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

Ref: MPSL/SE/59/2026-27
Date: 22 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

Dear Sirs,

Sub: Voting Results of Meeting of Equity Shareholders of MPS Limited ("the Company") convened pursuant to the Order dated 02 July 2026 of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT"), in the matter of Scheme of Amalgamation of ADI BPO Services Limited ("Transferor Company") with MPS Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme").

This is with reference to our earlier intimation dated 22 August 2026, vide which we intimated the brief summary of the proceedings of the Meeting of the Equity Shareholders of the Company, which was duly convened and held today, i.e., 22 August 2026, through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), pursuant to the directions of the Hon'ble NCLT.

In this regard, and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Equity Shareholders of the Company, through remote e-voting and e-voting conducted during the Meeting, have approved the Scheme of Amalgamation of ADI BPO Services Limited with MPS Limited and their respective Shareholders and Creditors, with the requisite majority.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the voting results of the remote e-voting and e-voting conducted during the Meeting, in the prescribed format, together with the Report of the Scrutinizer, are enclosed herewith as **"Annexure-A"** and **"Annexure-B"**, respectively.

The voting results of the remote e-voting and e-voting conducted during the Meeting, along with the Report of the Scrutinizer, are also being made available on the website of the Company at www.mpslimited.com and on the website of Central Depository Services (India) Limited ("CDSL"), the e-voting agency, at www.cdslindia.com.

The above is for your information and records.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
For **MPS Limited**

Raman Sapra
Digitally signed by Raman Sapra
Date: 2026.08.22 17:55:17 +05'30'

Raman Sapra
Company Secretary and Compliance Officer

Encl: As Above

NAME OF THE COMPANY: MPS LIMITED
NO OF SHAREHOLDERS AS ON CUT OFF DATE: 27109

Annexure-A

1.Approval of the Scheme of Amalgamation of ADI BPO Services Limited ("Transferor Company") with MPS Limited ("Transferee Company") and their respective Shareholders and Creditors pursuant to Sections 230 to 232 of the Companies Act, 2013.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES POLLED**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
NON PROMOTER-NON PUBLIC	E-VOTING	136448	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**136448**	**0**	0	**0**	**0**	0	0
PROMOTER AND PROMOTER~GROUP	E-VOTING	11690615	11690615	100	11690615	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**11690615**	**11690615**	100	**11690615**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	605173	551213	91.08	551213	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**605173**	**551213**	91.08	**551213**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4673580	152377	3.26	152327	50	99.97	0.03
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**4673580**	**152377**	3.26	**152327**	**50**	99.97	0.03
GRAND TOTAL		**17105816**	**12394205**	72.46	**12394155**	**50**	100	0

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FORM NO. MGT-13

REPORT OF THE SCRUTINIZER OF THE TRIBUNAL DIRECTED MEETING OF THE EQUITY SHAREHOLDERS OF MPS LIMITED [CIN: L22122TN1970PLC005795] ON SATURDAY, AUGUST 22, 2026 CONVENED AT 10:00 A.M THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM")

[Pursuant to Section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

August 22, 2026

To:
Mr. S C Jain,
Chairperson appointed by the Hon'ble NCLT, Chennai Bench
Tribunal Convened Meeting of the Equity Shareholders of
MPS LIMITED (CIN: L22122TN1970PLC005795)
Held on August 22 ,2026 at 10:00 A.M.

Ref: Meeting of the Equity Shareholders of **MPS Limited ("the Company")** convened as per directions of National Company Law Tribunal (**"NCLT"**), Division Bench - I, Chennai vide Common Order dated July 2^{nd}, 2026 in **CA(CAA)/49(CHE)/2026** & **CA(CAA)/45(CHE)/2026.**

Sub: Consolidated Scrutinizer's Report on Remote E-Voting and E-Voting at the Tribunal Convened Meeting of Equity Shareholders of MPS Limited ("the Company") held on Saturday, August 22 ,2026, at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Respected Sir,

