

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF MPS LIMITED

1. We have audited the accompanying Statement of Consolidated Financial Results of **MPS LIMITED** ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") for the year ended March 31, 2016 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared on the basis of the related consolidated financial statements which is in accordance with the Accounting Standards, prescribed under Section 133 of the Companies Act, 2013, as applicable, and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Holding Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

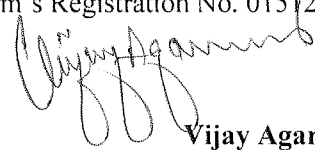
3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - a. includes the results of its subsidiary, MPS North America LLC
 - b. is presented in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

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**Deloitte
Haskins & Sells**

- c. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and other financial information of the Group for the year ended March 31, 2016.
4. The Statement includes the results for the Quarter ended March 31, 2016 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 015125N)



Vijay Agarwal
Partner
(Membership No. 094468)

Gurgaon, May 17, 2016



PART I: Statement of Consolidated Audited Financial Results for the Quarter and Year ended 31-Mar-2016

in ₹ lacs

Sl No	Particulars	Three months ended 31-Mar-2016 (Audited) (Refer Note 2)	Preceding three months ended 31-Dec-2015 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2015 (Audited) (Refer Note 2)	Current Year ended 31-Mar-2016 (Audited)	Previous Year ended 31-Mar-2015 (Audited)
1.	Income from operations					
a)	Net sales/income from operations	6,515	6,898	5,494	25,721	22,387
b)	Other operating income	-	-	-	-	-
	Total Income from operations (net)	6,515	6,898	5,494	25,721	22,387
2.	Expenses					
a)	Cost of materials consumed	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-
c)	Employee benefit expense	2,775	2,694	2,410	10,955	9,407
d)	Depreciation and amortization expense	114	93	116	412	545
e)	Foreign Exchange (Gain)/Loss	(142)	(92)	(117)	(408)	(632)
f)	Other expenses	1,427	1,603	1,235	5,665	4,943
	Total expenses	4,174	4,298	3,644	16,624	14,263
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	2,341	2,600	1,850	9,097	8,124
4.	Other income	667	33	62	1,429	443
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	3,008	2,633	1,912	10,526	8,567
6.	Finance costs	6	2	24	11	29
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	3,002	2,631	1,888	10,515	8,538
8.	Exceptional items	-	-	-	-	772
9.	Profit/(Loss) from ordinary activities before tax (7+8)	3,002	2,631	1,888	10,515	9,310
10.	a) Provision for taxation	1,006	929	622	3,626	3,166
	b) Provision for taxation for earlier years	(235)	-	-	(235)	-
11.	Net Profit/(Loss) from ordinary activities after tax (9-10)	2,231	1,702	1,266	7,124	6,144
12.	Extraordinary items (net of tax expense)	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11±12)	2,231	1,702	1,266	7,124	6,144
14.	Paid-Up equity share capital (Face Value Rs. 10 per Equity Share)	1,862	1,862	1,862	1,862	1,862
15.	Reserves excluding Revaluation Reserve as per the balance sheet				26,081	23,749
16.	i Earnings per share (before extraordinary items) (not annualised):					
	(a) Basic	11.98	9.14	7.41	38.26	36.38
	(b) Diluted	11.98	9.14	7.41	38.26	36.38
	ii Earnings per share (after extraordinary items) (not annualised):					
	(a) Basic	11.98	9.14	7.41	38.26	36.38
	(b) Diluted	11.98	9.14	7.41	38.26	36.38



Statement of Assets and Liabilities		<i>in ₹ lacs</i>	
Particulars	As at 31-Mar-2016 (Audited)	As at 31-Mar-2015 (Audited)	
A Equity and Liabilities			
1	Shareholders' funds		
	(a) Share capital	1,862	1,862
	(b) Reserves and surplus	26,081	23,749
	Sub-total - Shareholders' funds	27,943	25,611
2	Non-current liabilities		
	Deferred tax liabilities (net)	167	76
	Sub-total - Non-current liabilities	167	76
3	Current liabilities		
	(a) Trade payables	1,188	1,113
	(b) Other current liabilities	939	958
	(c) Short-term provisions	265	492
	Sub-total - Current liabilities	2,392	2,563
Total - Equity and Liabilities		30,502	28,250
B Assets			
1	Non-current assets		
	(a) Fixed assets		
	(i) Tangible assets	2,360	2,150
	(ii) Intangible assets	1,229	1,113
		3,589	3,263
	(b) Long-term loans and advances	2,685	2,247
	(c) Other Non-current assets	27	18
	Sub-total - Non-current assets	6,301	5,528
2	Current assets		
	(a) Current investments	16,902	15,904
	(b) Trade receivables	4,497	3,933
	(c) Cash and cash equivalents	1,429	1,646
	(d) Short-term loans and advances	432	363
	(e) Other current assets	941	876
	Sub-total - Current assets	24,201	22,722
Total - Assets		30,502	28,250

