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

Ref: MPSL/SE/53/2026-27
Date: 13 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: Notice convening the 56th Annual General Meeting of the Company scheduled on 04 September 2026

This is further to our communication regarding the 56th Annual General Meeting ("AGM") of the Company, scheduled to be held on **Friday, 04 September 2026**, at **05:00 P.M. (IST),** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) from time to time.

In accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice convening the 56th AGM has been sent electronically to the Members whose e-mail addresses are registered with the Company/Depositories.

In compliance with the applicable laws, the Company is providing the facility of remote e-voting and e-voting at the AGM to its members in respect of all the resolutions outlined in the Notice. The cut-off date for the purpose of reckoning the voting rights of members for the AGM is Friday, August 28, 2026 ('Cut-off date'). Accordingly, all eligible members as on the Cut-off date shall be entitled to e-vote. The remote e-voting shall commence from 09:00 A.M. (IST) on Tuesday, 01 September 2026 and shall remain open till 05:00 P.M. (IST) on Thursday, 03 September 2026.

The Notice convening the 56th AGM is also available on the Company's website www.mpslimited.com under the head "Investors".

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: 2026.08.13 18:57:32 +05'30'

Raman Sapra
Company Secretary and Compliance Officer

Encl: As Above

Notice of 56th Annual General Meeting

MPS LIMITED

Regd. Office: Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T Road, Perungalathur, Chennai, Tambaram, Kanchipuram, Tamil Nadu-600063
Corp. Office: Windsor IT Park, A-1, Tower A, 4th Floor, Sector–125, Noida – 201303, Uttar Pradesh
Tel.: +91-120-4599750 | E-mail: investors@mpslimited.com
Website: www.mpslimited.com | CIN: L22122TN1970PLC005795

NOTICE OF 56th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 56th (Fifty-Sixth) Annual General Meeting ("AGM") of the Members of **MPS Limited** ("the Company") will be held on Friday, 04 September 2026, at 05:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") for the purpose of which, the Registered Office of the Company, situated at: Block-B6, 3rd Floor, Gateway Office Parks, No. 16, G.S.T Road, Perungalathur, Chennai, Tambaram, Kanchipuram, Tamil Nadu-600063 shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider, and adopt

    a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, 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 2026, together with the Report of the Auditors thereon.

2. To appoint Ms. Jayantika Dave (DIN: 01585850), Non-Independent and Non-Executive Director, who retires by rotation and, being eligible, offers herself for re-appointment.

3. To re-appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years.

    To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

    "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), be and is hereby re-appointed as the Statutory Auditors of the Company for a period of five consecutive years, i.e. from the conclusion of this 56th AGM till the conclusion of the 61st AGM of the Company, to be held in the calendar year 2031, at such annual remuneration, together with applicable taxes and reimbursement of out of pocket expenses, as may be determined by the board of directors, based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Statutory Auditors, based on the recommendation of the Audit Committee and also authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), to give effect to the aforesaid resolution."

SPECIAL BUSINESS(ES):

4. To consider and approve the appointment of Mr. Atul Vohra (DIN: 11734775) as a Non-Independent Non-Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Atul Vohra (DIN: 11734775), who was appointed as an Additional Director under the category of Non-Independent Non-Executive Director of the Company, to hold the office with effect from 06 July 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company and that Mr. Atul Vohra shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing resolution."

5. To consider and approve the re-appointment of Mr. Karthik Bhat Khandige (DIN: 06730563) as an Independent Non-Executive Director of the Company.

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and taking into consideration the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Karthik Bhat Khandige (DIN: 06730563), who was appointed as an Independent Director of the Company for a first term of 2 (two) years with effect from 30 July 2024 and whose tenure is expiring on 29 July 2026 and who is eligible for re-appointment and has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 30 July 2026 to 29 July 2031 (both days inclusive).

   RESOLVED FURTHER THAT the Board of Directors and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing resolution."

