

**SECRETARIAL COMPLIANCE REPORT OF MPS LIMITED FOR THE YEAR  
ENDED 31<sup>ST</sup> MARCH, 2025**

ISIN: INE943D01017

We, R. 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 RR Tower IV, Super A, 16/17 Thiruvi-ka Industrial Estate, Guindy, Chennai - 600 032.
- 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 2025 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;



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- 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;
- 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)**
- 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	Observation/s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Board of Directors shall constitute the Nomination and Remuneration Committee ("NRC") as follows: a) The committee shall comprise of at least three directors. b) All directors of the committee shall be non-	Regulation 19 (1) /19(2) of SEBI (Listing Obligations and Disclosure Requirements)	Non-composition of the NRC for a limited period.	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Fine	Non-compliance with the constitution of nomination and remuneration committee.	Rs. 1,48,680 /- imposed by each BSE and NSE	The Composition of Nomination and Remuneration Committee was temporarily affected. The Company	This does not constitute a case of non-compliance but rather a brief period of non-composition due to the conclusion of the tenure of Independent Directors. The NRC was reconstituted on 24 January 2025 in compliance with Regulation	-

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Secretarial Compliance report for the year ended 31<sup>st</sup> March 2025



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	executive directors. c) At least (two-thirds) of the directors shall be independent directors. d) The chairperson of the nomination and remuneration committee shall be an independent director.	s) Regulations, 2015						has subsequently re-constituted the committee	19(1)/19(2) of SEBI Listing Regulations and no NRC meetings were held during the interim period from 30 October 2024, to 23 January 2025 ensuring no disruption in governance or decision-making. In this respect waiver application was submitted to the exchanges on 20 March 2025.
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(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 2024	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	Remedial Action Taken if any	Remarks
NIL													

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:



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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> <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  YES  YES	-



4.	<p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	YES	-
5.	<p><u>Details related to Subsidiaries of listed entities</u></p> <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.	<p><u>Preservation of Documents</u></p> <p>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.</p>	YES	-
7.	<p><u>Performance Evaluation</u></p> <p>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.</p>	YES	-
8.	<p><u>Related Party Transactions</u></p> <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.



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9.	<p><u>Disclosure of events or information</u></p> <p>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.</p>	YES	-
10.	<p><u>Prohibition of Insider Trading</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any</u></p> <p>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.</p>	NO	Refer table above
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>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.</p>	NOT APPLICABLE	-



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13.	<u>Additional non-compliances, if any</u>  No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	YES	-
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PLACE: CHENNAI  
DATE: 5<sup>TH</sup> MAY, 2025

FOR R.SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES



*[Signature]*  
CS R. SRIDHARAN

FCS.NO.4775

C.P NO.3239

PR.NO.6232/2024

UIN: S2003TN063400

UDIN: F004775G000228592