

Consolidated Scrutinizer's Report

Annexure-B

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs from time to time]

07th September, 2026

To,
The Chairman
MPS Limited,
Block-B6, 3rd Floor, Gateway Office Parks,
No. 16, G.S.T Road, Perungalathur, Chennai,
Tambaram, Kanchipuram, Tamil Nadu – 600063

Ref: 56th Annual General Meeting (AGM) of the Members of MPS Limited held on 04th September, 2026 at 5.00 P.M. (IST) by way of Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

We, R. Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of MPS LIMITED (CIN: L22122TN1970PLC005795) vide resolution dated 21st July, 2026, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its General Circular No. 14/2020 dated April, 08, 2020 and subsequent circulars issued by MCA, read with the latest General Circular No. 03/2025 dated 22 September 2025 ("MCA Circulars") to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Tuesday, 01st September, 2026 (9.00 A.M.) (IST) to Thursday, 03rd September, 2026 (5.00 P.M.) (IST) and through electronic voting. (e-voting) during the 56th Annual General Meeting (AGM) of the members of the Company, held on Friday, 04th September, 2026 at 5.00 P.M. (IST) by way of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We now submit our Consolidated Report as under:

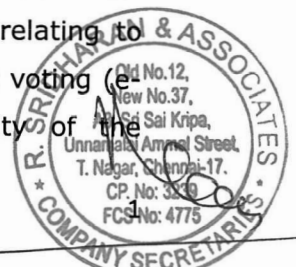
1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, including MCA Circulars as mentioned above relating to voting through electronic means by remote e-voting and electronic voting (e-voting) at the AGM by the shareholders, is the responsibility of the management.

56TH AGM – CONSOLIDATED SCRUTINIZER'S REPORT – MPS LIMITED

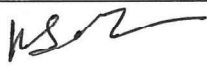
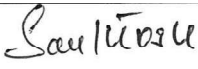
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2. Our responsibility as Scrutinizer is restricted to scrutinizing the remote e-voting and the electronic voting (e-voting) at the AGM in a fair and transparent manner and to make a consolidated report of the votes cast "in favour" of or "against" the resolutions set out in the notice of the AGM, based on the data and reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL). We further confirm that we are familiar and well-versed with the concept and operation of the electronic voting system.
3. The Company has availed remote e-voting and electronic voting (e-voting) at the AGM provided by CDSL for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
4. The shareholders of the Company as on the "cut-off" date, i.e. Friday, 28th August, 2026, were entitled to vote as set out in the notice of the Annual General Meeting.
5. Further, shareholders who were present through VC and had not cast their votes earlier through the remote e-voting facility provided by CDSL were provided the facility of electronic voting (e-voting) during the AGM session.
6. We have scrutinized and reviewed the remote e-voting and electronic voting (e-voting) after conclusion of the AGM. We have unblocked the votes cast by the members through remote e-voting and electronic voting (e-voting) in the presence of two witnesses, namely Mr. K Satheesh and Mr. L M Santhosh Kumar, who are not in the employment of the Company and have signed below in confirmation of the same:

Sr. No.	Name of Witness	Signature
1.	Mr. K Satheesh	
2.	Mr. L M Santhosh Kumar	

7. Based on the data downloaded from the Official website of CDSL for the remote e-voting and on the basis of the report furnished to us by them on the electronic voting (e-voting), we now submit our consolidated report (Remote e-voting and electronic voting (e-voting)) as under:

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Item No. 1 - Adoption of Audited Standalone and Consolidated Financial Statements together with Reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2026.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
64	1,22,77,510	0	0	1,22,77,510	99.99994

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
1	1	6	6	7	0.00006

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

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Item No. 2 - Appointment of Ms. Jayantika Dave (DIN: 01585850), Non-Independent and Non-Executive Director, who retires by rotation and, being eligible, offers herself for re-appointment.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
60	1,22,75,244	0	0	1,22,75,244	99.98149

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
5	2,267	6	6	2,273	0.01851

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

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Item No. 3 – Re-Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
61	1,22,71,466	0	0	1,22,71,466	99.95071

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
4	6,045	6	6	6,051	0.04929

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 3 as set out in the Notice of the AGM is passed with requisite majority.

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Item No. 4 – Appointment of Mr. Atul Vohra (DIN: 11734775) as a Non-Independent Non-Executive Director of the Company.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
62	1,22,75,390	0	0	1,22,75,390	99.98268

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
3	2,121	6	6	2,127	0.01732

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 4, as set out in the Notice of the AGM, is passed with the requisite majority.

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Item No. 5 – Re-Appointment of Mr. Karthik Bhat Khandige (DIN: 06730563) as an Independent Non-Executive Director of the Company.

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
64	1,22,77,510	0	0	1,22,77,510	99.99994

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
1	1	6	6	7	0.00006

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.

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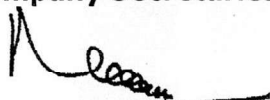
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8. A list of Equity Shareholders who voted "**FOR**" and "**AGAINST**" the resolutions (Both through Remote e-voting and electronic voting (e-voting) at the AGM) has been handed over to the Company Secretary.
9. The electronic data relating to remote e-voting and electronic voting (e-voting), and all other relevant records, are under our safe custody and will be handed over to the Company Secretary for preservation safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.
10. The resolutions set out in the Notice of the AGM shall be deemed to have been passed on the date of the AGM, i.e. Friday, 04th September, 2026. This Report is submitted to the Chairman of the Meeting for counter-signature and for declaration of the results of the voting in terms of Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,
For R. Sridharan & Associates
Company Secretaries



CS R. Sridharan
CP No. 3239
FCS No. 4775
PR No. 6232/2024
UDIN: F004775H001395934



Countersigned by
For MPS Limited

Rahul Arora Digitally signed
by Rahul Arora
Date: 2026.09.07
13:10:01 +05'30'

Rahul Arora
Chairman & CEO
DIN: 05353333