On behalf of the Board
For MPS Limited

Place: Singapore
Date: 29 July 2026

Rahul Arora
Chairman and CEO
DIN: 05353333

Registered Office:
Block-B6, 3rd Floor,
Gateway Office Parks,
No. 16, G.S.T Road, Perungalathur, Chennai,
Tambaram, Kanchipuram, Tamil Nadu-600063
CIN: L22122TN1970PLC005795

IMPORTANT NOTES:

A. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 56th AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

1. The Ministry of Corporate Affairs (MCA), vide the General Circular Nos. 14/2020 dated 08 April 2020, and subsequent circulars issued by MCA, read with the latest General Circular No. 03/2025 dated 22 September 2025 ("MCA Circulars") in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", permitted for holding the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.

2. Since this AGM is being held through VC/OAVM, the physical attendance of members has been dispensed with; accordingly, the facility to appoint proxies to attend and cast votes for the members is not available for this AGM, and hence the Proxy Form, Attendance Slip, and Route Map are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA Circulars, the Company is providing a facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

   A member may exercise his/her vote at the AGM by electronic means, and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid rule.

   The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, 28 August 2026.

   A person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail of the facility of remote e-voting or casting a vote through the e-voting system during the meeting.

   For this purpose, the Company has entered into an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.

   The facility of casting votes by a member using a remote e-voting system, as well as e-voting on the day of the AGM, will be provided by CDSL.

   The Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.

   The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

4. The remote e-voting period commences on Tuesday, 01 September 2026, at 09:00 A.M. (IST) and ends on Thursday, 03 September 2026, at 05:00 P.M. (IST).

   a. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, 28 August 2026, may opt for remote e-voting and cast their vote electronically.

   b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail of the facility of remote e-voting or e-voting at the Meeting.

   c. Any person who acquires shares of the Company and becomes a member of the Company after sending the Notice and holds shares as on the cut-off date, i.e., Friday, 28 August 2026, may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or investors@mpslimited.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using the "Forget User Details/Password" option available on www.evotingindia.com.

d. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

e. Members may participate in the AGM even after exercising their right to vote through remote e-voting, but shall not be allowed to vote again.

f. At the end of the remote e-voting period, the facility shall forthwith be blocked.

5. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on a first-come, first-served basis. However, this number does not include the large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Authorized representatives of the corporate members intending to participate in the AGM are requested to send by email a certified copy of the Board Resolution/Power of Attorney/Authority Letter, authorizing their representatives to attend and vote on their behalf in the Meeting to Mr. R. Sridharan of M/s. R. Sridharan and Associates, Company Secretaries, Scrutinizer, at rsaevoting@gmail.com with a copy marked to the Company, at investors@mpslimited.com.

8. All documents referred to in the accompanying Notice can be obtained for inspection by writing to the Company at its email ID investors@mpslimited.com till the date of the AGM. Further, Shareholders may also write to the Company at its email ID investors@mpslimited.com for inspection of any statutory register/documents required to be placed at the time of the AGM of the Company. The same will be replied to by the Company suitably.

9. Members seeking any information with regard to Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting, so that the information is made available by the management on the day of the meeting.

10. In compliance with the above circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2025-26 will be sent to all the shareholders whose email addresses are registered/available with the Company/Depository Participants as on the cut-off date determined for this purpose, i.e., Friday, 07 August 2026. The Notice of the AGM will be uploaded on the Company's website at the weblink https://www.mpslimited.com/annual-general-meeting/. The Annual Report of the Company will also be available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM), i.e., www.evotingindia.com.

The Company will also send a physical communication to the Members whose email addresses are not updated in the records, which contains the exact link and a QR code of the Company's website to access the Notice and Annual Report for FY 2025-26 and other relevant documents.

However, the Shareholders of the Company may request a physical copy of the Notice and Annual Report from the Company by sending a request to investors@mpslimited.com in case they wish to obtain the same.

