MPS LIMITED
CIN: L22122TN1970PLC005795
Registered Office: Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T Road, Perungalathur, Chennai, Tambaram, Kanchipuram, Tamil Nadu-600063
Corporate Office: Windsor IT Park, A-1, Tower A, 4th Floor, Sector–125, Noida, Uttar Pradesh-201303
Tel.: +91-120-4599750 | **E-mail:** investors@mpslimited.com **Website:** www.mpslimited.com

Notice of Postal Ballot ("Notice" or "Postal Ballot Notice")

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Shareholders,
MPS Limited

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**") and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 08 April, 2020, Circular No. 17/2020 dated 13 April 2020, Circular No. 09/2024 dated 19 September 2024 including the latest General Circular No. 03/2025 dated 22 September 2025 and other relevant circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and other applicable laws, rules, circulars, regulations and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), that the resolution as set out in the Notice is proposed for consideration by the Members of MPS Limited (hereinafter referred to as "**Company**") for passing by means of Postal Ballot by way of voting through electronic means ("**remote e-voting"**) only.

The explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof along with instructions related to the e-voting process, is also appended hereinafter. The remote e-Voting period will commence from 09:00 a.m. (IST) on Thursday, 12 November 2026 and will end at 05:00 p.m. (IST) on Friday, 11 December 2026. The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the remote e-Voting.

The said results along with the Scrutinizer's Report will be uploaded on the Company's website https://www.mpslimited.com/notices-and-voting-results/ and on the website of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com. The results shall also be immediately forwarded to the Stock Exchanges where the equity shares of the Company are listed.

SPECIAL BUSINESS:

1. TO APPROVE THE RE-APPOINTMENT OF MS. DIVYA VERMA (DIN: 03149607) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force) and taking into consideration of the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Ms. Divya Verma (DIN: 03149607), who was appointed as a Non-Executive Independent Director of the Company for a first term of 2 (two) years with effect from 24 January 2025 and whose tenure is expiring on 23 January 2027 and who is eligible for re-appointment and has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 24 January 2027 to 23 January 2032 (both days inclusive), on such terms and conditions as set out in the Explanatory Statement annexed to this Notice and the draft letter of re-appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors, Director(s), the Company Secretary or any other officer(s) of the Company, to give effect to the aforesaid resolution."

Registered Office:
Block-B6, 3rd Floor,
Gateway Office Parks,
No. 16, G.S.T Road, Perungalathur, Chennai,
Tambaram, Kanchipuram, Tamil Nadu-600063
CIN: L22122TN1970PLC005795
Date: 10 November 2026
Place: NOIDA, (U.P.)

By Order of the Board
For MPS Limited

Piyush Jain
Company Secretary & Compliance Officer
ICSI M. No.: A44656

Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act, read together with Rule 22 of the Rules, Regulation 36 of the SEBI Listing Regulations, and SS-2, which sets out material facts, is annexed herein and forms part of this Postal Ballot Notice. The Board of Directors of the Company ("**Board**"), at its meeting held on 03 November 2026, approved the business set out in this Notice for seeking the approval of the Members through Postal Ballot.

2. In compliance with the MCA Circulars, the Notice is being sent in electronic form through email only to those Members whose names appear in the Register of Members/List of Beneficial Owners as of the cut-off date, i.e. Friday, 06 November 2026 ("**Cut-Off Date**"), and whose e-mail addresses are registered with Cameo Corporate Services Limited, the Company's Registrar and Share Transfer Agent ("**RTA**"), or with National Securities Depository Limited ("NSDL") and CDSL ("**Depositories**"). For those members who have not registered their email with the Company/ Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice. A person who is not a member as of the Cut-Off Date should treat this Postal Ballot Notice for information purpose only. The hard copy of the Notice, along with the Postal Ballot forms and pre-paid business envelope, will not be sent to the Members for the Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members will take place through the remote e-voting system only.

3. For the purpose of providing remote e-voting facility, the Company has engaged the services of CDSL for facilitating remote e-voting and enabling the Members to cast their votes electronically.

4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.mpslimited.com, the websites of the Stock Exchanges, i.e. BSE at www.bseindia.com and NSE at www.nseindia.com, respectively and on the website of CDSL at www.evotingindia.com.

