subsidiary	100
4	MPS Europa AG		Subsidiary	100
5	TOPSIM GmbH		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	17,105,816	17,105,816	17,105,816
Total amount of equity shares (in Rupees)	200,000,000	171,058,160	171,058,160	171,058,160

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	20,000,000	17,105,816	17,105,816	17,105,816
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	171,058,160	171,058,160	171,058,160

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	11,091	17,094,725	17105816	171,058,160	171,058,160	
<b>Increase during the year</b>	0	3,794	3794	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	3,794	3794	0	0	0
Converted into DEMAT, transferred to IEPF						
<b>Decrease during the year</b>	3,794	0	3794	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	3,794	0	3794	0	0	
Converted into DEMAT, transferred to IEPF						
<b>At the end of the year</b>	7,297	17,098,519	17105816	171,058,160	171,058,160	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
NA	0	0	0	0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
NA	0	0	0	0	0	
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE943D01017

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

2,980,127,984.41

**(ii) Net worth of the Company**

3,519,861,186.48

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,690,615	68.34	0	
10.	Others	0	0	0	
	<b>Total</b>	11,690,615	68.34	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	3,919,640	22.91	0	
	(ii) Non-resident Indian (NRI)	264,950	1.55	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	321,162	1.88	0	
10.	Others            AIF, FPI Cat I & 2, IEPF, Trust,	909,449	5.32	0	
	<b>Total</b>	5,415,201	31.66	0	0

**Total number of shareholders (other than promoters)**

13,309

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

13,310

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	15,142	13,309
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	1	0	0
<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>5</b>	<b>1</b>	<b>5</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ajay Mankotia	03123827	Director	0	
Rahul Arora	05353333	Managing Director	0	
Yamini Tandon	06937633	Director	0	
Achal Khanna	00275760	Director	0	
Jayantika Dave	01585850	Director	0	
Piyush Kumar Rastogi	02407908	Director	0	
Sunit Malhotra	AAAPM1463D	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Raman Sapra	CSXPS5298F	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ratish Mohan Sharma	AXAPS6352E	CFO	18/05/2022	Cessation
Sunit Malhotra	AAAPM1463D	CFO	19/05/2022	Appointment
Sunit Malhotra	AAAPM1463D	Company Secretar	16/12/2022	Cessation
Raman Sapra	CSXPS5298F	Company Secretar	17/12/2022	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/06/2022	15,403	56	73.16
Postal Ballot	21/01/2023	14,155	89	72.02

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2022	6	6	100
2	17/05/2022	6	6	100
3	28/07/2022	6	6	100
4	03/11/2022	6	6	100
5	16/12/2022	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	25/01/2023	6	6	100

### C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	03/05/2022	3	3	100
2	Audit Committee	17/05/2022	3	3	100
3	Audit Committee	27/07/2022	3	3	100
4	Audit Committee	03/11/2022	3	3	100
5	Audit Committee	24/01/2023	3	3	100
6	Nomination and Remuneration Committee	13/04/2022	3	3	100
7	Nomination and Remuneration Committee	03/05/2022	3	3	100
8	Nomination and Remuneration Committee	16/12/2022	3	3	100
9	CSR Committee	16/05/2022	3	3	100
10	Risk Management Committee	16/05/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	31/07/2023
								(Y/N/NA)
1	Ajay Mankotia	6	6	100	7	7	100	Yes
2	Rahul Arora	6	6	100	9	9	100	Yes
3	Yamini Tandon	6	6	100	7	7	100	Yes
4	Achal Khanna	6	6	100	3	3	100	Yes
5	Jayantika Dav	6	6	100	5	5	100	Yes

6	Piyush Kumar	6	6	100	5	5	100	Yes
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**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rahul Arora	Managing Director	41,359,612.5	0	0	0	41,359,612.5
	Total		41,359,612.5	0	0	0	41,359,612.5

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunit Malhotra	CFO	7,205,661	0	0	0	7,205,661
2	Raman Sapra	CS	983,103	0	0	0	983,103
3	Ratish Mohan Sharma	CFO	869,796	0	0	0	869,796
	Total		9,058,560	0	0	0	9,058,560

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Achal Khanna	Independent Director	720,000	0	0	0	720,000
2	Ajay Mankotia	Independent Director	1,060,000	0	0	0	1,060,000
3	Jayantika Dave	Independent Director	840,000	0	0	0	840,000
4	Piyush Kumar Rastogi	Independent Director	940,000	0	0	0	940,000
5	Yamini Tandon	Non-Executive Director	840,000	0	0	0	840,000
	Total		4,400,000	0	0	0	4,400,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil 