11. The proceedings and the recording of the forthcoming AGM on Friday, 04 September 2026, shall also be made available on the Company's website at the weblink https://www.mpslimited.com/annual-general-meeting/, as per the applicable laws.
12. The Members whose unclaimed dividends and/or shares have been transferred to IEPF may contact the Company or RTA and submit the required documents for the issue of the Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on www.iepf.gov.in. For details, please refer to the Report on Corporate Governance, which is a part of the Annual Report and the FAQ of the investor page on the Company's website https://www.mpslimited.com/annual-general-meeting.
13. The Financial Statements of the Subsidiary Companies and the related information have also been made available for inspection by the members at the Corporate Office of the Company during business hours on all working days, up to the date of the ensuing AGM of the Company. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office/Corporate Office of the Company. The Financial Statements, including the Consolidated Financial Statements, Financial Statements of Subsidiaries, and all other documents, are also available on the Company's website at the weblink https://www.mpslimited.com/financial-information/.
14. SEBI, vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 31 July 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal, and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login. Link to the ODR Portal is also available on the homepage of the Company's website at https://www.mpslimited.com/
15. The Explanatory Statement, as per Section 102 of the Act, setting out material facts in respect of the business under Item Nos. 4 and 5 of this Notice, proposed to be transacted at the AGM, is annexed to this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Part A – Individual Demat Shareholders

Step 1: Access through the Depositories (CDSL/NSDL) e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The remote e-voting period commences on Tuesday, 01 September 2026 at 09:00 AM (IST) and ends on Thursday, 03 September 2026 at 05:00 P.M. (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, 28 August 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to its shareholders in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all Demat account holders, by way of a single login credential, through their Demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

Part B – Physical/Non-individual Shareholders

Step 1: Access through the Depositories (CDSL/NSDL) e-Voting system in case of individual shareholders holding shares in Demat mode.

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile numbers and email addresses in their Demat accounts in order to access the e-Voting facility.

Pursuant to the above-mentioned SEBI Circular, the login method for e-voting for Individual Shareholders holding securities in demat mode CDSL/NSDL) is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for the CDSL Easi/Easiest facility can log in through their existing user ID and password. An option will be made available to reach the e-voting page without any further authentication. The users to log in to Easi/Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & My Easi New (Token) Tab. 2) After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meetings & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' websites directly. 3) If the user is not registered for Easi/Easiest, an option to register is available at the CDSL website www.cdslindia.com and click on the login & My Easi New (Token) Tab and then click on the registration option. 4) Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN from an e-voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress, and also be able to directly access the system of all e-voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL Depository	1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login," which is available under the 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see the e-voting services. Click on "Access to e-voting" under e-voting services, and you will be able to see the e-voting page. Click on the Company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon "Login", which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-voting page. Click on the Company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting. 4) For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client ID, PAN No., Verification code, and generate an OTP. Enter the OTP received on your registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-voting page. Click on the company name, i.e., MPS Limited or the e-voting service provider name, i.e., CDSL, and you will be redirected to the e-voting website of CDSL, for casting your vote during the remote e-voting period or joining the virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) log in through their Depository Participants (DP)	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After a Successful login, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider name, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve their User ID/Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through the Depository, i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode

(i) Login method for Remote e-voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on the "Shareholders" module.

3) Now, enter your User ID

a. For CDSL: 16-digit beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.

4) Next, enter the Image Verification as displayed and click on Login.

5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	**Enter your 10-digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)** • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	**Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or the Company records to log in.** • If both details are not recorded with the Depository or Company, please enter the member ID/ folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on the "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN of the Company **MPS Limited - 260731001** on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution, and the option NO implies that you dissent from the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.

(xi) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutinizer for verification.

(xiii) **Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.**

- Non-individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz; rsaevoting@gmail.com marking a copy to investors@mpslimited.com (designated e-mail address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending the meeting & remote e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for a better experience.
5. Further, shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through a Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance, at the latest by Friday, 28 August 2026, mentioning their name, demat account number/

folio number, email ID, and mobile number at investors@mpslimited.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, latest by Friday, 28 August 2026, mentioning their name, demat account number/folio number, email ID, and mobile number at investors@mpslimited.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders who are present in the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through the VC/OAVM facility, then the votes cast by such shareholders may be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the Company at investors@mpslimited.com /RTA email id at nagaraj@cameoindia.com.

