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

Ref: MPSL/SE/51/2026-27
Date: 08 August 2026

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra – Kurla Complex, Bandra (East),
Mumbai - 400 051, India
Symbol: MPSLTD
ISIN: INE943D01017

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001, India
Scrip Code: 532440
ISIN: INE943D01017

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sirs,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and with reference to our earlier disclosure dated 10 October 2025 regarding the execution of the Share Subscription and Shareholders' Agreement ("SSSHA") among MPS Interactive Systems Limited ("MPSi"), a material subsidiary of MPS Limited ("the Company"), Mr. Rodney Charles Beach ("Mr. Beach") and the Company, pursuant to which Mr. Beach. subscribed to equity shares of MPSi, we wish to inform you that, pursuant to the approval of the Board of Directors of the Company accorded by way of a resolution passed today, i.e., 08 August 2026, the parties have entered into an Amendment to the Share Subscription and Shareholders' Agreement ("Amendment Agreement").

The Amendment Agreement has been executed to amend certain provisions of the SSSHA to permit the transfer of Mr. Beach's shareholding in MPSi to the Beach Trust, a trust established under the laws of Victoria, Australia, of which Mr. Beach is the sole trustee, sole appointor and sole primary beneficiary. The Amendment Agreement also provides that, upon such transfer and execution of a deed of adherence by the Beach Trust, the Beach Trust shall succeed to the rights and obligations of Mr. Beach under the SSSHA in respect of the transferred shares, subject to the terms and conditions set out therein.

The information required to be disclosed under Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026, is enclosed herewith as **"Annexure-A"**.

We request you to kindly take the above information on record.

Thanking you,

Yours Faithfully,
For **MPS Limited**

Raman Sapra
Digitally signed by Raman Sapra
Date: 2026.08.08 14:22:32 +05'30'

Raman Sapra
Company Secretary and Compliance Officer

Encl: As Above

Annexure-A

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026:

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	The Amendment to the Share Subscription and Shareholders' Agreement ("Amendment Agreement") has been entered into amongst MPS Limited ("the Company"), MPS Interactive Systems Limited ("MPSi"), a material subsidiary of the Company, and Mr. Rodney Charles Beach ("Mr. Beach"), to amend certain provisions of the Share Subscription and Shareholders' Agreement dated 10 October 2025.
2.	Purpose of entering into the agreement.	The purpose of the Amendment Agreement is to amend certain provisions of the Share Subscription and Shareholders' Agreement dated 10 October 2025 to permit the transfer of Mr. Beach's shareholding in MPSi to the Beach Trust, a trust established under the laws of Victoria, Australia, subject to the terms and conditions of the Amendment Agreement.
3.	Size of agreement	Not Applicable. The Amendment Agreement does not provide for any fresh issuance of shares or involve any monetary consideration.
4.	Shareholding, if any, in the entity with whom the agreement is executed.	The execution of the Amendment Agreement does not result in any change to MPSi's shareholding. The Amendment Agreement only permits the transfer of Mr. Beach's shareholding to the Beach Trust, subject to fulfilment of the conditions specified therein.
5.	Significant terms of the agreement (in brief): special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Amendment Agreement, *inter alia*, provides that: (i) Mr. Beach may transfer all the equity shares held by him in MPSi to the Beach Trust, a trust established under the laws of Victoria, Australia, of which Mr. Beach is the sole trustee, sole appointor and sole primary beneficiary, subject to the conditions specified therein; (ii) Upon completion of the permitted transfer and execution of a deed of adherence, the Beach Trust shall become bound by, and entitled to the rights and obligations of, a "Shareholder" under the Share Subscription and Shareholders' Agreement; (iii) Mr. Beach shall continue to remain liable for such obligations under the Share Subscription and Shareholders' Agreement as expressly provided in the Amendment Agreement; and

		(iv) upon cessation of Mr. Beach's control over the Beach Trust, the transferred shares shall be re-transferred to Mr. Beach under the Share Subscription and Shareholders' Agreement.
6.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	MPSi is a material subsidiary of the Company. Mr. Beach is not related to the promoter or promoter group of the Company.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	The transaction does not fall within the scope of related party transactions.
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable. The Amendment Agreement does not provide for any fresh issuance of shares.
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis.	Not Applicable
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. name of parties to the agreement; b. nature of the agreement; c. date of execution of the agreement;	**a. Name of parties to the agreement**: MPS Limited, MPS Interactive Systems Limited ("MPSi"), and Mr. Rodney Charles Beach. **b. Nature of agreement:** Amendment to the Share Subscription and Shareholders' Agreement dated 10 October 2025. **c. Date of execution of agreement:** 08 August 2026.

	d. details of amendment and impact thereof or reasons of termination and impact thereof.	**d. Details of amendment and impact thereof:** The Amendment Agreement amends certain provisions of the Share Subscription and Shareholders' Agreement dated 10 October 2025 to permit the transfer of Mr. Beach's shareholding in MPSi to the Beach Trust, subject to the terms and conditions set out therein. The Amendment Agreement does not alter the commercial terms of the Share Subscription and Shareholders' Agreement or result in any change in the management or control of MPSi or the Company.