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil 

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment** Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

 Associate  Fellow

Certificate of practice number

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

RAHUL  
ARORA

DIN of the director

05353333

To be digitally signed by

RAMAN  
SAPRA

Company Secretary

Company secretary in practice

Membership number

9233

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Details of Committee Meetings.pdf  
MPS-MGT-8 2022-23 SD.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



**MPS Limited**

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

DETAILS OF COMMITTEE MEETINGS OF MPS LIMITED AS HELD DURING THE FINANCIAL YEAR 2022-2023					
TOTAL NUMBER OF COMMITTEE MEETINGS HELD=12					
S. NO.	TYPE OF MEETING	DATE OF MEETING	TOTAL NUMBER OF MEMBERS AS ON THE DATE OF MEETING	ATTENDANCE	
				NUMBER OF MEMBERS ATTENDED	% OF ATTENDANCE
1.	Audit Committee	03/05/2022	3	3	100 %
2.	Audit Committee	17/05/2022	3	3	100 %
3.	Audit Committee	27/07/2022	3	3	100 %
4.	Audit Committee	03/11/2022	3	3	100 %
5.	Audit Committee	24/01/2023	3	3	100 %
6.	Nomination and Remuneration Committee	13/04/2022	3	3	100 %
7.	Nomination and Remuneration Committee	03/05/2022	3	3	100 %
8.	Nomination and Remuneration Committee	16/12/2022	3	3	100 %
9.	CSR Committee	16/05/2022	3	3	100 %
10.	Risk Management Committee	16/05/2022	3	3	100 %
11.	Risk Management Committee	03/11/2022	3	3	100 %
12.	Stakeholder Relationship Committee	25/01/2023	3	3	100 %

For MPS Limited


Digitally signed by RAMAN SAPRA  
DN: c=IN, o=PERSONAL, title=+06,  
postalAddress=63830320349818a07d  
6438350,  
2.5.4.25=f4c3d154a18471346c3a1669  
893aa79a0d727f4a4c007f6a872d25,  
serialNumber=20194, email=raman.  
sapr@number=152b9d8a454032d1894  
072d152f46117b236951c428e1451c53  
6388c, ou=RAMAN SAPRA  
**Raman Sapra**  
 Company Secretary

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

**Form No. MGT-8**

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE**

We have examined the registers, records, books and papers of **MPS LIMITED** (hereinafter referred as "the Company") bearing CIN: L22122TN1970PLC005795 having its Registered office at RR Tower IV, Super A,16/17 Thiru-Vi-Ka Industrial Estate, Guindy, Chennai 600032 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended 31<sup>st</sup> March, 2023.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status as Listed Company under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefore;
3. a) filing of forms and returns with the Registrar of Companies within the prescribed time except few forms which are filed with additional fees;  
b) forms and returns filed with the Regional Director, Central Government, Tribunal, or other authorities (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
4. a) calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the Company and resolutions passed by postal ballot on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Book maintained for the purpose and the same have been signed;  
b) Circular Resolutions (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
5. a) closure of Register of members;

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- b) closure of Register of other security holders (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
7. contracts and arrangements with related parties, as specified in the provisions of Section 188 of the Act;
8. issue or allotment / transfer of shares / transmission of shares/ buy back of securities/ redemption of preference shares and debentures/ reduction or alteration of share capital conversion of shares/ securities and issue of security certificates in such instances (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
9. keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
10. declaration/payment of dividend/ transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of audited financial statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. a) constitution/ re-appointment/ retirement/ disclosures of the Directors and the remuneration paid to them;  
b) appointment/ resignation/ disclosures of Key Managerial Personnel and the remuneration paid to them;  
c) filling up of casual vacancies of Directors (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
13. appointment/ re-appointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
14. approval required to be taken from the Court, Central Government, Tribunal, Regional Director, Registrar or such other authorities under the various provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

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15. acceptance/renewal/repayment of deposits (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
16. borrowings from its directors, members, public financial institutions, banks and other others and creation /modification/ satisfaction of charges in that respect, whenever applicable (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
18. alteration of the provisions of Memorandum and Articles of Association of the Company (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

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



**CS R.SRIDHARAN**

**CP No.: 3239**

**FCS No.: 4775**

**PR.NO.657/2020**

**UIN: S2003TN063400**

**UDIN: F004775E000813660**

**PLACE : CHENNAI**  
**DATE : 17.08.2023**