2. For Demat shareholders, please update your email ID & mobile no with your respective Depository Participant (DP)

3. For Individual Demat shareholders– Please update your email ID & mobile no with your respective Depository Participant (DP), which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending the AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact the toll-free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

OTHER GUIDELINES FOR MEMBERS:

a. SEBI vide its circular mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall not be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 01 April 2024, upon their furnishing all the aforesaid details in entirety.

   Further, any service requests or complaints received from the member are not processed by RTA till the aforesaid details/documents are provided to RTA.

   SEBI has introduced Form ISR-1 along with other relevant forms to lodge any request for registering PAN, KYC details, or any change/updation thereof.

   Members may also note that SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07 May 2024 has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4.

A special window, as per SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, is available till February 4, 2027, to facilitate re-lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible members are requested to submit the requisite documents before February 4, 2027 to the Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged.

Relevant details and forms prescribed by SEBI in this regard are available on the Company's website at the weblink https://www.mpslimited.com/notices-and-voting-results/ for information and use by the shareholders. You are requested to kindly take note of the same and update your particulars timely.

b. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA of any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP, and holdings should be verified.

c. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Director proposed to be re-appointed at the Annual General Meeting is given in the Annexure to the Notice.

d. Pursuant to Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Rules made thereunder, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the Company's website at the weblink https://www.mpslimited.com/notices-and-voting-results/. Further, SEBI, vide its circular dated 03 November 2021, has mandated to furnish of Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholders do not wish to register for the Nomination.

e. The Board vide its resolution passed on Tuesday, 21 July 2026, has appointed Mr. R. Sridharan (FCS No. 4775, CP No. 3239), of M/s. R. Sridharan and Associates, Company Secretaries, as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at the weblink https://www.mpslimited.com/notices-and-voting-results/ and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The result shall also be forwarded to the stock exchanges where the shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Limited.

f. Subject to receipt of a requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Friday, 04 September 2026.

On behalf of the Board
For MPS Limited

Place: Singapore
Date: 29 July 2026

Rahul Arora
Chairman and CEO
DIN: 05353333

Registered Office:
Block-B6, 3rd Floor,
Gateway Office Parks,
No. 16, G.S.T Road, Perungalathur, Chennai,
Tambaram, Kanchipuram, Tamil Nadu-600063
CIN: L22122TN1970PLC005795

DETAILS PURSUANT TO REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

Item No. 3

As per the provisions of Section 139 of the Companies Act, 2013 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014, every listed company shall appoint or re- appoint an audit firm as auditor for a maximum of 2 terms of 5 consecutive years.

The shareholders in their 51st Annual General Meeting held on 30 June 2021, had approved the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants ("WCC LLP") (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of its 51st Annual General Meeting ("AGM") till the conclusion of the 56th AGM to be held in the calendar year 2026. As their first term as Statutory Auditors of the Company will be completed at the conclusion of the ensuing 56th AGM, it is proposed to seek shareholders' approval for their re-appointment for a second term of 5 consecutive years, i.e., to hold office from the conclusion of the ensuing 56th AGM till the conclusion of the 61st AGM of the Company, to be held in the calendar year 2031.

Based on the expertise, experience, and performance of WCC LLP, the Audit Committee, at its meeting held on 14 May 2026, recommended to the Board of Directors their re-appointment as Statutory Auditors of the Company. While making its recommendation, the Audit Committee has taken into consideration, inter alia, the firm's extensive experience in audit services, deep understanding of the Company's business and operations, strong technical capabilities, adherence to high standards of audit quality, independence and effectiveness of its performance during the first term.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 15 May 2026, subject to the approval of the shareholders of the Company, approved the re-appointment of WCC LLP as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing 56th AGM till the conclusion of the 61st AGM of the Company, to be held in the year 2031.