Notes:

- The Financial Results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting on 17-May-2016.
- The figures for the three months ended 31-Mar-2016 and 31-Mar-2015, are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to preceding quarter of the relevant financial year.
- The Group operates in a single segment, "the business of providing publishing solutions viz., typesetting and data digitization services".
- The entire proceeds of Rs. 147.80 crores from Qualified Institutional Placement ("QIP") (net of issue expenses) raised during the year ended 31-Mar-2015, pending utilisation for the objects of QIP - growth opportunities such as acquisitions, strategic initiatives, general corporate purposes and any other purposes as may be permissible under applicable law, remains invested in interest/dividend bearing liquid instruments, including money market mutual funds.
- The standalone results are available on the Company's website www.adi-mps.com. The particulars in respect of standalone results are as under:

Particulars (Standalone)	Three months ended 31-Mar-2016	Preceding three months ended 31-Dec-2015	Corresponding three months ended in previous year 31-Mar-2015	Year ended 31-Mar-2016	Previous Year ended 31-Mar-2015
Net Sales	5,503	6,085	4,816	22,404	20,317
Profit before exceptional item and tax	2,818	2,582	1,734	10,388	8,103
Exceptional Items	-	-	-	-	772
Profit/(Loss) before tax	2,818	2,582	1,734	10,388	8,875
Tax Expense	698	913	567	3,335	3,005
Net Profit/(Loss)	2,120	1,669	1,167	7,053	5,870

- Figures for the previous period(s)/years have been regrouped/recast where necessary.


 By Order of the Board of Directors
 Rahul Arora




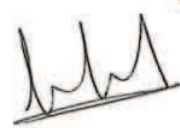

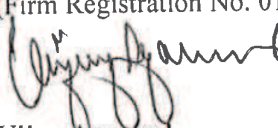
Place: Gurgaon

Dated : 17-May-2016

Chief Executive Officer and Whole Time Director

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1	Name of the Company	MPS Limited
2	Annual Consolidated Financial Statements for the year ended	March 31, 2016
3	Type of Audit observation	Un- modified
4	Frequency of observation	Not Applicable
5	To be signed by :	
	CEO / Managing Director	 Rahul Arora
	Audit Committee Chairman	 Vijay Sood
	CFO	 Sunit Malhotra Place: Gurgaon Date : May 17, 2016
	Auditor of the Company	Refer to our Audit Report dated May 17, 2016 on the Consolidated Financial Statements of the Company. For Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 015125N)  Vijay Agarwal Partner (Membership No. 094468) Place: Gurgaon Date: May 17, 2016

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF MPS LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **MPS LIMITED** ("the Company") for the year ended March 31, 2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

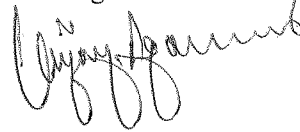
3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net profit and other financial information of the Company for the year ended March 31, 2016.

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**Deloitte
Haskins & Sells**

4. The Statement includes the results for the Quarter ended March 31, 2016 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 015125N)



Vijay Agarwal
Partner
(Membership No. 094468)

Gurgaon, May 17, 2016





MPS Limited

Registered Office: 4th Floor, R.R Towers IV, T.V.K. Industrial Estate, Guindy, Chennai 600 032
 Tel: +91 44 49162222, Fax: +91 44 49162225, Email: info@adi-mps.com, Web site: www.adi-mps.com
 CIN: L22122TN1970PLC005795

PART I: Statement of Standalone Audited Financial Results for the Quarter and Year ended 31-Mar-2016

