

Form No. MGT-7



Form language

English Hindi

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

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)

01/04/2024

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

31/03/2025

(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	RR TOWER IV, SUPER A,16/17 THIRU-VI-KA INDUSTRIAL ESTATE, GUINDY,NA,CHENNAI,Chennai,Tamil Nadu,India,600032	RR TOWER IV, SUPER A,16/17 THIRU-VI-KA INDUSTRIAL ESTATE, GUINDY,NA,CHENNAI,Chennai,Tamil Nadu,India,600032
Latitude details	13.008427	13.008427
Longitude details	80.207172	80.207172

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

Picture of Premises.jpeg

(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

12*****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)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian 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

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)

viii Number of Registrar and Transfer Agent

1

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 CLUBHOUSEROAD, CHENNAI, Tamil Nadu, India, 600002	

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

29/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(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

12

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	100
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	65
7		ACN147295949	Liberate elearning Pty Ltd	Subsidiary	65
8		ACN631013897	App-elearn Pty Ltd	Subsidiary	65

9		3129451	American Journal Experts LLC (Delaware)	Subsidiary	100
10		03841410	Semantico Limited	Subsidiary	100
11		0730427	American Journal Experts LLC (North Carolina)	Subsidiary	100
12		0562518	American Journal Online (Beijing) Information Consulting Co.,Ltd	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	20000000.00	17105816.00	17105816.00	17105816.00
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	171058160

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00

Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
<input type="text"/>				
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	6671	17099145	17105816.00	171058160	171058160	
Increase during the year	0.00	11.00	11.00	110.00	110.00	0
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	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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						
Conversion	0	11	11.00	110	110	
Decrease during the year	11.00	0.00	11.00	110.00	110.00	0
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						
Conversion	11	0	11.00	110	110	
At the end of the year	6660.00	17099156.00	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	0
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						
Conversion	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption 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	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify -	0	0	0.00	0	0	
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

Attachments:

1. Details of shares/Debentures Transfers

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			

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				
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(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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

i *Turnover

3513351502.7

ii * Net worth of the Company

3504664520.02

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 <input type="text"/>				
	Total	11690615.00	68.34	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3892593	22.76	0	0.00

	(ii) Non-resident Indian (NRI)	284589	1.66	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	14719	0.09	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	594551	3.48	0	0.00
10	Others				
	AIF, FPI and others	628749	3.68		
	Total	5415201.00	31.67	0.00	0

Total number of shareholders (other than promoters)

26744

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

26745.00

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

Sl.No	Category	
1	Individual - Female	5188
2	Individual - Male	11864
3	Individual - Transgender	0
4	Other than individuals	9693
	Total	26745.00

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

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)	15626	26744
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	1	1	1	0	0
B Non-Promoter	0	4	0	5	0.00	0.00
i Non-Independent	0	0	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	5	1	6	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

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)
RAMAN SAPRA	CSXPS5298F	Company Secretary	0	
RAHUL ARORA	05353333	Managing Director	0	
YAMINI TANDON	06937633	Director	0	
JAYANTIKA DAVE	01585850	Director	0	
SUHAS KHULLAR	07593659	Director	0	
RUVINA SINGH	10352020	Director	0	
DIVYA VERMA	03149607	Director	0	
KARTHIK BHAT KHANDIGE	06730563	Director	0	
PRARTHANA AGARWAL	AGRPA6169P	CFO	0	

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

13

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)
RUVINA SINGH	10352020	Additional Director	30/07/2024	Appointment
KARTHIK BHAT KHANDIGE	06730563	Additional Director	30/07/2024	Appointment
RUVINA SINGH	10352020	Director	24/09/2024	Change in designation
KARTHIK BHAT KHANDIGE	06730563	Director	24/09/2024	Change in designation
JAYANTIKA DAVE	01585850	Director	30/10/2024	Cessation
ACHAL KHANNA	00275760	Director	30/10/2024	Cessation
DIVYA VERMA	03149607	Additional Director	24/01/2025	Appointment
AJAY MANKOTIA	03123827	Director	29/01/2025	Cessation
JAYANTIKA DAVE	01585850	Additional Director	20/02/2025	Appointment
DIVYA VERMA	03149607	Director	31/03/2025	Change in designation
JAYANTIKA DAVE	01585850	Director	31/03/2025	Change in designation
SUNIT MALHOTRA	AAAPM1463D	CFO	30/09/2024	Cessation
PRARTHANA AGARWAL	AGRPA6169P	CFO	01/10/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

3

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	08/08/2024	16692	61	72.7
Postal Ballot	24/09/2024	16171	174	71.95

Postal Ballot	31/03/2025	20419	158	77.03
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B BOARD MEETINGS

*Number of meetings held

6

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	21/05/2024	6	6	100
2	08/08/2024	8	8	100
3	27/09/2024	8	8	100
4	29/10/2024	8	8	100
5	23/01/2025	6	6	100
6	28/02/2025	7	7	100