Brief Profile of M/s. Walker Chandiok & Co LLP

M/s. Walker Chandiok & Co LLP (Firm Registration no. 001076N/N500013) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI), Public Company Accounting Oversight Board (PCAOB), and empanelled with the Comptroller and Auditor General of India (CAG). The firm was established in the year 1935, and its registered office is situated at New Delhi with eighteen other offices across major cities in India. It has eighty-six partners. It has a valid peer review certificate and is one of India's leading audit firms, providing audit and assurance services to several large companies, including some of the top one hundred listed entities in India.

Terms of Appointment:

5 (five) consecutive years from the conclusion of this 56th Annual General Meeting until the conclusion of the 61st Annual General Meeting.

Proposed Remuneration

The Company has paid a remuneration of INR 80,00,000/- (Rupees Eighty Lakhs only), on a consolidated basis, plus applicable taxes and reimbursement of out-of-pocket expenses, to Walker Chandiok & Co LLP for carrying out the statutory audit of the Company for the financial year 2025-26.

The proposed remuneration payable to Walker Chandiok & Co LLP for carrying out the statutory audit of the Company for the financial year 2026-27 is INR 81,00,000/- (Rupees Eighty-One Lakhs only), on a consolidated basis, plus applicable taxes and reimbursement of out-of-pocket expenses. The aforesaid remuneration is subject to such revision, if any, as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee, depending upon the scope of audit services to be rendered.

In addition to the Statutory Audit, the Company may engage WCC LLP for other permissible non-audit professional services, including issuance of certificates, reports and attestations under applicable statutory and regulatory requirements, as may be required from time to time; provided that WCC LLP shall not render any services prohibited under Section 144 of the Companies Act, 2013 or any other applicable law(s). The above-mentioned fees exclude remuneration payable, if any, for the statutory audits of subsidiaries.

WCC LLP has given its consent to act as the Statutory Auditors of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

Accordingly, the approval of the shareholders is being sought by way of an Ordinary Resolution, as set out at Item No. 3 of this Notice, for the re-appointment of WCC LLP as the Statutory Auditors of the Company. The Board of Directors recommends the Ordinary Resolution set forth as Item No. 3 of the notice for approval by the shareholders.

None of the directors and/or key managerial personnel of the Company, including their relatives, are interested or concerned in the resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (the "NRC") appointed Mr. Atul Vohra (DIN: 11734775) as an Additional Director under the category of Non-Executive, of the Company, to hold the office effective from 06 July 2026, up to the date of the next General Meeting or within three months from the date of appointment, whichever is earlier, subject to the approval of Members of the Company, and that Mr. Atul Vohra shall be liable to retire by rotation.

Further, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Atul Vohra would require the approval of Members of the Company at the ensuing 56th AGM of the Company.

Mr. Atul Vohra is eligible to be appointed as Non-Independent Non-Executive Director of the Company. The Company has received notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. Further, Mr. Atul Vohra is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of a Director by virtue of any SEBI order or any other such authority.

A brief profile of Mr. Atul Vohra, along with additional details as required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given in the Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Atul Vohra will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

Mr. Atul Vohra, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives, in any way, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the appointment of Mr. Atul Vohra as a Non-Independent Non-Executive Director in the best interest of the Company and recommends the resolution at Item No. 4 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

Item No. 5

Mr. Karthik Bhat Khandige (DIN: 06730563) was appointed as an Independent Non-Executive Director of the Company for a first term of 2 (two) years commencing from 30 July 2024 to 29 July 2026 pursuant to a Postal Ballot (Remote E-Voting) passed on 24 September 2024. Accordingly, his present term shall expire upon completion of the said tenure on 29 July 2026. Currently, he is also serving as a Member of the Audit Committee and the Risk Management Committee. He is now eligible for re-appointment for a second term as Independent Non-Executive Director of the Company.

Based on his performance evaluation and the recommendation of the Nomination and Remuneration Committee (NRC), Mr. Karthik Bhat Khandige has demonstrated the skills and expertise required for the role of an Independent Director during his first term. He has over 20 years of experience in both investment and business operations. He has advised, built, and invested in over 75 startups. His continued contribution is expected to benefit the Board and the Company.

