



MPS Limited

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Ref: MPSE/SE/28/2024-25

Date: 08 August 2024

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

Sub: Proceedings of the 54th Annual General Meeting (AGM) of MPS Limited held on 08 August 2024

Pursuant to the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, we wish to state that 54th AGM of Members of MPS Limited has been duly convened on Thursday, 08 August 2024, at 05.00 P.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

The brief proceedings of the 54th AGM of Members of MPS Limited is enclosed herewith.

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

This is for your information and record.

Thanking you,

Yours Faithfully,
For MPS Limited

Raman Sapra
Company Secretary & Compliance Officer

Encl: As Above

www.mpslimited.com

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Corporate Identification Number: L22122TN1970PLC005795

Summary of proceedings of the 54th Annual General Meeting ('AGM/Meeting')

The 54th AGM of the Members of MPS Limited ('the Company') was held on Thursday, 08 August 2024, at 05.00 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. 01 August 2024: 16,692

No. of Shareholders attended the meeting through VC: 61

Directors present through VC/OAVM:	
Mr. Rahul Arora	: Chairman and CEO- Gurugram, Haryana
Ms. Achal Khanna	: Non-Executive and Independent Director- Gurugram, Haryana
Mr. Ajay Mankotia	: Non-Executive and Independent Director- New Delhi
Ms. Jayantika Dave	: Non-Executive and Independent Director- Uttrakhand
Mr. Karthik Bhat Khandige	: Non-Executive and Independent Director- Bengaluru, Karnataka
Ms. Ruvina Singh	: Non-Executive and Independent Director- Gurugram, Haryana
Mr. Suhas Khullar	: Non-Executive and Independent Director- Abu Dhabi, UAE
Ms. Yamini Tandon	: Non-Executive and Non-Independent Director- Gurugram, Haryana

Key Managerial Personnel and Statutory Auditors and Secretarial Auditors present through VC/OAVM:	
Mr. Sunit Malhotra	: 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, Practicing 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 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, key speakers such as Promoters, Institutional Investors, Directors, KMPs, and Auditors, will 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, in any case, has been dispensed with, a member 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 will be 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 all the shareholders, directors, and auditors at the 54th 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 and gave the highlights of the fiscal year that ended on 31 March 2024. He expressed his optimism in reaching the halfway mark of Vision 2027 by the end of the fiscal year 2025. He spoke about the successful execution of supercharging the five-pronged approach, "Going Gestalt", and the shift to a market-based approach.

He highlighted the growth across various business segments and the strategic acquisitions that will help scale up the organization's global footprint. He reiterated the organization's goal to increase STAR accounts to 100 by the end of the fiscal year 2025. He also spoke about the integration of AI in content creation, which will unlock new possibilities and add to the organization's growth story.

In closing, the Chairman expressed his profound gratitude towards all the stakeholders for their continued support and collaboration.

Thereafter, the Notice convening the 54th AGM, the Secretarial Auditors' Report, and the Statutory Auditor's Report for the financial year ended 31 March 2024 were taken as read. There were no qualifications, observations, or adverse remarks in the reports of the Statutory Auditors and Secretarial Auditors.

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 54th 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 Monday 05 August 2024 which ends on Wednesday, 07 August 2024. The Remote e-voting facility was provided to those, who were Members on Thursday 01 August 2024, being the cut-off date to vote on all 3 (Three) Resolutions set out in the Notice of AGM. The 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 54th AGM of the Company dated 29 June 2024, the following business(es) were transacted at the Meeting through remote e-voting and e-voting at the AGM:

Ordinary Business:

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 2024, 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 2024, together with the Report of the Auditors thereon.	Ordinary
2.	To confirm the 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 to declare a Final Dividend of INR 45/- (Rupees Forty-Five Only) per Equity Share of INR 10/- each for the Financial Year 2023-24.	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

The AGM of the Company concluded at 05:47 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. The e-voting portal closed at 06:02 (IST).

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.

This is for your information and records.

Yours Faithfully,
For MPS Limited

Raman Sapra
Company Secretary & Compliance Officer