5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection at the Registered Office and Corporate Office of the Company between 02.00 PM (IST) to 05.00 PM (IST) on all working days (except Saturdays, Sundays and Public Holidays). All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Postal Ballot Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to investors@mpslimited.com.

6. Dispatch of the Postal Ballot Notice and the remote e-voting information shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Tamil Nadu (in vernacular language i.e. Tamil) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted on the Company's website at www.mpslimited.com. The said public notice shall also mention the process for registration of email by those Members who have not yet registered their email with the Company.

7. The remote e-voting through electronic means will commence from 09.00 AM (IST) on Thursday, 12 November 2026, and Members are requested to cast their votes through the remote e-voting process not later than 05:00 PM (IST) on Friday, 11 December 2026. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it or cast the vote again.

8. The Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e. Friday, 11 December 2026.

9. The Board, vide its resolution dated 03 November 2026, has, in compliance with the Rules, appointed Mr. R Sridharan (CP No.3239-FCS No.4775) of M/s. R. Sridharan & Associates, Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.

10. The Scrutinizer will submit the report to the Chairman or any other person authorised by him after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or any other person authorised by him within 2 (two) working days of conclusion of the remote e-voting.

11. The results of the Postal Ballot, along with the Scrutinizer's Report, will be intimated to National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"), wherein the equity Shares of the Company are listed and will be uploaded on the Company's website at (www.mpslimited.com), as well as the website of CDSL.

12. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll-free no. 1800 21 09911.

THE FACILITY TO EXERCISE VOTE THROUGH ELECTRONIC MEANS WILL BE AVAILABLE DURING THE FOLLOWING PERIOD:

- Commencement of remote e-voting: From 09:00 AM (IST) on Thursday, 12 November 2026

- End of remote e-voting: At 05:00 PM (IST) on Friday, 11 December 2026

The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING:

Step 1: Access through the Depositories (CDSL/NSDL) e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The remote e-voting period commences on Thursday, 12 November 2026 at 09:00 AM (IST) and ends on Friday, 11 December 2026 at 05:00 P.M. (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, 06 November 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, 06 November 2026.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to its shareholders in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all Demat account holders, by way of a single login credential, through their Demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

Part A – Individual Demat Shareholders

Step 1: Access through the Depositories (CDSL/ NSDL) e-Voting system in case of individual shareholders holding shares in Demat mode.

(i) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile numbers and email addresses in their Demat accounts in order to access the e-Voting facility.

Pursuant to the above-mentioned SEBI Circular, the login method for e-voting for Individual Shareholders holding securities in demat mode (CDSL/NSDL) is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for the CDSL Easi/Easiest facility can log in through their existing user ID and password. An option will be made available to reach the e-voting page without any further authentication. The users to log in to Easi/Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & My Easi New (Token) Tab. 2) After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress, as per the information provided by the Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meetings & voting during the meeting. Additionally, there are also links provided to access the systems of all e-voting Service Providers, so that the user can visit the e-voting service providers' websites directly. 3) If the user is not registered for Easi/Easiest, an option to register is available at the CDSL website www.cdslindia.com; click on the Login & My Easi New (Token) Tab and then click on the registration option. 4) Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN from an e-voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile

Type of Shareholders	Login Method
	number and email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress, and also be able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login," which is available under the 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see the e-voting services. Click on "Access to e-voting" under e-voting services, and you will be able to see the e-voting page. Click on the Company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon "Login", which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-voting page. Click on the Company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
	4) For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code, and generate an OTP. Enter the OTP received on your registered email id/mobile number and click on Login. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-voting page. Click on the company name, i.e., MPS Limited or the e-voting service provider name, i.e., CDSL, and you will be redirected to the e-voting website of CDSL for casting your vote during the remote e-voting period or joining the virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) log in through their Depository Participants (DP)	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After a successful login, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve their User ID/Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through the Depository, i.e., CDSL and NSDL.

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Part B – Physical/ Non-individual Shareholders

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode

(i) Login method for Remote e-voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on the "Shareholders" module.

3) Now, enter your User ID

   a. For CDSL: 16-digit beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.

4) Next, enter the Image Verification as displayed and click on Login.

5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10-digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or the Company records to log in. If both details are not recorded with the Depository or Company, please enter the member ID/folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on the "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(v) Click on the EVSN of the Company **MPS Limited – 261105004** on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and, against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution, and the option NO implies that you dissent from the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else, to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.