in ₹ lacs

Sl. No	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Current Year ended	Previous Year ended
		31-Mar-2016 (Audited) (Refer Note 2)	31-Dec-2015 (Un-Audited)	31-Mar-2015 (Audited) (Refer Note 2)	31-Mar-2016 (Audited)	31-Mar-2015 (Audited)
1.	Income from operations					
a)	Net sales/income from operations	5,503	6,085	4,816	22,404	20,317
b)	Other operating Income	-	-	-	-	-
	Total Income from operations (net)	5,503	6,085	4,816	22,404	20,317
2.	Expenses					
a)	Cost of materials consumed	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-
c)	Employee benefit expense	2,322	2,229	2,115	9,081	8,457
d)	Depreciation and amortization expense	109	87	113	386	517
e)	Foreign Exchange (Gain)/Loss	(142)	(92)	(117)	(408)	(632)
f)	Other expenses	1,059	1,308	1,000	4,372	4,273
	Total expenses	3,348	3,532	3,111	13,431	12,615
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	2,155	2,553	1,705	8,973	7,702
4.	Other income	669	31	54	1,426	430
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	2,824	2,584	1,759	10,399	8,132
6.	Finance costs	6	2	25	11	29
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	2,818	2,582	1,734	10,388	8,103
8.	Exceptional items	-	-	-	-	772
9.	Profit/(Loss) from ordinary activities before tax (7+8)	2,818	2,582	1,734	10,388	8,875
10.	a) Provision for taxation	933	913	567	3,570	3,005
	b) Provision for taxation for earlier years	(235)	-	-	(235)	-
11.	Net Profit/(Loss) from ordinary activities after tax (9-10)	2,120	1,669	1,167	7,053	5,870
12.	Extraordinary items (net of tax expense)	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11±12)	2,120	1,669	1,167	7,053	5,870
14.	Paid-Up equity share capital (Face Value Rs. 10 per Equity Share)	1,862	1,862	1,862	1,862	1,862
15.	Reserves excluding Revaluation Reserve as per the balance sheet				25,625	23,502
16.	i Earnings per share (before extraordinary items) (not annualised):					
	(a) Basic	11.39	8.96	6.83	37.88	34.76
	(b) Diluted	11.39	8.96	6.83	37.88	34.76
	ii Earnings per share (after extraordinary items) (not annualised):					
	(a) Basic	11.39	8.96	6.83	37.88	34.76
	(b) Diluted	11.39	8.96	6.83	37.88	34.76



Statement of Assets and Liabilities		in ₹ lacs	
Particulars		As at 31-Mar-2016	As at 31-Mar-2015
		(Audited)	(Audited)
A	Equity and Liabilities		
1	Shareholders' funds		
	(a) Share capital	1,862	1,862
	(b) Reserves and surplus	25,625	23,502
	Sub-total - Shareholders' funds	27,487	25,364
2	Non-current liabilities		
	(a) Deferred tax liabilities (net)	118	57
	Sub-total - Non-current liabilities	118	57
3	Current liabilities		
	(a) Trade payables	1,043	995
	(b) Other current liabilities	916	958
	(c) Short-term provisions	260	448
	Sub-total - Current liabilities	2,219	2,401
	Total - Equity and Liabilities	29,824	27,822
B	Assets		
1	Non-current assets		
	(a) Fixed assets		
	(i) Tangible assets	2,334	2,102
	(ii) Intangible assets	105	50
		2,439	2,152
	(b) Non-current Investments	2,424	1,785
	(c) Long-term loans and advances	2,664	2,240
	(d) Other Non-current assets	27	18
	Sub-total - Non-current assets	7,554	6,195
2	Current assets		
	(a) Current investments	16,902	15,903
	(b) Trade receivables	3,634	3,270
	(c) Cash and cash equivalents	423	1,278
	(d) Short-term loans and advances	422	354
	(e) Other current assets	889	822
	Sub-total - Current assets	22,270	21,627
	Total - Assets	29,824	27,822

Notes:

- The Financial Results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting on 17-May-2016.
- The figures for the three months ended 31-Mar-2016 and 31-Mar-2015 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to preceding quarter of the relevant financial year.
- The Company operates in a single segment, "the business of providing publishing solutions viz., typesetting and data digitization services".
- The entire proceeds of Rs. 147.80 crores from Qualified Institutional Placement ('QIP') (net of issue expenses) raised during the year ended 31-Mar-2015, pending utilisation for the objects of QIP - growth opportunities such as acquisitions, strategic initiatives, general corporate purposes and any other purposes as may be permissible under applicable law, remains invested in interest/dividend bearing liquid instruments, including money market mutual funds.
- Figures for the previous period(s)/year have been regrouped/recast where necessary.


