

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L22122TN1970PLC005795

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	MPS LIMITED	MPS LIMITED
Registered office address	Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T Road, Chennai, Old Perungalathur, Tambaram, Kanchipuram, Tamil Nadu, India, 600063	RR Tower IV, Super A, 16/17 Thiru-VI-KA Industrial Estate, NA, Guindy, Chennai, Tamil Nadu, India, 600032
Latitude details	12.898749	13.008427
Longitude details	80.091763	80.207172

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photograph_Registered Office.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****3L

(c) *e-mail ID of the company

*****tarial@mpslimited.com

(d) *Telephone number with STD code

+91*****50

(e) Website	www.mpslimited.com											
iv *Date of Incorporation (DD/MM/YYYY)	19/01/1970											
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company											
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares											
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Non-government company											
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No											
(b) Details of stock exchanges where shares are listed												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
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1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)										
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)										
viii Number of Registrar and Transfer Agent	1											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67120TN1998PLC041613</td> <td style="text-align: center;">CAMEO CORPORATE SERVICES LIMITED</td> <td>SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, NA, CHENNAI, Tamil Nadu, India, 600002</td> <td style="text-align: center;">INR000003753</td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, NA, CHENNAI, Tamil Nadu, India, 600002	INR000003753	
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U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, NA, CHENNAI, Tamil Nadu, India, 600002	INR000003753									
ix * (a) Whether Annual General Meeting (AGM) held	☒ Yes ☐ No											
(b) If yes, date of AGM (DD/MM/YYYY)	04/09/2026											
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026											
(d) Whether any extension for AGM granted	☐ Yes ☒ No											
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension												

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	63	Information service activities	100

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

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

13

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U22110TN2006PLC118038		ADI BPO SERVICES LIMITED	Holding	68.34
2	U74999TN2018PLC122594		MPS INTERACTIVE SYSTEMS LIMITED	Subsidiary	95.16
3		L13000078013	MPS North America LLC	Subsidiary	100
4		429388	MPS Europa AG	Subsidiary	100
5		HRB 382769	TOPSIM GmbH	Subsidiary	100
6		ACN611619 017	Liberate Learning Pty Limited	Subsidiary	100
7		ACN147295949	Liberate elearning Pty Ltd	Subsidiary	100
8		ACN631013897	App-elearn Pty Ltd	Subsidiary	100

9		3129451	American Journal Experts LLC (Delaware)	Subsidiary	100
10		0730427	American Journal Experts LLC (North Carolina)	Subsidiary	100
11		0562518	American Journal Online (Beijing) Information Consulting Co.,Ltd	Subsidiary	100
12		03841410	Semantico Limited	Subsidiary	100
13		3127204	Unbound Medicine, Inc.	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	20000000	17105816	17105816	17105816
Total amount of equity shares (in rupees)	200000000.00	171058160.00	171058160.00	171058160.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	20000000	17105816	17105816	17105816
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200000000.00	171058160.00	171058160.00	171058160.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	6660	17099156	17105816.00	171058160	171058160	
Increase during the year	0.00	1814.00	1814.00	18140.00	18140.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Dematerialization of shares and Transfer to IEPF	0	1814	1814.00	18140	18140	
Decrease during the year	1814.00	0.00	1814.00	18140.00	18140.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialization of shares and Transfer to IEPF	1814	0	1814.00	18140	18140	
At the end of the year	4846.00	17100970.00	17105816.00	171058160.00	171058160.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify Not Applicable	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify	0	0	0.00	0	0	
Not Applicable						
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

1

Attachments:

1. Details of shares/Debentures Transfers

Share Transfer Details 2025-26.xlsm

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			
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Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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				
Partly convertible debentures				
Fully convertible debentures				
Total				

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	0.00		0.00		0.00

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

i *Turnover

4382556683.78

ii * Net worth of the Company

4000189840.16

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	11690615	68.34	0	0.00
10	Others 	0	0.00	0	0.00
	Total	11690615.00	68.34	0.00	0.00