1. I, Kishore P, Advocate, am appointed as the Scrutinizer, as per directions in Common Order dated July 02, 2026 in Company Application Numbers CA(CAA)/45(CHE)/2026 & CA(CAA)/49(CHE)/2026 by National Company Law Tribunal, Division Bench – I, Chennai, for approving the **Scheme of Amalgamation amongst ADI BPO SERVICES LIMITED ("Transferor Company") and MPS Limited ("Transferee Company"**

or") and their respective Shareholders and Creditors ("the Scheme"), pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other provisions of the Companies Act, 2013, as applicable, at the NCLT directed Meeting of the Equity Shareholders of the Transferee Company, held on August 22, 2026 at 10:00 A.M. (**"Meeting"**) at 4th Floor, Tower A, Windsor IT Park, A-1, Sector 125, Noida, Uttar Pradesh, 201303, through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") with Mr. S.C Jain appointed as the Chairperson of the meeting, appointed by the Hon'ble NCLT to scrutinize:

i. **Remote e-Voting** process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 (including the statutory modification(s) and re-enactment(s) thereof (**Remote e-voting**'); and

ii. **e-Voting** done by the Shareholders at the Tribunal Convened Meeting of Equity Shareholders (**"Court Convened Meeting"**) of the Transferee Company under the provisions of Section 108 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 ("**e-Voting during the *Court Convened Meeting***")
*("**Remote e-voting**" and "**e-Voting during the Court Convened Meeting**" hereinafter collectively referred to as "**e-Voting**")*

2. As a Scrutinizer, I had scrutinized:

a. the process of Remote e-voting, before the Court Convened Meeting, using an electronic voting system on the dates referred to in the Notice calling the Court Convened Meeting; and

b. e-Voting during the Court Convened Meeting through electronic voting system (insta poll).

3. The management of the Company is responsible to ensure compliance with requirements of the relevant provisions of:

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(i) The Companies Act, 2013 and the rules made thereunder;

(ii) The General Circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**");

(iii)Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

relating to the e-Voting facility provided to the shareholders. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. My responsibility as a Scrutinizer is restricted to give a consolidated report on votes cast by the Equity Shareholders for the resolutions (businesses) contained in the **Notice dated July 22, 2026**, through e-Voting facility available for the Tribunal Convened meeting; based on the reports generated from the e-Voting system provided by the Agency authorized under the Rules, i.e., Central Depository Services (India) Limited (**'CDSL'**) and engaged by the Company to provide e-Voting facility and attendant papers/documents furnished to me electronically by the Company and/or **CDSL** for my verification.

It was informed that Notice dated **July 22, 2026**, convening the Court Convened meeting along with the explanatory statement setting out material facts under Section 102 of the Companies Act, 2013, were sent electronically to the **eligible members**, whose names appeared in the Register of Members/ records of depositories and having valid email address(es).

The Consolidated Report on e-Voting done through e-Voting system by the shareholders is submitted as follows:

1. That the NCLT Order dated July 02, 2026 in Company Application No. CA(CAA)/45(CHE)/2026 & CA(CAA)/49(CHE)/2026 directed the Meeting of the Equity Shareholders of the Company through VC/OAVM.

2. That pursuant to the directions of the Hon'ble NCLT, the Company had duly issued notices with the explanatory statement to the Equity Shareholders vide e-mail

respectively as directed by the Hon'ble NCLT. I am in receipt of the Proof of Service of the individual notices and the Affidavit to that effect sworn by Mr. Raman Sapra, authorized representative of the Company.

3. That in compliance of the directions as to the public advertisement of the meeting of the Equity Shareholders, the Company has effected publication dated July 22, 2026 in "Business Standard" and "Dina Malar". I am in receipt of the proof of the said publications and the affidavit to that effect sworn by Mr. Raman Sapra, authorized representative of the Company.

4. That the Tribunal directed Meeting of Equity Shareholders of the Company was conducted to consider, and if thought fit, to pass the following resolution with or without modification:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and other rules and/or regulations made thereunder (including any statutory modification(s), amendment(s), clarification(s), circular(s), notification(s), or re-enactment thereof for the time being in force), the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations 2015, read with the SEBI Master Circular No. SEBI/ HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable circulars issued by SEBI from time to time and relevant provisions of other applicable laws, in each case as may be amended or restated from time to time, Section 2(6) of the Income-tax Act 2025 (corresponding to the erstwhile section (18} of the Incometax Act, 1961), other relevant provisions of the Income-tax Act, 2025 read with applicable Incometax Rules, 2026 made thereunder (including any statutory modification(s), amendment(s), clarification(s), circular(s), notification(s), or re-enactment thereof for the time being in force), the Observation Letters issued by National Stock Exchange of India Limited and BSE Limited dated March 02, 2026, enabling provisions of the Memorandum of Association and Articles of Association of the Company and all other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Government of India, Ministry of Corporate Affairs, SEBI, National Stock Exchange of India Limited, BSE Limited and/or any other statutory or regulatory authority(ies), in each case as may be amended, modified, re-enacted or restated from time to time, and subject to the sanction of the Hon'ble National Company Law Tribunal, Chennai Bench (hereinafter referred to as "Hon'ble Tribunal" or "NCLT"} and such other approvals, permissions and sanctions of any other relevant statutory or regulatory authorities as may be required, and*

