

May 17, 2019

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051

Department of Corporate Services -
Listing
BSE Limited
Phiroze JeeJeebhoy Towers,
Dalal Street,
Fort,
Mumbai - 400 001

Scrip Code: MPSLTD

Scrip Code: 532440

Sub.: Outcome of Board Meeting held on Friday, May 17, 2019

Dear Sir/ Madam,

Pursuant to the Regulation 30 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we hereby inform you that the Board of Directors of the Company, at their meeting held on May 17, 2019, has *inter-alia*, approved the following:

1. Audited Financial Results (Standalone and Consolidated) of the Company for the Quarter and Year ended March 31, 2019. It is hereby confirmed that the Audit Reports pertaining to aforesaid Financial Results do not have any modified opinion / qualification / reservation / adverse remarks. As per the Regulation 33 of the Listing Regulations, said Audited Financial Results alongwith Audit Reports on these Financials and Investors' presentation are enclosed herewith as **Annexure A**;
2. Directors recommended a Final Dividend of Rs. 25 per Equity Share of Rs. 10 each of the Company subject to the approval of the shareholders of the Company and fixed Wednesday, July 17, 2019 as the Record Date for the Final Dividend for the Financial Year 2018-19. Notice of the Record Date is enclosed as **Annexure B**;
3. Convening of the 49th Annual General Meeting of the Company on Wednesday, July 24, 2019; and
4. Closure of the Register of Members and Share Transfer Books of the Company ('Book Closure') from Thursday, July 18, 2019 to Wednesday, July 24, 2019 (both days inclusive). Notice of Book Closure is enclosed as **Annexure C**;

Based on the Consolidated Audited Financials of the Company for the year ended March 31, 2019, MPS North America LLC has become a Wholly Owned Material Subsidiary of the Company.



MPS Limited

C 35, Sector 62, Noida 201 307, INDIA

Tel: +91 120 4599 750 Fax: +91 120 4021 280

You are requested to take the above information and enclosed documents on your record.

Thanking you,

Yours Sincerely,
For **MPS Limited**

Sunit Malhotra
CFO & Company Secretary
Encl.: as above

www.mpslimited.com

Registered Office: RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600032 (INDIA), Tel: +91 44 49162222 Fax: +91 44 49 16 2225 Email: info@mpslimited.com

Corporate Identification Number: L22122TN1970PLC005795

B S R & Co. LLP

Chartered Accountants

Building No.10, 8th Floor, Tower-B
DLF Cyber City, Phase - II
Gurugram - 122 002, India

Telephone: + 91 124 719 1000
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Independent Auditor's Report on the Statement of Standalone Audited Results of MPS Limited pursuant to the Regulations 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015

To
Board of Directors of MPS Limited

We have audited the accompanying annual standalone financial results of MPS Limited ('the Company') for the year ended 31 March 2019, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Attention is drawn to the fact that the figures for the quarter ended 31 March 2019 and the corresponding quarter ended in the previous year as reported in these standalone financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

These standalone financial results have been prepared on the basis of the annual financial statements and reviewed quarterly standalone financial results upto the end of the third quarter which are the responsibility of the Company's management. Our responsibility is to express an opinion on these standalone financial results based on our audit of the annual financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as standalone financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and



- (ii) give a true and fair view of the net profit and other comprehensive income and other financial information for the year ended 31 March 2019.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022



Place: Gurugram
Date: 17 May 2019

Shashank Agarwal
Partner
Membership No. 095109



MPS Limited

Registered Office: 4th Floor, R.R Towers IV, Super A, 16/17, T.V.K. Industrial Estate, Guindy, Chennai 600 032
 Tel: +91 44 49162222, Fax: +91 44 49162225, Email: investors@mpslimited.com, Web site: www.mpslimited.com
 CIN: L22122TN1970PLC005795

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2019

(INR in lacs, except per equity share data)