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4023229	23.52	0	0.00
	(ii) Non-resident Indian (NRI)	285174	1.67	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	251822	1.47	0	0.00
7	Mutual funds	17039	0.10	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	368456	2.15	0	0.00
10	Others				
	AIF, Trust & Others	469481	2.74	0	0.00
	Total	5415201.00	31.65	0.00	0.00

Total number of shareholders (other than promoters)

25676

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

25677.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	5168
2	Individual - Male	11210
3	Individual - Transgender	0
4	Other than individuals	9299
	Total	25677.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AIRAVAT CAPITAL INDIA FUND	CABIN NO 03-16 THIRD FLOOR FLEXONEBUILDING FOOTPRINT 15C2 BLOCK 15ROAD-1C ZONE-1 GIFT SEZ GIFT CITYGIFT SEZ AERA GANDHINAGAR	01/04/2025	India	52761	0.3084
ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	India	41094	0.2402
ACADIAN EMERGING MARKETS MICRO-CAP EQUITY MASTER FUND	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	India	36229	0.2118
TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS - ACADIAN ASSET MANAGEMENT LLC - EM SMALL CAP	2815 WEST WASHINGTON STREETSPRINGFIELD, IL62702 UNITED STATES	01/04/2025	India	22486	0.1315
WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	India	14704	0.0860

BUMA- UNIVERSAL- FONDS I	JP MORGAN CHASE BANK N.A.,INDIA SUB CUSTODY3RD FLR,JP MORGAN TOWER,OFF CST ROADKALINA, SANTACRUZ - EAST, MUMBAI	01/04/2025	India	10799	0.0631
SEI TRUST COMPANY, AS TRUSTEE ON BEHALF OF ACADIAN ALL COUNTRY WORLD EX US SMALL-CAP EQUITY CIT	HSBC SECURITIES SERVICES 11TH FLOORBLDG 3 NESCO IT PARK NESCO COMPLEXW E HIGHWAY GOREGAON EAST MUMBAI	01/04/2025	India	10793	0.0631
INDIA MAX INVESTMENT FUND LIMITED	ICICI BANK LTDSMS DEPT 1ST FLOOR EMPIRE COMPLEX414 S B MARG LOWER PARELMUMBAI MAHARASHTRA	01/04/2025	India	10000	0.0585
EMERGING MARKETS CORE EQUITY 2 PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C- 54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	9618	0.0562
SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOORBLDG 3 NESCO IT PARK NESCO COMPLEXW E HIGHWAY GOREGAON EAST MUMBAI	01/04/2025	India	5120	0.0299
DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C- 54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	4724	0.0276
THE NORTH CAROLINA SUPPLEMENTAL RETIREMENT PLANS GROUP TRUST	HSBC SECURITIES SERVICES11TH FLOOR, BLDG 3, NESCO - IT PARKNESCO COMPLEX, W.E. HIGHWAYGOREGAON (EAST), MUMBAI	01/04/2025	India	3941	0.0230
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C- 54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	3102	0.0181

SEI TRUST COMPANY, AS TRUSTEE ON BEHALF OF ACADIAN GLOBAL SMALL CAP EQUITY CIT FUND	HSBC SECURITIES SERVICES11TH FLR, BLDG NO.3, NESCO - IT PARKNESCO COMPLEX, W E HIGHWAYGOREGAON EAST, MUMBAI	01/04/2025	India	3023	0.0177
RED BAY LTD	DEUTSCHE BANK AGDB HOUSE, HAZARIMAL SOMANI MARGPOST BOX NO. 1142, FORT MUMBAI	01/04/2025	India	2278	0.0133
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSEHAZARIMAL SOMANI MARG,P.O.BOX NO. 1142, FORT MUMBAI	01/04/2025	India	2260	0.0132
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	2049	0.0120
POLICE AND FIREMEN'S RETIREMENT SYSTEM OF NEW JERSEY MANAGED BY ACADIAN ASSET MANAGEMENT LLC	HSBC SECURITIES SERVICES11TH FLOOR, BLDG 3, NESCO - IT PARKNESCO COMPLEX, W.E. HIGHWAYGOREGAON (EAST), MUMBAI	01/04/2025	India	1812	0.0106
EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	1347	0.0079
UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NATIONS JOINT STAFF PENSION FUND	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	1318	0.0077
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	India	1150	0.0067

EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C- 54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	1024	0.0060
ACADIAN EMERGING MARKETS ALPHA PLUS FUND TRUST	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	India	916	0.0054
ALL COUNTRY EX US EQUITY MARKET SUBTRUST OF DFA GROUP TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C- 54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	India	885	0.0052
DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	India	693	0.0041

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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)	26744	25676
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	0	0	0

B Non-Promoter	0	5	0	5	0.00	0.00
i Non-Independent	0	1	0	1	0	0
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	6	1	5	0.00	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
RAHUL ARORA	05353333	Managing Director	0	
JAYANTIKA DAVE	01585850	Director	0	
SUHAS KHULLAR	07593659	Director	0	
RUVINA SINGH	10352020	Director	0	30/07/2026
DIVYA VERMA	03149607	Director	0	
KARTHIK BHAT KHANDIGE	06730563	Director	0	
PRARTHANA AGARWAL	AGRPA6169P	CFO	0	
RAMAN SAPRA	CSXPS5298F	Company Secretary	0	29/08/2026

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
YAMINI TANDON	06937633	Director	03/02/2026	Cessation

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/08/2025	30112	66	73.24
Postal Ballot	06/02/2026	30479	103	75.96

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2025	7	7	100.00
2	18/07/2025	7	7	100.00
3	09/09/2025	7	7	100.00
4	12/11/2025	7	7	100.00
5	02/02/2026	7	7	100.00

C COMMITTEE MEETINGS

Number of meetings held

11

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2025	3	3	100.00
2	Audit Committee	18/07/2025	3	3	100.00
3	Audit Committee	11/11/2025	3	3	100.00
4	Audit Committee	02/02/2026	3	3	100.00
5	Nomination and Remuneration Committee	05/05/2025	3	3	100.00
6	Nomination and Remuneration Committee	09/09/2025	3	3	100.00
7	Nomination and Remuneration Committee	22/12/2025	3	3	100.00
8	Corporate Social Responsibility Committee	29/01/2026	3	3	100.00
9	Stakeholders Relationship Committee	29/01/2026	3	3	100.00
10	Risk Management Committee	17/07/2025	3	3	100.00
11	Risk Management Committee	29/01/2026	3	3	100.00

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	
								04/09/2026 (Y/N/NA)
1	RAHUL ARORA	5	5	100.00	8	8	100.00	Yes
2	JAYANTIKA DAVE	5	5	100.00	2	2	100.00	Yes

3	SUHAS KHULLAR	5	5	100.00	6	6	100.00	Yes
4	RUVINA SINGH	5	5	100.00	5	5	100.00	Not applicable
5	DIVYA VERMA	5	5	100.00	3	3	100.00	Yes
6	KARTHIK BHAT KHANDIGE	5	5	100.00	4	4	100.00	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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	68596848.55	0	0	561835	69158683.55
	Total		68596848.55	0.00	0.00	561835.00	69158683.55

B *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	Prarthana Agarwal	CFO	11664600	0	0	297195	11961795.00
2	Raman Sapra	Company Secretary	4866960	0	0	243389	5110349.00
	Total		16531560.00	0.00	0.00	540584.00	17072144.00

C *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	Jayantika Dave	Director	0	0	0	520000	520000.00
2	Suhas Khullar	Director	0	0	0	960000	960000.00
3	Ruvina Singh	Director	0	0	0	820000	820000.00
4	Divya Verma	Director	0	0	0	700000	700000.00

5	Karthik Bhat Khandige	Director	0	0	0	840000	840000.00
6	Yamini Tandon	Director	0	0	0	840000	840000.00
	Total		0.00	0.00	0.00	4680000.00	4680000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

25677

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Clarification Letter_FY 2025-
26.pdf
MPS Ltd Final MGT 8_sd.pdf
List of FII's 25-26.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of MPS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