Accordingly, the Board of Directors of the Company at their meeting held on 29 July 2026, on the recommendation of the NRC, re-appointed Mr. Karthik Bhat Khandige (DIN: 06730563) as an Independent Director for a second term of 5 (five) consecutive years, effective 30 July 2026 to 29 July 2031 (both days inclusive), in accordance with Sections 149, 150, and 152 of the Companies Act, 2013 (the "Act").

In accordance with Section 149 read with Schedule IV of the Act, the re-appointment of an Independent Director requires the approval of the Members of the Company. Further, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that approval of Members for the appointment of a Director is obtained at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Mr. Karthik Bhat Khandige would require the approval of Members of the Company at the ensuing 56^{th} AGM of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director. The Company has also received a declaration of independence from Mr. Karthik Bhat Khandige. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance that could impair his ability to discharge duties independently. Further, he is neither disqualified under Section 164(2) of the Act nor debarred from holding the office of Director by any authority, and he is registered with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the NRC and the Board, Mr. Karthik Bhat Khandige continues to fulfil the conditions of independence specified in the Act, the Rules made thereunder, and the SEBI Listing Regulations, and remains independent of the Management.

A brief profile of Mr. Karthik Bhat Khandige, along with additional details as required under Regulation 36 of the SEBI Listing Regulations and SS-2, is provided in the Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Karthik Bhat Khandige will continue to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participation in such meetings, and such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits specified under the Act and the Rules framed thereunder. The terms and conditions of his re-appointment are available for inspection by the Members as indicated in the Notes to this Notice and on the Company's website at https://www.mpslimited.com/investors-overview/.

In compliance with Section 149 read with Schedule IV of the Act, along with Regulation 17(1C) and Regulation 25(2A) of the SEBI Listing Regulations, the re-appointment of Mr. Karthik Bhat Khandige as an Independent Director for a second term of 5 (five) consecutive years is being placed before the Members for their approval within the prescribed timeframe.

Mr. Karthik Bhat Khandige, being the appointee, is interested in this resolution. His relatives are also deemed to be interested to the extent of their shareholding, if any, in the Company. Save, and except the above, none of the

Directors, Key Managerial Personnel, or their Relatives are concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 5.

The Board of Directors, based on the recommendation of the NRC, considers the re- appointment of Mr. Karthik Bhat Khandige for a second term to be in the best interest of the Company and accordingly recommends the resolution set out at Item No. 5 of the notice for approval of the members as a Special Resolution.

On behalf of the Board
For MPS Limited

Place: Singapore
Date: 29 July 2026

Rahul Arora
Chairman and CEO
DIN: 05353333

Registered Office:
Block-B6, 3rd Floor,
Gateway Office Parks,
No. 16, G.S.T Road, Perungalathur, Chennai,
Tambaram, Kanchipuram, Tamil Nadu-600063
CIN: L22122TN1970PLC005795

ANNEXURE TO THE NOTICE

Details of the Director seeking Re-appointment/Appointment as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by ICSI are furnished below:

For Item No. 2

Name of Director	Ms. Jayantika Dave
DIN	01585850
Date of Birth	24 January 1955
Age	71 years
Date of Appointment(Initial)	20 February 2025
Educational Qualifications	Economics Honours graduate from Lady Shri Ram College, University of Delhi, and Master's in Business Administration from the Faculty of Management Studies, University of Delhi.
Nature of Expertise	Human Resource Strategy, Leadership Development, Organizational Culture, Executive Coaching, Business Consulting, M&A Transitions, and Talent Management across diverse sectors.
Terms and Conditions of re-appointment	The terms and conditions of re-appointment are in accordance with the Nomination and Remuneration Policy of the Company. The same is available for inspection by the members at the Company's registered office during normal business hours and is also provided on the Company's website, i.e. www.mpslimited.com.
Number of Board Meetings entitled to attend and attended during the year	Ms. Jayantika Dave attended all 5 (five) Board Meetings held during FY 2025-26 and all 2 (two) Board Meetings held during FY 2026-27 up to the date of this Notice.
Directorships held in other companies in India#	a) Ingersoll-Rand (India) Limited b) MPS Interactive Systems Limited
*Chairpersonship/Membership of committees in other companies in India	MPS Limited • Nomination & Remuneration Committee - Member • Corporate Social Responsibility Committee – Member MPS Interactive Systems Limited • Nomination & Remuneration Committee – Member Ingersoll-Rand (India) Limited • Audit Committee- Member • Nomination & Remuneration Committee- Chairperson • Stakeholders Relationship Committee- Chairperson • Corporate Social Responsibility Committee - Member
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years.	Nil