(xi) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) Non-individual shareholders and custodians may also upload the applicable Board Resolution/Power of Attorney (BR/POA), if any, in the e-voting system for verification by the Scrutinizer.

(xiii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only:

- Non-individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.

- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/Authority letter, etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz: rsaevoting@gmail.com marking a copy to investors@mpslimited.com (designated e-mail address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Shareholders, please submit the duly completed and signed prescribed ISR Forms, along with the requisite supporting documents, to Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company in physical mode.

2. For Demat shareholders, please update your email ID & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders, please update your email ID & mobile no. with your respective Depository Participant (DP), which is mandatory while e-voting through the Depository.

   If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact the toll-free no. 1800 21 09911.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll-free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

TO APPROVE THE RE-APPOINTMENT OF MS. DIVYA VERMA (DIN: 03149607) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Divya Verma (DIN: 03149607) was appointed as a Non-Executive Independent Director of the Company for a first term of 2 (two) years commencing from 24 January 2025 and concluding on 23 January 2027 pursuant to a resolution passed by the Members of the Company on 31 March 2025. Accordingly, her present term is expiring upon completion of the said tenure on 23 January 2027. Currently, she is also serving as Chairperson of the Nomination and Remuneration Committee ("**NRC**"), and as a Member of the Corporate Social Responsibility Committee of the Company. She is now eligible for re-appointment for a second term.

Based on her performance evaluation and the recommendation of the NRC, Ms. Divya Verma has demonstrated the skills and expertise required for the role of an Independent Director during her first term. She brings extensive experience in leadership consulting, organizational transformation, culture and employee engagement, and team optimization, having worked across diverse industries in the Asia Pacific region. Her data-driven and action-oriented approach, coupled with her strong analytical and interpersonal skills, is expected to provide valuable insights and contribute meaningfully to the deliberations of the Board and the growth of the Company.

In accordance with Section 149(10) read with Schedule IV of the Companies Act, 2013 (the "**Act**") and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the re-appointment of an Independent Director requires the approval of the Members of the Company by way of a Special Resolution.

The skills, expertise and competencies of Ms. Divya Verma, mapped against the core skills, expertise and competencies identified by the Board in terms of Item 2(h) of Part C of Schedule V to the SEBI Listing Regulations, are set out below:

Name of Director	Skills/ Expertise/ Competencies					
	Global Business	Strategy and Planning	Governance	Technology & Digital Transformation	Finance & Accounting	Human Resource & Leadership Development
Ms. Divya Verma	√	√	√	√	-	√

Accordingly, on the basis of the outcome of her performance evaluation and the recommendation of the NRC vide its resolution dated 21 October 2026, the Board, at its meeting held on 03 November 2026, considered, approved and recommended the re-appointment of Ms. Divya Verma (DIN: 03149607) to the Members as a Non-Executive Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years, commencing from 24 January 2027 to 23 January 2032 (both days inclusive).

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director. The Company has also received from Ms. Divya Verma (i) her consent to act as Director in Form DIR-2; (ii) intimation in Form DIR-8 in terms of Section 164(2) of the Act; and (iii) a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective, independent judgment and without any external influence. Further, she is neither disqualified under Section 164(2) of the Act nor debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority, and she is registered with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the NRC and the Board, Ms. Divya Verma continues to fulfil the conditions of independence specified in the Act, the Rules made thereunder, and the SEBI Listing Regulations, and remains independent of the Management.

A brief profile of Ms. Divya Verma, along with additional details as required under Regulation 36 of the SEBI Listing Regulations and SS-2, is provided in the Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Ms. Divya Verma will continue to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participation in such meetings, and commission, if any, as may be recommended by the NRC and approved by the Board from time to time, within the limits prescribed under Section 197 of the Act read with the Rules framed thereunder. The draft letter of re-appointment setting out the terms and conditions of her re-appointment is available for inspection by the Members as indicated in the Notes to this Notice.

Except Ms. Divya Verma, being the appointee Director and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item no. 1 of the Notice.

The Board, based on the recommendation of the NRC, considers the re-appointment of Ms. Divya Verma for a second term to be in the best interest of the Company and accordingly recommends the resolution set out at Item No. 1 of this Notice for approval of the Members as a Special Resolution.

