



MPS Limited

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

Ref: MPLS/SE/57/2025-26

Date: 29 August 2025

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: MPLSLTD

ISIN: INE943D01017

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001, India

Scrip Code: 532440

ISIN: INE943D01017

Dear Sirs,

Sub: Proceedings of the 55th Annual General Meeting (AGM) of MPS Limited held on 29 August 2025

Pursuant to the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, we wish to state that 55th AGM of Members of MPS Limited has been duly convened on Friday, 29 August 2025, at 04:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

The brief proceedings of the 55th AGM of Members of MPS Limited as required under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, is enclosed herewith.

The same is also available on the Company's website at <https://www.mpslimited.com/annual-general-meeting/>.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
For **MPS Limited**

Raman Sapra
Company Secretary and Compliance Officer

Encl: As Above

www.mpslimited.com

Summary of proceedings of the 55th Annual General Meeting ('AGM/Meeting')

The 55th AGM of the Members of MPS Limited ('the Company') was held on Friday, 29 August 2025, at 04:00 P.M. (IST), through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), in compliance with the provisions of the Companies Act, 2013, read with the various circulars issued by the Ministry of Corporate Affairs and relaxations provided by SEBI from time to time.

Total No. of Shareholders on Record Date i.e. 22 August 2025: 30,112

No. of Shareholders attended the meeting through VC: 66

Directors present through VC/OAVM:		
Mr. Rahul Arora	:	Chairman and CEO- Singapore
Ms. Divya Verma	:	Non-Executive and Independent Director- Paris
Ms. Jayantika Dave	:	Non-Executive and Non-Independent Director- New Delhi
Mr. Karthik Bhat Khandige	:	Non-Executive and Independent Director- Bengaluru, Karnatka
Ms. Ruvina Singh	:	Non-Executive and Independent Director- Gurugram, Haryana
Mr. Suhas Khullar	:	Non-Executive and Independent Director- Gurugram, Haryana
Ms. Yamini Tandon	:	Non-Executive and Non-Independent Director- Singapore

Key Managerial Personnel and Statutory Auditors and Secretarial Auditors present through VC/OAVM:		
Ms. Prarthana Agarwal	:	Chief Financial Officer- Noida, Uttar Pradesh
Mr. Raman Sapra	:	Company Secretary and Compliance Officer- Noida, Uttar Pradesh
Mr. Rohit Arora	:	Partner - M/s. Walker Chandiook & Co LLP, Chartered Accountants, Statutory Auditors
Mr. R Sridharan	:	R. Sridharan & Associates, Company Secretaries, Secretarial Auditors & Scrutinizer for the Meeting

Mr. Raman Sapra, Company Secretary & Compliance Officer, welcomed the Members who participated in the Meeting and briefed them regarding the participation through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). He further informed the Members that the AGM has been convened through VC/OAVM in compliance with the provisions of the Companies Act, 2013, read with MCA and SEBI Circulars from time to time.

He further informed the members that, the participation in this AGM was opened 60 minutes prior to the scheduled start time of commencement and will remain open for another 15 minutes after the conclusion of the AGM for casting votes. As stated in the Notice, the Company has engaged Central Depository Services (India) Limited (CDSL), to provide a VC facility enabling the shareholders to attend the AGM, with participation on a first-come-first-served basis for the first 1000 shareholders. However, the key stakeholders such as Promoters, Institutional Investors, Directors, KMPs, and Auditors, have unrestricted access to participate in the AGM.

He further informed the members that Since the AGM is being held through video conferencing where physical attendance of members, has been dispensed with, members entitled to attend and vote at the meeting will not be eligible to appoint proxies to attend the meeting. However, body corporates are entitled to appoint authorized representatives to participate in the AGM and cast their votes through e-voting. The registered office of the Company situated at Chennai shall be deemed to be the venue for this AGM and the proceedings of the AGM shall also be deemed to be made thereat. Furthermore, to transact the businesses as mentioned in the notice, the shareholders were provided with an opportunity to inspect all documents referred to in the Notice and Explanatory Statement until the date of the AGM.

Thereafter, Mr. Rahul Arora, Chairman of the Board, chaired the Meeting and welcomed the shareholders, directors, auditors and all participants at the 55th Annual General Meeting of MPS Limited.

Upon confirmation of the presence of Quorum, the Chairman called the meeting to order.

The Chairman further informed that all the Directors of the Company were present at the Meeting through VC from their respective locations. The Chairman then after gave a brief introduction of the Directors, the Senior Management Officials, Statutory Auditors, and Secretarial Auditors present through Video Conferencing.