SI No	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Current year ended	Previous year ended
		31-Mar-2019 (Audited) (refer note-2)	31-Dec-2018 (Un-Audited)	31-Mar-2018 (Audited) (refer note-2)	31-Mar-2019 (Audited)	31-Mar-2018 (Audited)
I	Revenue from operations (net)	5,158	5,608	5,217	22,396	21,834
II	Other income	1,195	556	497	2,602	2,509
III	Total income (I+II)	6,353	6,164	5,714	24,998	24,343
IV	Expenses					
	Employee benefit expense	2,152	2,150	2,192	8,620	9,064
	Finance cost	14	1	9	19	13
	Depreciation and amortization expense	132	181	171	646	754
	Other expenses	1,258	1,235	1,184	5,127	4,456
	Total expenses	3,556	3,567	3,556	14,412	14,287
V	Profit before exceptional items (III-IV)	2,797	2,597	2,158	10,586	10,056
VI	Exceptional items	-	-	-	-	-
VII	Profit before tax (V-VI)	2,797	2,597	2,158	10,586	10,056
VIII	Tax expense					
	Current tax	919	523	838	2,971	3,099
	Adjustment of tax relating to earlier years	(25)	31	(9)	6	(7)
	Deferred tax charge	(64)	236	(147)	135	143
	Total tax expense	830	790	682	3,112	3,235
IX	Profit for the period (VII-VIII)	1,967	1,807	1,476	7,474	6,821
X	Other comprehensive income					
	Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset	(2)	(23)	(16)	(14)	(89)
	Income tax relating to items that will not be reclassified to profit or loss	1	6	1	4	26
	Total other comprehensive income	(1)	(17)	(15)	(10)	(63)
XI	Total comprehensive income for the period (IX+X)	1,966	1,790	1,461	7,464	6,758
XII	Paid-up equity share capital (Face Value - INR 10 per Equity Share)	1,862	1,862	1,862	1,862	1,862
XIII	Earnings per equity share (nominal value of share INR 10)					
	Basic and Diluted	10.56	9.70	7.93	40.14	36.64

STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES

(INR in lacs)

S.No.	Particulars	As at 31-Mar-2019 (Audited)	As at 31-Mar-2018 (Audited)
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	1,726	1,910
	Investment property	111	114
	Goodwill	50	50
	Other intangible assets	682	986
	Financial assets		
	Investments	13,980	4,258
	Loans	2,217	154
	Other financial assets	27	26
	Income tax assets (net)	624	637
	Other non-current assets	277	370
	Total non-current assets	19,694	8,505

2	Current assets		
	Financial assets		
	Investments	16,772	28,800
	Trade receivables	3,782	3,611
	Cash and cash equivalents	571	282
	Other bank balances	2,780	-
	Loans	248	5
	Other financial assets	371	1,847
	Other current assets	4,083	842
	Total current assets	28,607	35,387
	TOTAL ASSETS	48,301	43,892
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,862	1,862
	Other equity	44,102	39,331
	Total equity	45,964	41,193
2	Liabilities		
	Non-current liabilities		
	Deferred tax liabilities (net)	514	383
	Total non-current liabilities	514	383
3	Current liabilities		
	Financial liabilities		
	Trade payables		
	Due to Micro and Small enterprises	26	15
	Due to Others	479	856
	Other financial liabilities	304	371
	Other current liabilities	627	605
	Provisions	251	285
	Income tax liabilities (net)	136	184
	Total current liabilities	1,823	2,316
	TOTAL EQUITY AND LIABILITIES	48,301	43,892

NOTES:

- 1 These results have been prepared in accordance with the Ind AS notified under the Companies (Indian Accounting Standards) Rules 2015. These results have been reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting held on 17 May 2019. The Statutory auditors of the Company have carried out audit of the financial results for the quarter and year ended 31 March 2019 and an unmodified report has been issued. The same has been filed with Stock Exchanges and is also available on the Company's website at www.mpslimited.com.
 - 2 The figures for the three months ended 31 March 2019 and 31 March 2018 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.
 - 3 **Segment Reporting**
- (a) Based on the "management approach" as defined in Ind AS108 Operating Segments, the Chief Operating Decision Maker ('CODM') evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