Registered Office:
Block-B6, 3rd Floor,
Gateway Office Parks,
No. 16, G.S.T. Road, Perungalathur, Chennai,
Tambaram, Kanchipuram, Tamil Nadu-600063
CIN: L22122TN1970PLC005795

By Order of the Board
For MPS Limited

Piyush Jain
Company Secretary & Compliance Officer
ICSI M. No.: A44656

Date: 10 November 2026
Place: NOIDA, (U.P.)

Annexure to the Notice dated 10 November 2026

Details of the Director seeking Re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished below:

Name of Director	Ms. Divya Verma
DIN	03149607
Date of Birth	18 October 1975
Age (in years)	51
Date of Appointment (Initial)	24 January 2025
Educational Qualifications	Diploma in Business Management (HR & Marketing) and a B.Sc. in Statistics and Econometrics
Brief Profile, Skills and Capabilities required for the role and manner in which the proposed person meets such requirements	Ms. Divya Verma is a seasoned leadership consultant and coach with extensive experience across the Asia Pacific region. Previously serving as the Director of Consulting at Kincentric, she headed the Culture and Employee Engagement practice in India, where she collaborated with prominent clients such as Sony Pictures, Zee, the TATA Group, AVIVA, KFC, Pizza Hut, and Axis Bank. With a career spanning diverse industries, including finance, IT, hospitality, and media, Ms. Verma has held senior leadership roles at InspireOne Consultants and Gallup. Her expertise lies in driving impactful organizational transformations through a data-driven and action-oriented approach, focusing on team optimization and cultural excellence. Certified in Hogan Assessments, Gallup StrengthsFinder, and Emotional Intelligence, Ms. Verma brings a unique blend of analytical and interpersonal skills to her work. She holds a Diploma in Business Management (HR & Marketing) and a B.Sc. in Statistics and Econometrics. Skills and capabilities required for the role and manner in which Ms. Divya Verma meets such requirements: The Board, on the recommendation of the NRC, has identified global business, strategy and planning, governance, finance and accounting, technology and digital transformation, and human resource and leadership development as the core skills, expertise and competencies required in the context of the Company's business. As mapped in the

	Explanatory Statement, Ms. Divya Verma possesses the skills of global business, strategy and planning, governance, technology and digital transformation, and human resource and leadership development, through her extensive experience in leadership consulting, organisational transformation, and culture and employee engagement across diverse industries, and has demonstrated them through her contributions during her first term, including as Chairperson of the NRC.
Nature of Expertise in a specific functional area	Leadership Development, Organizational Culture, Learning & Development Systems, Team Optimization, Transition Management, Strategic Analysis, and Interpersonal Effectiveness.
Terms and Conditions of re-appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice, read with the statement pursuant to Section 102 of the Act.
Number of Board meetings entitled to attend and attended during the year	Ms. Divya Verma attended all 5 (five) Board Meetings held during FY 2025-26 and all 5 (five) Board meetings held during FY 2026-27 up to the date of this Notice.
Directorships held in Companies#	MPS Limited and MPS Interactive Systems Limited- Non-Executive Independent Director
Membership/ Chairpersonship of Committees in Companies*	MPS Limited • Nomination & Remuneration Committee - Chairperson • Corporate Social Responsibility Committee - Member MPS Interactive Systems Limited • Audit Committee - Member • Nomination & Remuneration Committee – Chairperson
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years.	Not Applicable
Shareholding in the Company, including shareholding as a beneficial owner	Nil
Remuneration last drawn	During FY 2025-26, Ms. Divya Verma was paid sitting fees of INR 7,00,000 (Rupees Seven Lakhs Only), as also disclosed in the Corporate Governance Report, forming part of the Annual Report of the Company for FY 2025-26.

Remuneration proposed to be given	Ms. Divya Verma shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in such meetings, and commission, if any, as may be recommended by the NRC and approved by the Board, within the limits prescribed under Section 197 of the Act read with the Rules framed thereunder.
Disclosure of relationships between directors inter-se	Not related to any Director/ Key Managerial Personnel of the Company.

 # Directorship indicates directorship in Indian Public Companies, including MPS Limited.

** Chairpersonship/ Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies, including MPS Limited.*