Thereafter, the Chairman delivered his message to the shareholders. He apprised the members that FY25 had been a milestone year for the Company, marked by revenue growth of 33.30%, a Profit After Tax of INR 148.91 Crores, and an EPS of 87.80. He highlighted three key strategic achievements, the opening of a new office in Singapore to strengthen presence in the Asia-Pacific region; strong momentum in the Education Solutions business with 15.2% revenue growth and 31.1% EBITDA margin, and the launch of a new revenue stream through outsourcing of Journal Editorial Office activities, with two STAR customers committing over USD 1 million each for FY26. The Chairman also apprised members of the Company's transformation to a market-based approach, with operations now categorized into Research Solutions, Education Solutions, and Corporate Learning.

The Chairman further apprised the members that the Company's continued focus on STAR accounts, significant client acquisitions across business units, and the expansion of MPS Labs, which doubled in size during the year and gained industry recognition for its AI-driven Research Integrity Checks platform. Emphasizing that FY25 delivered on the Company's bold intent, he stated that FY26 would focus on building further momentum under the Gestalt strategy, investing in products and capabilities, strengthening marketing to acquire new customers, and pursuing a more active acquisition pipeline.

In conclusion, the Chairman expressed gratitude to all stakeholders for their support and reiterated the Company's commitment to innovation, growth, and democratizing learning worldwide.

Thereafter, the Notice convening the 55th AGM, the Secretarial Auditors' Report, and the Statutory Auditor's Report for the financial year ended 31 March 2025 were taken as read.

It was further informed that the Secretarial Auditors' Report and the Statutory Auditors' Report on the financial statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2025 does not contain any qualifications, observations, or comments on financial transactions or matters that could adversely affect the functioning of the Company. Accordingly, there was no requirement to read out the Auditors' Report during this meeting, as provided in the Companies Act, 2013. Therefore, the same was taken as read.

Thereafter, the floor was opened to ask questions or express views from those Members who had registered themselves as Speaker Shareholders. The queries raised by the Shareholders were responded to by the Chairman of the Company.

Thereafter, the Chairman thanked the Members for their active participation at our 55th AGM and appreciated their thoughtful questions. The Chairman concluded the meeting with a vote of thanks.

Thereafter, the Chairman authorized Mr. Raman Sapra, to give general instructions to the shareholders to carry out the e-voting process and to conclude the Meeting.

Thereafter, Mr. Raman Sapra informed that pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company has provided a remote e-voting facility to all its members to cast their votes on all resolutions set out in the Notice of the AGM from Tuesday, 26 August, 2025 which ends on Thursday, 28 August 2025. The Remote e-voting facility was provided to those, who were Members on Friday, 22 August 2025, being the cut-off date, to vote on all 5 (Five) Resolutions set out in the Notice of AGM. Members attending the AGM today and who have not cast their vote by Remote e-voting may cast their vote on the e-voting platform today.

Thereafter, the members who participated through VC were formally proposed to vote on the resolutions as set out in the Notice. The e-voting facility was activated for 15 minutes to enable the Members to cast their votes.

He further informed the Members that, Mr. R. Sridharan, of R. Sridharan & Associates, Company Secretaries were appointed as the Scrutinizer to scrutinize both, the remote e-voting and the e-voting at this AGM, in a fair and transparent manner. The Results will be declared within 2 working days from the conclusion of the AGM. The Results along with Scrutinizer's Report shall also be submitted to the Stock Exchanges and simultaneously be placed on the website of the Company as well as CDSL.

In terms of the Notice convening the 55th AGM of the Company dated 18 July 2025, the following business(es) were transacted at the Meeting through remote e-voting and e-voting at the AGM:

Ordinary Business(es):

S. No.	Resolution	Type of Resolution
1.	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2025, together with the Report of the Auditors thereon.	Ordinary
2.	To confirm the payment of Interim Dividend of INR 33/- (Rupees Thirty three Only) per Equity Share of INR 10/- each already paid during the year as Interim Dividend for the Financial Year 2024-25 and to declare a Final Dividend of INR 50/- (Rupees Fifty Only) per Equity Share of INR 10/- each for the Financial Year 2024-25.	Ordinary
3.	To appoint Ms. Yamini Tandon (DIN: 06937633), Non-Independent and Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary

Special Business(es):

S. No.	Resolution	Type of Resolution
4.	To appoint M/s Sridharan & Sridharan Associates, Company Secretaries, as the Secretarial Auditors of the Company for a period of 5 years.	Ordinary
5.	To amend 'MPS Limited-Employee Stock Option Scheme 2023' ("ESOS 2023"/ "Scheme") in respect of Extension of the Exercise Period in case of Retirement or Death.	Special

The AGM of the Company concluded at 04:30 P.M. (IST). The e-voting was kept open for further 15 minutes for the Members who were present in the meeting and had not cast their vote earlier.



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Notes:

- i. The Company will separately intimate the Consolidated Scrutinizer's Report and Results of remote e-voting and e-voting at the AGM to the Stock Exchanges.
- ii. This document does not constitute the Minutes of the AGM of the Company.

We request you to kindly take the same on record.

Yours Faithfully,
For **MPS Limited**

Raman Sapra
Company Secretary & Compliance Officer

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