 By Order of the Board of Directors
 Rahul Arora






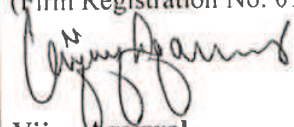
Place: Gurgaon

Dated : 17-May-2016

Chief Executive Officer and Whole Time Director

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1	Name of the Company	MPS Limited
2	Annual Standalone Financial Statements for the year ended	March 31, 2016
3	Type of Audit observation	Un-modified
4	Frequency of observation	Not Applicable
5	To be signed by :	
	CEO / Managing Director	 Rahul Arora
	Audit Committee Chairman	 Vijay Sood
	CFO	 Sunit Malhotra Place: Gurgaon Date : May 17, 2016
	Auditor of the Company	Refer to our Audit Report dated May 17, 2016 on the Standalone Financial Statements of the Company. For Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 015125N)  Vijay Agarwal Partner (Membership No. 094468) Place: Gurgaon Date: May 17, 2016

MPS

Financial Performance
FY16 Q4

Platforms and services for content creation,
production, and distribution

Financial Summary



www.adi-mps.com

Metrics		FY16 Q4	FY15 Q4	FY 15-16	FY 14-15	CQ - PYQ	Y-O-Y
Revenue	Total Revenue (INR Lacs)	6,515	5,494	25,721	22,387	19%	15%
	Total Revenue (\$'000)	9,640	8,840	39,186	36,543	9%	7%
	FX Gain adjusted revenue (INR Lacs)	6,656	5,601	26,125	22,972	19%	14%
Profit	EBITDA before exceptional items (INR Lacs)	2,456	1,966	9,681	8,669	25%	12%
	Operating Profit before exceptional items (INR Lacs)	2,336	1,826	9,258	8,095	28%	14%
	PBT before exceptional items (INR Lacs)	3,002	1,888	10,515	8,538	59%	25%
	PAT before exceptional items (INR Lacs)	2,231	1,266	7,124	5,634	77%	29%
Margin	EBITDA (%)	36.9%	35.1%	37.1%	37.7%		
	Operating Margin (%)	35.1%	32.6%	35.4%	35.2%		
	PBT (%) before exceptional items	45.1%	33.7%	40.2%	37.2%		
	PAT (%) before exceptional items	33.5%	22.6%	27.3%	24.5%		
EPS	Basic and Diluted (INR)	11.98	7.41	38.26	36.38		
	Adjusted EPS	10.72*	7.41	37.00*	33.36**		

- * adjusted for write back of tax provision for earlier years
- ** adjusted for write-back of depreciation net of taxes
- EPS for FY 2015-16 is on increased share capital of 18.62 million shares and for FY 2014-15 is on weighted number of 16.89 million shares during that period.

Cash and Cash equivalents

- Total Cash and Cash equivalents as on 31-Mar-16 is Rs. 183.3 Crores and Rs. 175.5 Crores as on 31-Mar-15; zero debt.

CSR Update

- Total YTD Spending Rs. 1.05 Crore

IIMPACT

- Area Covered: Girls Education
- Project Name: MPS Limited Girls Education Project
- Total Learning Centres being Supported: 100

Vedanta Cultural Foundation

- Area Covered: Promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Computer Education

- Imparting free computer education to under privileged students.

Key Business Metrics



Metrics		FY16 Q4	FY15 Q4	FY16 Q3	FY 15-16	FY 14-15
Currency Contribution (%)	USD	68%	70%	70%	69%	69%
	GBP	27%	26%	26%	27%	27%
	EURO	3%	3%	2%	2%	3%
	Others	2%	1%	2%	2%	1%
Geographic Concentration	North America	53%	54%	51%	52%	56%
	UK/Europe	45%	44%	47%	45%	42%
	Rest of the World	2%	2%	2%	3%	2%
Debtors	DSO	61	64	63	61	64
Client Concentration	Client Billed	83	99	101	147	140
	Top 5 contribution	63%	64%	65%	62%	62%
	Top 10 contribution	80%	80%	82%	80%	78%

₹ lacs.

Particulars	As on 31-Mar-16 (Audited)	As on 31-Mar-15 (Audited)	% of Change
Shareholder's Funds			
Share Capital	1,862	1,862	0
Reserves and Surplus	26,081	23,749	10%
Total Shareholder's Funds	27,943	25,611	9%
Application of Funds			
Fixed Assets	3,589	3,263	10%
Non-current Loans & Advances(net)	2,545	2,189	16%
Net Current Assets	21,809	20,159	8%
Total Application of Funds	27,943	25,611	9%

This presentation contains forward-looking statements, inter-alia, to enable investors to comprehend Company's prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is, inter-alia, subject to assumptions, risks, uncertainties, including but not limited to our ability to successfully conclude and integrate (potential) acquisition(s) and general regulatory and economic conditions affecting the industry. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, expected or projected. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Further this presentation may also contain references to findings of various reports available in public domain. We make no representations as to their accuracy or that we necessarily subscribe to those findings. Figures for previous periods / year have been regrouped, wherever necessary.

Thank You

MPS | www.adi-mps.com

Thank You