

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | 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 Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes 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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| 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

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 SHARES | | | | |
| 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) | 0 | | | |

(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 | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 7,297 | 17,098,519 | 17105816 | 171,058,160 | 171,058,160 | |
| Increase during the year | 0 | 626 | 626 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 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 | |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | |
| x. Others, specify | 0 | 626 | 626 | 0 | 0 | |
| Converted in to Demat | | | | | | |
| Decrease during the year | 626 | 0 | 626 | 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 | 626 | 0 | 626 | 0 | 0 | |
| Converted in to Demat | | | | | | |
| At the end of the year | 6,671 | 17,099,145 | 17105816 | 171,058,160 | 171,058,160 | |
| Preference shares | | | | | | |

| | | | | | | |
|-------------------------------------|---|---|---|---|---|---|
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 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 | | | | | | |
| | | | | | | |
| Decrease during the year | 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 | | | | | | |
| | | | | | | |
| At the end of the year | 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 style="width: 95%;" type="text"/> |
|---|--|

| | |
|--|--|
| Date of registration of transfer (Date Month Year) | <input style="width: 95%;" type="text"/> |
|--|--|

| | | |
|------------------|--|--|
| Type of transfer | <input style="width: 95%;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|--|--|

| | | | |
|---|--|---|--|
| Number of Shares/ Debentures/ Units Transferred | <input style="width: 95%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width: 95%;" type="text"/> |
|---|--|---|--|

| | |
|----------------------------|--|
| Ledger Folio of Transferor | <input style="width: 95%;" type="text"/> |
|----------------------------|--|

| | | | |
|-------------------|--|--|--|
| Transferor's Name | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|--|
| Ledger Folio of Transferee | <input style="width: 95%;" type="text"/> |
|----------------------------|--|

| | | | |
|-------------------|--|--|--|
| Transferee's Name | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> | <input style="width: 95%;" type="text"/> |
| | Surname | middle name | first name |

| | |
|--|--|
| Date of registration of transfer (Date Month Year) | <input style="width: 95%;" type="text"/> |
|--|--|

| | | |
|------------------|--|--|
| Type of transfer | <input style="width: 95%;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|--|--|

| | | | |
|---|--|---|--|
| Number of Shares/ Debentures/ Units Transferred | <input style="width: 95%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width: 95%;" type="text"/> |
|---|--|---|--|

| | | | |
|----------------------------|---------|-------------|------------|
| Ledger Folio of Transferor | | | |
| Transferor's Name | | | |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | | |
| Transferee's Name | | | |
| | 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 |
| Total | | | 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 |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

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

(i) Turnover

3,275,673,896.58

(ii) Net worth of the Company

3,710,807,563.57

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 | |
| | Total | 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 | 3,835,768 | 22.42 | 0 | |
| | (ii) Non-resident Indian (NRI) | 272,811 | 1.59 | 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 | 5,966 | 0.03 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 434,223 | 2.54 | 0 | |
| 10. | Others AIF, FPI, Clearing Member, T | 866,433 | 5.07 | 0 | |
| | Total | 5,415,201 | 31.65 | 0 | 0 |

Total number of shareholders (other than promoters)

15,626

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

15,627

**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) | 13,309 | 15,626 |
| 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 |
| A. Promoter | 1 | 1 | 1 | 1 | 0 | 0 |
| B. Non-Promoter | 0 | 4 | 0 | 4 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 4 | 0 | 4 | 0 | 0 |
| C. Nominee Directors representing | 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 |
| Total | 1 | 5 | 1 | 5 | 0 | 0 |

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 | |
| Suhas Khullar | 07593659 | 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) |
|--------------------|----------|--|---|--|
| Rahul Arora | 05353333 | Managing Director | 12/08/2023 | Re-appointment |
| Suhas Khullar | 07593659 | Additional director | 01/01/2024 | Appointment |
| Piyush Kumar Rasto | 02407908 | Director | 28/01/2024 | Cessation |
| Suhas Khullar | 07593659 | Director | 02/03/2024 | Change in Designation |

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

3

| 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 | 31/07/2023 | 14,213 | 61 | 73.62 |
| Postal Ballot | 15/05/2023 | 13,791 | 96 | 77.02 |
| Postal Ballot | 02/03/2024 | 16,438 | 109 | 72.48 |

B. BOARD MEETINGS

*Number of meetings held

7

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 11/04/2023 | 6 | 6 | 100 |
| 2 | 16/05/2023 | 6 | 6 | 100 |
| 3 | 07/07/2023 | 6 | 6 | 100 |
| 4 | 01/08/2023 | 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 |
| 5 | 04/10/2023 | 6 | 6 | 100 |
| 6 | 27/10/2023 | 6 | 6 | 100 |
| 7 | 23/01/2024 | 7 | 7 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