- 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 statement 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 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 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 ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

R
Sridharan

Name

R. SRIDHARAN

Date (DD/MM/YYYY)

07/10/2026

Place

Chennai

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

3*3*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

44656

*(b) Name of the Designated Person

PIYUSH JAIN

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

08

dated*

(DD/MM/YYYY)

25/08/2026

to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

Rahul
Arora

Digitally signed by
Rahul Arora
Date: 2026.10.08
10:50:33 +05'30'

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*3*3*3*

***To be digitally signed by**

PIYUSH
H JAIN

Digitally signed by
PIYUSH JAIN
Date: 2026.10.08
10:54:41 +05'30'

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

4*6*6

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AC6270259

eForm filing date (DD/MM/YYYY)

07/10/2026

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



Document No. 2242 of 2020 of Book
Contains 37 Sheets

Registering Officer

B6 B6

GPS-Map-Camera

Chennai, Tamil Nadu, India

No. 16, Gst Rd, Balaji Nagar, New Perungalathur,
Chennai, Tamil Nadu 600063, India

Lat 12.89835° Long 80.091813°

Wednesday, 25/02/2026 06:21 PM GMT +05:30

Google

MPS

எம்.பி.எஸ். லிமிடெட்

MPS Limited

CIN : L22122TN1970PLC005795

GSTIN : 33AACM2423L1ZR

எம்.பி.எஸ். இன்டராக்டிவ் சிஸ்டம்ஸ் லிமிடெட்

MPS Interactive Systems Limited

CIN : U74999TN2018PLC122594

GSTIN : 33AALCM8283B1ZF

பிளாக் - B6, 3வது மாறு, கேட்வே ஆபீஸ் பार्க்ஸ், என்எம்6, ஈடிஎம்டி சாலை, பெருங்காத்தூர், சென்னை - 600 063.

Block - B6, 3rd Floor, Gateway Office Parks

No. 16, G.S.T Road, Perungalathur, Chennai, Tambaram, Kanchipuram, Tamil Nadu- 600 063.

www.mpslimited.com

03:15 PM

02 Apr 2026

Thursday



Chennai, Tamil Nadu, India 🇮🇳

Gateway Office Parks, Vandalur, Chennai, Tamil Nadu 600063, India

Lat 12.898749, Long 80.091763

MPS

EXCELLENCE
EMPATHY
EFFICIENCY

MPS





MPS Limited

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

LIST OF FOREIGN INSTITUTIONAL INVESTORS AS ON 31 MARCH 2026

S.no.	Name of the FI	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
26	EMERGING MARKETS CORE EQUITY LOWER CARBON ESG SCREENED FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	649	0.0038
27	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	622	0.0036
28	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS SUSTAINABILITY TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	510	0.0030
29	MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	499	0.0029
30	CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND LP	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	499	0.0029
31	WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	458	0.0027
32	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSEHAZARIMAL SOMANI MARG,P.O.BOX NO. 1142, FORT MUMBAI	01/04/2025	INDIA	429	0.0025

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Corporate Identification Number: L22122TN1970PLC005795