SI No	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Current year ended	Previous year ended
		31-Mar-2019	31-Dec-2018	31-Mar-2018	31-Mar-2019	31-Mar-2018
		(Audited)	(Un-Audited)	(Audited)	(Audited)	(Audited)
I	Segment revenue					
	Content solutions	4,388	4,534	4,228	18,439	17,752
	Platform solutions	770	1,074	989	3,957	4,082
	Total revenue from operations	5,158	5,608	5,217	22,396	21,834
II	Segment results (profit before tax, exceptional items and interest from each segment)					
	Content solutions	1,749	1,798	1,821	8,119	7,527
	Platform solutions	412	697	447	2,406	1,975
	Total	2,161	2,495	2,268	10,525	9,502
	Less: Finance cost	14	1	9	19	13
	Less: Un-allocable expenditure (net of un-allocable income)	(650)	(103)	101	(80)	(567)
	Profit before tax	2,797	2,597	2,158	10,586	10,056

(b) Assets and liabilities used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments and the management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities.

- During the year ended 31 March 2019, the Company had completed the acquisition of enterprise eLearning business of Tata Interactive Systems (a division of Tata Industries Limited) having its branches at USA, UK, Canada and UAE through MPS Interactive Systems Limited, a wholly owned subsidiary of the Company. The Company had invested INR 6,700 Lacs in MPS Interactive Systems Limited to fund the acquisition cost and working capital requirements related to this acquisition, amounting to INR 5,988 Lacs and INR 712 Lacs respectively. Investment in this wholly owned subsidiary carry a goodwill of INR 3,960 Lacs.
- The Company had acquired through Share Purchase Agreement the entire paid up equity share capital held by Tata Industries Limited in Tata Interactive Systems GmbH, Germany (now known as TOPSIM GmbH) on 2 July 2018 and Tata Interactive Systems AG, Switzerland (now known as MPS Europa AG) on 5 July 2018. The Company had invested INR 1,409 Lacs to acquire these wholly owned subsidiaries. Investment in these wholly owned subsidiaries carries a goodwill of INR 149 Lacs.
- The Company had raised INR 14,780 Lacs from Qualified Institutional Placement ('QIP') (net of issue expenses) during the year ended 31 March 2015. Out of the said proceeds, the Company had utilized a sum of INR 2,784 Lacs for acquisitions of companies and group of assets till 31 March 2018. During the financial year 2018-19, the balance net proceeds of INR 11,996 Lacs, has been utilized for acquisition as detailed in para 4 and 5 above and general corporate purposes through its wholly owned subsidiary, MPS Interactive Systems Limited.
- During the quarter ended 31 December 2018, the Board of Directors of the Company, based on a communication from ADI BPO Services Limited that the Board of ADI BPO Services Limited had decided to withdraw the proposed Scheme of demerger of "Infrastructure Management Business Undertaking" of ADI BPO Services Limited into ADI Media Private Limited and pursuant to Clause 38 (c) and proviso 39.2 of Clause 39 of the Scheme of Amalgamation declared the said Scheme to be null and void. Pursuant to Clause 40, the Company has taken steps for withdrawal of the Scheme with National Company Law Tribunal (NCLT), Chennai and withdrawal of such Scheme has been approved by NCLT, Chennai on 01 February 2019.

By Order of the Board of Directors

Rahul Arora

Place: Gurugram

Dated : 17 May 2019

Managing Director

B S R & Co. LLP

Chartered Accountants

Building No.10, 8th Floor, Tower-B
DLF Cyber City, Phase - II
Gurugram - 122 002, India

Telephone: + 91 124 719 1000
Fax: + 91 124 235 8613

Independent Auditor's Report on the Statement of Consolidated Audited Results of MPS Limited pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of MPS Limited

We have audited the consolidated annual financial results of MPS Limited for the year ended 31 March 2019, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Attention is drawn to the fact that the figures for the last quarter ended 31 March 2019 and the corresponding quarter ended in the previous year as reported in these consolidated annual financial results are the balancing figures between consolidated audited figures in respect of the full financial year and the published year to date consolidated figures upto the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

These consolidated annual financial results have been prepared from consolidated annual financial statements and reviewed quarterly consolidated financial results which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated annual financial results based on our audit of such consolidated annual financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated annual financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion

- (a) We did not audit the financial statements of 2 subsidiaries included in the consolidated annual financial results, whose annual financial statements reflect total assets of Rs.2,355.76 lakhs as at 31 March 2019 as well as the total revenue of Rs. 2,427.29 lakhs for the period from the date of acquisition to 31 March 2019.