11

| 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 | 15/05/2023 | 3 | 3 | 100 |
| 2 | Audit Committee | 01/08/2023 | 3 | 3 | 100 |
| 3 | Audit Committee | 25/10/2023 | 3 | 3 | 100 |
| 4 | Audit Committee | 22/01/2024 | 3 | 3 | 100 |
| 5 | Nomination and Remuneration | 11/04/2023 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration | 04/10/2023 | 3 | 3 | 100 |
| 7 | Corporate Social Responsibility | 15/05/2023 | 3 | 3 | 100 |
| 8 | Stakeholder Relationship | 23/01/2024 | 3 | 3 | 100 |
| 9 | Risk Management | 11/04/2023 | 3 | 3 | 100 |
| 10 | Risk Management | 04/10/2023 | 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 | 08/08/2024 |
| | | | | | | | | (Y/N/NA) |
| 1 | Ajay Mankotia | 7 | 7 | 100 | 7 | 7 | 100 | Yes |
| 2 | Rahul Arora | 7 | 7 | 100 | 9 | 9 | 100 | Yes |
| 3 | Yamini Tandon | 7 | 7 | 100 | 7 | 7 | 100 | Yes |

| | | | | | | | | |
|---|---------------|---|---|-----|---|---|-----|-----|
| 4 | Achal Khanna | 7 | 7 | 100 | 2 | 2 | 100 | Yes |
| 5 | Jayantika Dav | 7 | 7 | 100 | 4 | 4 | 100 | Yes |
| 6 | Suhas Khullar | 1 | 1 | 100 | 1 | 1 | 100 | Yes |

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 Direct | 42,685,752 | 0 | 0 | 0 | 42,685,752 |
| | Total | | 42,685,752 | 0 | 0 | 0 | 42,685,752 |

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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Sunit Malhotra | CFO | 7,828,008 | 0 | 0 | 0 | 7,828,008 |
| 2 | Raman Sapra | CS | 4,065,600 | 0 | 0 | 0 | 4,065,600 |
| | Total | | 11,893,608 | 0 | 0 | 0 | 11,893,608 |

Number of other directors whose remuneration details to be entered

6

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Achal Khanna | Independent Dir | 740,000 | 0 | 0 | 0 | 740,000 |
| 2 | Ajay Mankotia | Independent Dir | 1,120,000 | 0 | 0 | 0 | 1,120,000 |
| 3 | Jayantika Dave | Independent Dir | 860,000 | 0 | 0 | 0 | 860,000 |
| 4 | Piyush Kumar Rast | Independent Dir | 940,000 | 0 | 0 | 0 | 940,000 |
| 5 | Suhas Khullar | Independent Dir | 140,000 | 0 | 0 | 0 | 140,000 |
| 6 | Yamini Tandon | Non- Executive I | 980,000 | 0 | 0 | 0 | 980,000 |
| | Total | | 4,780,000 | 0 | 0 | 0 | 4,780,000 |

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

CS R. Sridharan

Whether associate or fellow

Associate Fellow

Certificate of practice number

3239

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

DIN of the director

To be digitally signed by

- Company Secretary
 Company secretary in practice

Membership number

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

List of attachments

Details of Committee Meetings.pdf
MPS LTD-MGT-8 2023-24 Signed.pdf

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 2023-2024 | | | | | |
|--|---------------------------------------|-----------------|---|----------------------------|-----------------|
| TOTAL NUMBER OF COMMITTEE MEETINGS HELD=11 | | | | | |
| 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 | 15/05/2023 | 3 | 3 | 100 % |
| 2. | Audit Committee | 01/08/2023 | 3 | 3 | 100 % |
| 3. | Audit Committee | 25/10/2023 | 3 | 3 | 100 % |
| 4. | Audit Committee | 22/01/2024 | 3 | 3 | 100 % |
| 5. | Nomination and Remuneration Committee | 11/04/2023 | 3 | 3 | 100 % |
| 6. | Nomination and Remuneration Committee | 04/10/2023 | 3 | 3 | 100 % |
| 7. | CSR Committee | 15/05/2023 | 3 | 3 | 100 % |
| 8. | Risk Management Committee | 11/04/2023 | 3 | 3 | 100 % |
| 9. | Risk Management Committee | 04/10/2023 | 3 | 3 | 100 % |
| 10. | Risk Management Committee | 22/01/2024 | 3 | 3 | 100 % |
| 11. | Stakeholder Relationship Committee | 23/01/2024 | 3 | 3 | 100 % |

For MPS Limited

Sd/-

Raman Sapra
Company Secretary

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

Form 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 31st March, 2024.

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:

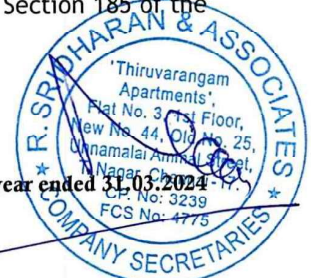
A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

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;
b) forms and returns filed with the Regional Director, Central Government, Tribunal, or other authorities (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
4. calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the annual in respect of which meetings, proposer notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minute book/ registers maintained for the purpose and the same have been signed;
5. a) closure of Register of members;
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);

MPS LIMITED

for the financial year ended 31.03.2024



L22122TN1970PLC005795

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/ appointment/ re-appointment/ retirement/ disclosures of the Directors, Key managerial personnel and the remuneration paid to them;
b) 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);
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;



L22122TN1970PLC005795

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:F004775F001379775

PLACE : CHENNAI
DATE : 30TH SEPTEMEBR, 2024