MPS Limited

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Tel: +91 120 4599 750

33	WISDOMTREE ISSUER ICAV - WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND UCITS ETF	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	INDIA	419	0.0024
34	AMERICAN CENTURY ETF TRUST- AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES11TH FLOOR, BLDG 3, NESCO - IT PARKNESCO COMPLEX, W.E. HIGHWAYGOREGAON (EAST), MUMBAI	01/04/2025	INDIA	402	0.0024
35	CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP MORGAN CHASE BANK N.A,INDIA SUB CUSTODY3RD FLR,JP MORGAN TOWER,OFF CST ROADKALINA, SANTACRUZ - EAST, MUMBAI	01/04/2025	INDIA	368	0.0022
36	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EX-CHINA EQUITY ETF	DEUTSCHE BANK AG, DB HOUSEHAZARIMAL SOMANI MARG,P.O.BOX NO. 1142, FORT MUMBAI	01/04/2025	INDIA	354	0.0021
37	SAINT CAPITAL FUND	C\O TRI-PRO ADMINISTRATORS LTDLEVEL 5, MAEVA TOWER, BANK STREETCYBERCITY, EBENEMAURITIUS	01/04/2025	MAURITIUS	350	0.0020
38	SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES PLJEEVAN SEVA EXTENSION BUILDINGGROUND FLOOR S V ROADSANTACRUZ WEST MUMBAI	01/04/2025	INDIA	315	0.0018
39	CI WISDOMTREE EMERGING MARKETS DIVIDEND INDEX ETF	HSBC SECURITIES SERVICES11TH FLOOR, BLDG 3, NESCO - IT PARKNESCO COMPLEX, W.E. HIGHWAYGOREGAON (EAST), MUMBAI	01/04/2025	INDIA	310	0.0018
40	ACADIAN ACWI EX US SMALL-CAP FUND LLC	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	INDIA	309	0.0018
41	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	256	0.0015
42	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	245	0.0014

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Corporate Identification Number: L22122TN1970PLC005795



MPS Limited

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

43	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP MORGAN CHASE BANK N.A,INDIA SUB CUSTODY3RD FLR,JP MORGAN TOWER,OFF CST ROADKALINA, SANTACRUZ - EAST, MUMBAI	01/04/2025	INDIA	239	0.0014
44	QUADRATURE TRADING VCC - SUB-FUND NO. 1	JPMORGAN CHASE BANK, N.A.INDIA SUB CUSTODY3RD FLR,JP MORGAN TOWER,OFF CST ROADKALINA, SANTACRUZ EAST, MUMBAI	01/04/2025	INDIA	213	0.0012
45	AMERICAN CENTURY ICAV - AVANTIS EMERGING MARKETS EQUITY UCITS ETF	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	119	0.0007
46	ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS SMALL CAP EQUITY	STANDARD CHARTERED BANKSECURITIES SERVICES, 3RD FLOOR23-25 MAHATMA GANDHI ROADFORT, MUMBAI	01/04/2025	INDIA	115	0.0007
47	DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICESFIFC- 9TH FLOOR, G BLOCKPLOT C-54 AND C-55, BKCBANDRA - EAST, MUMBAI	01/04/2025	INDIA	16	0.0001

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Corporate Identification Number: L22122TN1970PLC005795

Date of registration of transfer (Date Month Year)	Type of transfer	Class of shares transferred	Number of Shares/Debentures/Units Transferred	Amount per Share/Debenture/Unit (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name (Surname, middle name, first name)
22/09/2025	Equity share		1	10	90101014	SAKTHIVEL A	90101049	IEPF AUTHORITY - 2017 (17-18)

CLARIFICATION LETTER

Date: 07 October 2026

To
The Registrar of Companies,
Shastri Bhavan,
26, Haddows Road,
Chennai - 600006, Tamil Nadu, India

Subject: Clarification(s) w.r.t. Filing of Form MGT-7 of MPS Limited ('the Company') for FY 2025-26

Dear Sir/ Ma'am,

Please find below our clarifications in respect of certain points arising in connection with the filing of Form MGT-7:

1. Point VI B & VII- Number of Shareholders and Category- Wise Shareholding:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017, the shareholding pattern filed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is required to be reported on a **PAN-consolidated basis**. Accordingly, the Company files its quarterly shareholding pattern on a PAN-consolidated basis.

However, for the purpose of filing Form MGT-7, the number of shareholders and category-wise shareholding have been provided **without PAN consolidation**.

Accordingly, as on **March 31, 2026**, the number of shareholders reported in the quarterly shareholding pattern on a **PAN-consolidated basis is 25,010**, whereas the number of shareholders considered for Form MGT-7 **without PAN consolidation is 25,677**.

2. Point VI B - Gender-wise Classification of Shareholders:

As confirmed by Cameo Corporate Services Limited, Registrar and Share Transfer Agent ('RTA') of the Company, gender-wise classification of individual shareholders is currently available only for accounts maintained with Central Depository Services (India) Limited ('CDSL'), as National Securities Depository Limited ('NSDL') does not yet have a mechanism for such classification.