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subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal, or by any statutory or regulatory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Scheme of Amalgamation between ADI BPO Services Limited ("ADI BPO" or '7ransferor Company") and MPS Limited ("MPS" or '7ransferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"), as annexed to this Notice of the NCL T convened Meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT *for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate, expedient, usual, proper or necessary, to give effect to this resolution and effectively implement the Scheme or any other transactions that are incidental or ancillary thereto and to settle any questions, difficulties or doubts that may arise, including passing such accounting entries and/or making such adjustments in the books of account of the Company, transfer/vesting of such assets and liabilities as may be considered necessary to give effect to the Scheme, settling any questions or difficulties arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, reviewing the position relating to the satisfaction of various conditions of the Scheme and, if considered necessary, waiving any of those, and to make such modifications, amendments, revisions, edits and other changes as may be required to finalise and implement the Scheme, and to accept such directions, modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, and to carry out such modifications, directions and/or conditions as may be required, imposed and/or permitted by the Hon'ble National Company Law Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme, or by any regulatory, statutory, governmental or other authority{ies), and to do and perform, and to authorise the performance of, all such acts and deeds as may be necessary, desirable or expedient for the implementation of the Scheme and, upon the sanction of the Scheme by the Hon'ble Tribunal and receipt of such other approvals, permissions and sanctions as may be necessary, to implement and make the Scheme effective, without being required to seek any further*

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approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by virtue of this resolution, including approval and authorisation to withdraw (and where applicable, re-file} the Scheme at any stage for any reason, including if any changes and/or modifications suggested, required or imposed by any shareholder and/or creditor of the Company, the Hon'ble Tribunal or any other authority are, in the view of the Board, not acceptable to the Company, and/or if the Scheme cannot otherwise be implemented, and further to approve and authorise the execution of any agreements, deeds, documents, declarations, affidavits, writings and other instruments {including any alterations or modifications thereto), whether or not under the common seal of the Company, as may be required from time to time in connection with the Scheme.

RESOLVED FURTHER THAT *the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from equity shareholders of the Company."*

5. The said meeting was called to order at 10:00 A.M. Since the quorum was duly present as directed by the Hon'ble NCLT vide its Order dated July 02, 2026, the meeting had duly commenced on time.

6. The Company had appointed CDSL as the Service Provider for the purpose of extending the facility of e-Voting system to the Equity Shareholders of the Company through remote e-Voting and during the Court Convened Meeting.

7. CDSL had provided a system for recording the votes of the Equity Shareholders electronically on all the items of the businesses sought to be transacted at the Court Convened Meeting of the Company.

8. CDSL had set up electronic voting facility (Remote e-Voting and e-Voting during the Court Convened Meeting) on their website https://evoting.cdslindia.com/. The Company had uploaded the Notice setting out all the items of the business to be transacted at the Meeting, on the website of the Company and on the Service Provider to facilitate the shareholders of the Company to cast their vote through remote e-Voting.

9. The **Cut-off Date** for the purpose of identifying the shareholders who were entitled to vote on the resolutions set out in the Notice was **Monday, August 17, 2026.** As on the Cut-Off Date, there were **27,109 shareholders** of the Company.

10. The remote e-Voting period commenced from August 19, 2026 (Wednesday), at 9:00 a.m. (IST) and ended on August 21, 2026 (Friday), at 5:00 p.m. (IST), thereafter, the remote e-Voting module was disabled by the Service Provider.

