

Consolidated Scrutinizer's Report

9th August, 2024

The Chairman
MPS Limited,
RR Tower IV, Super A, 16/17,
Thiru-Vi-Ka Industrial Estate,
Guindy, Chennai - 600 032.

Ref: 54th Annual General Meeting (AGM) of the Members of MPS Limited held on 8th August, 2024 at 5.00 P.M. (IST) by way of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

We, R. Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of MPS LIMITED vide resolution dated 21st May, 2024, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Monday, 5th August, 2024 (9.00 A.M.) (IST) to Wednesday, 7th August, 2024 (5.00 P.M.) (IST) and through electronic voting (e-voting) during the 54th Annual General Meeting (AGM) of the members of the Company, held on Thursday, 8th August, 2024 at 5.00 P.M. (IST) by way of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We now submit our Consolidated Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means by remote e-voting and electronic voting (e-voting) at the AGM by the shareholders is the responsibility of the management.
2. The Company has availed remote e-voting and electronic voting (e-voting) at the AGM provided by Central Depository Services (India) Limited (CDSL) for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
3. The shareholders of the Company as on the "cut off" date i.e. Thursday, 1st August, 2024 were entitled to vote as set out in the notice of the Annual General Meeting.
4. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. The shareholders present at the AGM and who had not casted their votes through remote e-voting facility were provided the facility of electronic voting (e-voting) at the AGM.
5. We have scrutinized and reviewed the remote e-voting, electronic voting (e-voting) after conclusion of the AGM. We have unblocked the votes cast by the members through remote e-voting and electronic voting (e-voting) in the presence of two witnesses Mr. K Satheesh and Ms. M Krishnapriya, who are not in the employment of the Company. The votes tendered therein in respect of the remote e-voting and electronic voting (e-voting) at the AGM are based on the data downloaded from the official website of CDSL.
6. Based on the data downloaded from the Official website of CDSL for the remote e-voting and on the basis of the report furnished to us by them on the electronic voting (e-voting), we now submit our consolidated report (Remote e-voting and electronic voting (e-voting)) as under:

Item No. 1- Adoption of Audited Standalone and Consolidated Financial Statements together with Reports of the Board of Directors and Auditor's thereon for the financial year ended 31st March, 2024.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
85	12424105	11	12433	12436538	99.9998

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
1	27	1	1	28	0.0002

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 2 – Confirmation for payment of Interim Dividend of INR 30/- (Rupees Thirty Only) per Equity Share of INR 10/- each already paid during the year as Interim Dividend for the Financial Year 2023-24 and Declaration of Final Dividend of INR 45/- (Rupees Forty-Five Only) per Equity Share of INR 10/- each for the Financial Year 2023-24.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
86	12429889	11	12433	12442322	99.9998

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
1	27	1	1	28	0.0002

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 3 – Appointment of Ms. Yamini Tandon (DIN: 06937633), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment as a Director.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
85	12429888	11	12433	12442321	99.9998

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
2	28	1	1	29	0.0002

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.

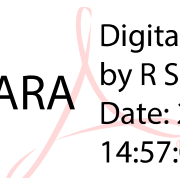
7. A list of Equity Shareholders who voted "**FOR**", "**AGAINST**" the resolutions (Both through Remote e-voting and electronic voting (e-voting) at the AGM) has been handed over to the Company Secretary.

8. The electronic data relating to remote e-voting and electronic voting (e-voting), all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

**Yours faithfully,
For R. Sridharan & Associates
Company Secretaries**

R
SRIDHARA
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Digitally signed
by R SRIDHARAN
Date: 2024.08.09
14:57:00 +05'30'

**CS R. Sridharan
CP No. 3239
FCS No. 4775
PR No. 657/2020
UDIN: F004775F000938235**