Accordingly, complete gender-wise details for CDSL accounts have been provided, while the balancing figures relating to the remaining accounts/folios have been classified under **"4. Other than individuals."**

3. Point VI C - Details of Foreign Institutional Investors:

It is mandatory to provide the Date and Country of Incorporation of Foreign Institutional Investors ('FIIs'). However, as confirmed by the RTA, these details are not available in the depository data.

Accordingly, for validation of the Excel, **01/04/2025** has been entered as the Date of Incorporation for all FIIs, while the Country of Incorporation has been considered based on the country mentioned in the address provided by the RTA.

Further, since details of only 25 FIIs can be reported in the form, the complete list of FIIs is enclosed as an optional attachment.

4. Point XVI- Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014:

Pursuant to Rule 9(4) of the Companies (Management and Administration) Rules, 2014, the Company is required to designate a person who shall be responsible for furnishing information and extending necessary cooperation to the Registrar of Companies or any other authorised officer in respect of beneficial interests in the shares of the Company ("Designated Person").

Mr. Raman Sapra was the Designated Person for FY 2025-26. However, following his resignation w.e.f. close of business hours on 28 August 2026 and the appointment of Mr. Piyush Jain as Company Secretary and Compliance Officer w.e.f. 29 August 2026, the Board, vide its resolution dated 25 August 2026, designated Mr. Piyush Jain in his place.

Accordingly, in Point XVI, the Name and Membership Number of Mr. Piyush Jain have been provided as the details of the Designated Person.

This is for your information and records.

Yours faithfully,
For MPS Limited

PIYUS
H JAIN

Digitally signed
by PIYUSH JAIN
Date: 2026.10.07
12:19:21 +05'30'

Piyush Jain
Company Secretary & Compliance Officer
Membership No. A44656
Address: H. No. 641/A, Motiram Road,
Ram Nagar, Shahdara, Delhi-110032

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 Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T. Road, Chennai, Old Perungalathur, Kanchipuram, Tambaram, Tamil Nadu - 600063 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended 31st March, 2026.

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 the provisions of the Act & Rules made thereunder in respect of:

1. its status as a 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 for a few forms which are filed with additional fees;
b) forms and returns filed with the Tribunal,

MPS Limited

For the financial year ended 31.03.2026

1

- c) forms and returns filed with the Central Government, Regional Director 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 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 including the Circular Resolutions have been properly recorded in the Minutes Book maintained for the purpose and the same have been signed;
 5. closure of Register of members, 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 to 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;

MPS Limited

For the financial year ended 31.03.2026

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12. a) constitution/ re-appointment/ Retirement/ disclosures of the Directors and the remuneration paid to them;
b) Constitution of Key Managerial Personnel and the remuneration paid to them;
c) appointment / filling up of casual vacancies of Directors (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
d) appointment / re-appointment / retirement of Key Managerial Personnel (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. a) approval required to be taken from the Tribunal;
b) approval required to be taken from the Court, Central Government, 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. a) borrowings from banks and creation of Charges in that aspect wherever applicable;
b) borrowings from banks and satisfaction/Modification of Charges in that aspect wherever applicable. (NOT APPLICABLE DURING THE YEAR UNDER REVIEW)
c) borrowings from its directors, members, public financial institutions and creation /modification/ satisfaction of charges in that respect, whenever applicable (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
17. a) loans and investments to other bodies corporate or persons falling under the provisions of section 186 of the Act;
b) 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**

R
Sridharan

Digitally signed
by R Sridharan
Date: 2026.10.07
12:07:08 +05'30'

CS R. SRIDHARAN

CP No.: 3239

FCS No.: 4775

PR.NO.6232/2024

UIN: S2003TN063400

UDIN: F004775H001755524

**PLACE : CHENNAI
DATE : 07.10.2026**

MPS Limited

For the financial year ended 31.03.2026

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