Name of Director	Ms. Jayantika Dave
Shareholding in the Company, including shareholding as a beneficial owner	a) Own- Nil b) For other persons on a beneficial basis- Nil
Remuneration last drawn	During FY 2025-26, Ms. Jayantika Dave was paid a sitting fee of INR 5,20,000 (Rupees Five Lakhs Twenty Thousand Only), as disclosed in the Corporate Governance Report, forming part of this Annual Report.
Remuneration proposed to be given	Ms. Jayantika Dave shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees, and such other sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Disclosure of relationships between directors inter se	Nil

#Directorship indicates directorship in Indian Public Companies, including MPS Limited.

**Chairpersonship/Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies, including MPS Limited.*

For Item No. 4

Name of Director	Mr. Atul Vohra
DIN	11734775
Date of Birth	05 November 1957
Age	68 years
Date of Appointment (Initial)	06 July 2026
Educational Qualifications	Bachelor of Arts from St. Stephen's College, University of Delhi, and Master of Business Administration from IIM Ahmedabad.
Brief Profile, Skills and Capabilities required for the role and manner in which the proposed person meets such requirements	Atul Vohra is a seasoned global business executive with over 30 years of leadership experience across Fortune 50, mid-cap, and private equity-backed organizations. He has built and transformed businesses across North America, Europe, and Asia, leading growth initiatives in both B2C and B2B sectors. Recognized for his strategic vision, customer-centric leadership, and operational excellence, he has consistently delivered sustainable growth, expanded market opportunities, and created long-term enterprise value across multiple industries. Over the course of his career, Mr. Vohra has held senior leadership positions with leading global organizations including Solera, Dell/Perot Systems, Majesco, Citigroup, American Express, and Unilever. At Solera, he served as a member of the Executive Leadership Team, Regional Managing Director, and Chief Marketing Officer, playing a pivotal role in transforming the Company into a globally integrated operating business while driving market expansion, digital innovation, brand transformation, and customer growth during a period in which the company's revenues increased six-fold. Mr. Vohra's extensive experience also includes 13 years with Citigroup, where he held leadership roles across North America, Europe, and Asia, spearheading innovative initiatives in consumer banking, payments, insurance, and cross-border financial services. Mr. Vohra holds a Bachelor's degree in Economics and an MBA from India's premier institutions. In addition to his corporate leadership career, he has been an Advisory Board Member of listed companies and non-profits. He is also Adjunct Faculty at Southern Methodist University, where he has developed a highly rated MBA course on Global Strategy & Entrepreneurship. He is also a published author, executive coach, and Brand Ambassador for EarthX and the Festival of Joy.
Nature of Expertise in a specific functional area	Strategic Leadership, Business Transformation, Global Operations, Growth Strategy, Marketing & Branding.
Terms and Conditions of Appointment	Appointment as Non-Independent Non-Executive Director of the Company, effective from 06 July 2026, and Mr. Atul Vohra shall be liable to retire by rotation.

Name of Director	Mr. Atul Vohra
Number of Board Meetings entitled to attend and attended during the year	Mr. Atul Vohra has attended 1 (One) Board meeting held during FY 2026-27 up to the date of this Notice.
Directorships held in other Companies#	Nil
Membership/Chairpersonship of Committees in other Companies*	MPS Limited • Stakeholders Relationship Committee-Member
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years.	Not Applicable
Shareholding in the Company, including shareholding as a beneficial owner	a) Own- Nil b) For other persons on a beneficial basis- Nil
Remuneration proposed to be given	Mr. Atul Vohra shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and Committees, if any, and such other sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Disclosure of relationships between directors inter-se	Nil

#Directorship indicates directorship in Indian Public Companies, including MPS Limited.