C COMMITTEE MEETINGS

Number of meetings held

13

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 Meeting	20/05/2024	3	3	100
2	Audit Committee Meeting	07/08/2024	3	3	100
3	Audit Committee Meeting	27/09/2024	3	3	100
4	Audit Committee Meeting	29/10/2024	4	4	100
5	Audit Committee Meeting	22/01/2025	4	4	100
6	Nomination and Remuneration Committee	22/04/2024	3	3	100

7	Nomination and Remuneration Committee	27/09/2024	3	3	100
8	Nomination and Remuneration Committee	28/02/2025	3	3	100
9	Corporate Social Responsibility	22/04/2024	3	3	100
10	Corporate Social Responsibility	23/01/2025	3	3	100
11	Stakeholders Relationship Committee	23/01/2025	3	3	100
12	Risk Management Committee	19/07/2024	3	3	100
13	Risk Management Committee	22/01/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/08/2025 (Y/N/NA)
		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	
1	RAHUL ARORA	6	6	100	10	10	100	Yes
2	YAMINI TANDON	6	6	100	8	8	100	Yes
3	JAYANTIKA DAVE	5	5	100	3	3	100	Yes
4	SUHAS KHULLAR	6	6	100	5	5	100	Yes
5	RUVINA SINGH	5	5	100	3	3	100	Yes
6	DIVYA VERMA	1	1	100	1	1	100	Yes
7	KARTHIK BHAT KHANDIGE	5	5	100	2	2	100	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	46598826	0	0	0	46598826.00
	Total		46598826.00	0.00	0.00	0.00	46598826.00

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sunit Malhotra	CFO	3843430	0	0	110543	3953973.00
2	Raman Sapra	Company Secretary	4421904	0	0	169083	4590987.00
3	Prarthana Agarwal	CFO	5180230	0	0	346147	5526377.00
	Total		13445564.00	0.00	0.00	625773.00	14071337.00

C *Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Achal Khanna	Director	0	0	0	440000	440000.00
2	Ajay Mankotia	Director	0	0	0	920000	920000.00
3	Divya Verma	Director	0	0	0	200000	200000.00
4	Jayantika Dave	Director	0	0	0	580000	580000.00
5	Karthik Bhat Khandige	Director	0	0	0	620000	620000.00
6	Ruvina Singh	Director	0	0	0	640000	640000.00
7	Suhas Khullar	Director	0	0	0	940000	940000.00
8	Yamini Tandon	Director	0	0	0	820000	820000.00
	Total		0.00	0.00	0.00	5160000.00	5160000.00

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

26745

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Clarification Letter.pdf
MPS LTD - MGT-8 -2024-25.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) 31/03/2025

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

Name

R. Sridharan

Date (DD/MM/YYYY)

19/12/2025

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

CSXPS5298F

* (b) Name of the Designated Person

RAMAN SAPRA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated* (DD/MM/YYYY) 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

*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**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

9*3*

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)

AB9829458

eForm filing date (DD/MM/YYYY)

19/12/2025

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

Form MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE

We have examined the registers, records, books and papers of **MPS LIMITED** (hereinafter referred as "the Company") bearing CIN: L22122TN1970PLC005795 having its Registered office at RR Tower IV, Super A,16/17 Thiru-Vi-Ka Industrial Estate, Guindy, Chennai 600032 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended 31st March, 2025.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

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

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status as Listed Company under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefore;
3. a) filing of forms and returns with the Registrar of Companies within the prescribed time except few forms which are filed with additional fees;

MPS Limited

For the financial year ended 31.03.2025

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- b) forms and returns filed with the Regional Director, Central Government, Tribunal, or other authorities (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
4. calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the Company 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. a) closure of Register of members;
b) closure of Register of other security holders (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
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;

MPS Limited

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For the financial year ended 31.03.2025

11. signing of audited financial statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. a) constitution/ appointment/ re-appointment/ retirement/ disclosures of the Directors and the remuneration paid to them;
b) appointment/ resignation/ disclosures of Key Managerial Personnel and the remuneration paid to them;
c) filling up of casual vacancies of Directors (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
13. appointment/ re-appointment/filling up casual vacancies of auditors as per the provisions of Section 139 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
14. approval required to be taken from the Court, Central Government, Tribunal, Regional Director, Registrar or such other authorities under the various provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
15. acceptance/renewal/repayment of deposits (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
16. borrowings from its directors, members, public financial institutions, banks and other others and creation /modification/ satisfaction of charges in that respect, whenever applicable (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
17. 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: 2025.10.08
14:02:03 +05'30'

CS R. SRIDHARAN

CP No.: 3239

FCS No.: 4775

PR.NO.6232/2024

UIN: S2003TN063400

UDIN: F004775G001486739

PLACE : CHENNAI

DATE : 08.10.2025