11. The Company has also provided e-voting facility for those Equity Shareholders who had not cast their vote on the resolution earlier by availing the remote e-voting facility prior to the meeting. The remote e-voting module was kept open for voting for a period of 15 minutes after the conclusion of the meeting.

12. For the purpose of considering the total votes casted by the shareholders, the votes casted through e-Voting during the Court Convened Meeting were counted and thereafter, the votes casted through remote e-Voting were unblocked and counted.

13. The e-Voting reports finalized from the CDSL has been handed over to the Company Secretary of the Company for safe keeping.

14. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-Voting and e-Voting during the Court Convened meeting based on the reports generated by CDSL, scrutinized and relied upon by me as under:

i. Valid Votes IN FAVOUR of the resolution:

Mode of voting	**Number of Equity Shareholders who voted** ***(In favour)***	**% of the total number of Equity Shareholders who voted** ***(In favour)***	**Number of valid votes cast by them (Number of shares)** ***(In favour)***	**% total number of valid votes cast** ***(In favour)***
Remote e-voting	70	98.59	1,23,94,155	99.99

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Mode of voting	Number of Equity Shareholders who voted *(In favour)*	% of the total number of Equity Shareholders who voted *(In favour)*	Number of valid votes cast by them (Number of shares) *(In favour)*	% total number of valid votes cast *(In favour)*
E-voting at the meeting	0	0	0	-
Total	**70**	**98.59**	1,23,94,155	**99.99**

ii. Votes against the resolution

Mode of voting	Number of Equity Shareholders who voted *(Against)*	% of the total number of Equity Shareholders who voted *(Against)*	Number of valid votes cast by them (Number of shares) *(Against)*	% total number of valid votes cast *(Against)*
Remote e-voting	1	1.41	50	0.01
E-voting at the meeting	0	0	0	0
Total	**1**	**1.41**	**50**	**0.01**

iii. Invalid votes

Mode of voting	Number of members voted	Number of votes declared invalid
Remote e-voting	0	0
E-voting at the meting	0	0
Total	**0**	**0**

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of

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the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

Further, in compliance with the SEBI Master-Circular No. SEBI/HO/CFD/ POD-2/ CTR/2023/93 dated June 20, 2023, the Resolution placed before the Public Equity Shareholders and the results of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the public equity shareholders of the Company are given below:

The result of remote e-voting prior to the Meeting and e-voting during the Meeting of public equity shareholders (excluding promoter and promoter group) provided by NSDL, on the resolution is as follows:

i. Valid Votes IN FAVOUR of the resolution (PUBLIC SHAREHOLDING):

Mode of voting	Number of Equity Shareholders who voted *(In favour)*	% of the total number of Equity Shareholders who voted *(In favour)*	Number of valid votes cast by them (Number of shares) *(In favour)*	% total number of valid votes cast *(In favour)*
Remote e-voting	69	98.57	703540	99.999
E-voting at the meeting	0	-	-	
Total	**69**	**98.57**	703540	**99.999**

ii. Votes against the resolution

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Mode of voting	Number of Equity Shareholders who voted *(Against)*	% of the total number of Equity Shareholders who voted *(Against)*	Number of valid votes cast by them (Number of shares) *(Against)*	% total number of valid votes cast *(Against)*
Remote e-voting	1	1	50	0.001
E-voting at the meeting	0	0	0	0
Total	**1**	**1**	**50**	**0.001**

iii. **Invalid votes**

Mode of voting	Number of members voted	Number of votes declared invalid
Remote e-voting	-	-
E-voting at the meting	-	-
Total	-	-

In addition to the above requirements under Section 230-232 of the Act, as per Rule 10(b) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favour of the resolution are more than the number of votes cast by the Public Shareholders against it.

15. As mentioned in the Notice to the Equity Shareholders, in accordance with the provisions of Section 230 to 232 of the Act, the Scheme shall be considered approved by the Equity Shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the Equity Shareholders (Public Shareholders) through remote e-voting prior to the Meeting and e-voting during the Meeting.

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16. Therefore, the above resolution has been **approved** by the requisite majority (in terms of the Act) by the **Equity Shareholders (Public Shareholders) of the Company**.

SCRUTINIZER

Kishore P, Advocate

PLACE : Noida
DATE : AUGUST 22, 2026

22.08.2026
(S.C. JAIN)
CHAIRPERSON OF MEETING