**Chairpersonship/Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies, including MPS Limited.*

For Item No. 5

Name of Director	Mr. Karthik Bhat Khandige
DIN	06730563
Date of Birth	31 August 1982
Age	43 years
Date of Appointment (Initial)	30 July 2024
Educational Qualifications	Chartered Accountant, Post-Graduate Programme in Management from Indian School of Business (ISB), Hyderabad, Bachelor of Commerce.
Brief Profile, Skills and Capabilities required for the role and manner in which the proposed person meets such requirements	Karthik Bhat Khandige is the Founder and Managing Partner of Force Ventures, a venture firm specializing in early-stage investments from pre-seed and seed to Series A rounds.
	With over 20 years of experience, Karthik has held significant leadership roles as both an investor and a business operator. From 2001 to 2009, Karthik worked with prominent firms such as SB Billimoria (now Deloitte India) and Goldman Sachs Equity Research. Following his MBA from the Indian School of Business (ISB) in 2010-2011, he has played a pivotal role in the startup ecosystem, advising, building, and investing in over 75 high-growth startups. His investment portfolio spans public and private markets, including both equity and debt. Karthik's notable tenure in the startup ecosystem includes leadership positions at Zephyr Peacock India Fund, part of the global Zephyr Management Group, and Dailyhunt, a leading unicorn in local language content in India. He later founded and led Ubiquity Capital, focusing on early-stage venture debt, successfully overseeing the deployment and syndication of debt capital across more than 20 companies with zero delinquencies and top-tier IRRs. In recognition of his impact, Karthik was ranked among India's most prolific angel investors by Moneycontrol and Inc42 in 2022 and 2023. He holds an MBA from ISB Hyderabad, has cleared the CFA Level 3 exams from the CFA Institute (USA), and is a Chartered Accountant from the Institute of Chartered Accountants of India.
Nature of Expertise in a specific functional area	Venture Capital & Startup Investments, Investment Management, Corporate Finance & Venture Debt, Financial Analysis, Valuation & Due Diligence, Startup Scaling & Strategic Growth, Corporate Governance & Leadership Management.
Terms and Conditions of re-appointment	Re-appointment as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years effective from 30 July 2026 to 29 July 2031 (both days inclusive). The terms and conditions of re-appointment are in accordance with the Nomination and Remuneration Policy of the Company. The same is available for inspection by the members at the Company's registered office during normal business hours and is also provided on the Company's website, i.e. www.mpslimited.com.
Number of Board Meetings entitled to attend and attended during the year	Mr. Karthik Bhat Khandige attended all 5 (five) Board Meetings held during FY 2025-26 and all 2 (two) Board Meetings held during FY 2026-27 up to the date of this Notice.

Name of Director	Mr. Karthik Bhat Khandige
Directorships held in other Companies#	MPS Interactive Systems Limited- Independent Non-Executive Director
Membership/Chairpersonship of Committees in other Companies*	MPS Limited • Audit Committee – Member • Risk Management Committee- Member MPS Interactive Systems Limited • Audit Committee- Chairperson • Nomination & Remuneration Committee- Member
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years.	Not Applicable
Shareholding in the Company, including shareholding as a beneficial owner	a) Own- Nil b) For other persons on a beneficial basis- Nil
Remuneration last drawn	During FY 2025-26, Mr. Karthik Bhat Khandige was paid a sitting fee of INR 8,40,000 (Rupees Eight Lakhs Forty Thousand Only), as disclosed in the Corporate Governance Report, forming part of this Annual Report.
Remuneration proposed to be given	Mr. Karthik Bhat Khandige shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees, and such other sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Disclosure of relationships between directors inter-se	Nil

#Directorship indicates directorship in Indian Public Companies, including MPS Limited.

** Chairpersonship/Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies, including MPS Limited.*