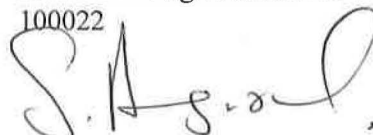
These subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's Management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's Management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the Management of the Company and audited by us.

Our opinion on the consolidated annual financial results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reports of other auditors on separate financial statements of the subsidiaries, these consolidated annual financial results:

- (i) include the annual financial results of the following entities (list of entities included in consolidation);
 - MPS Limited
 - MPS Interactive Systems Limited
 - MPS North America LLC
 - MPS Europa AG
 - TOPSIM GmbH
- (ii) have been presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- (iii) give a true and fair view of the net consolidated profit and other comprehensive income and other financial information for the year ended 31 March 2019

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-
100022



Shashank Agarwal
Partner

Membership No.: 095109

Place: Gurugram
Date: 17 May 2019



MPS Limited

Registered Office: 4th Floor, R.R Towers IV, Super A, 16/17, T.V.K. Industrial Estate, Guindy, Chennai 600 032
 Tel: +91 44 49162222, Fax: +91 44 49162225, Email: investors@mpslimited.com, Web site: www.mpslimited.com
 CIN: L22122TN1970PLC005795

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2019

(INR in lacs, except per equity share data)

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-2019 (Audited) (refer note-2)	31-Dec-2018 (Un-Audited)	31-Mar-2018 (Audited) (refer note-2)	31-Mar-2019 (Audited)	31-Mar-2018 (Audited)
I	Revenue from operations (net)	9,029	9,953	6,358	36,254	26,703
II	Other income	1,215	512	498	2,526	2,298
III	Total income (I+II)	10,244	10,465	6,856	38,780	29,001
IV	Expenses					
	Employee benefit expense	4,106	4,481	2,696	16,446	11,149
	Finance cost	14	1	9	19	13
	Depreciation and amortization expense	271	319	178	1,107	804
	Other expenses	2,646	2,923	1,769	10,473	6,849
	Total expenses	7,037	7,724	4,652	28,045	18,815
V	Profit before exceptional items (III-IV)	3,207	2,741	2,204	10,735	10,186
VI	Exceptional items	-	-	-	-	-
VII	Profit before tax (V-VI)	3,207	2,741	2,204	10,735	10,186
VIII	Tax expense					
	Current tax	969	514	829	3,052	3,195
	Adjustment of tax relating to earlier years	5	31	(9)	36	(7)
	Deferred tax charge	(27)	248	(132)	44	(23)
	Total tax expense	947	793	688	3,132	3,165
IX	Profit for the period (VII-VIII)	2,260	1,948	1,516	7,603	7,021
X	Other comprehensive income					
	Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset	6	(47)	(16)	89	(89)
	Income tax relating to items that will not be reclassified to profit or loss	-	15	1	(28)	26
	Items that will be reclassified subsequently to profit or loss					
	Exchange differences on translation of foreign operations	(83)	(229)	91	277	91
	Total other comprehensive income	(77)	(261)	76	338	28
XI	Total comprehensive income for the period (IX+X)	2,183	1,687	1,592	7,941	7,049
XII	Paid-up equity share capital (Face Value - INR 10 per Equity Share)	1,862	1,862	1,862	1,862	1,862
XIII	Earnings per equity share (nominal value of share INR 10)					
	Basic and Diluted	12.14	10.46	8.14	40.83	37.71

STATEMENT OF AUDITED CONSOLIDATED ASSETS AND LIABILITIES

(INR in lacs)

S.No.	Particulars	As at 31-Mar-2019 (Audited)	As at 31-Mar-2018 (Audited)
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	2,137	1,949
	Capital work in progress	18	-
	Investment property	111	114
	Goodwill	6,007	1,794
	Other Intangible assets	2,032	1,021
	Financial assets		
	Loans	244	154
	Other financial assets	27	26
	Income tax assets (net)	970	637
	Deferred tax assets (net)	86	-
	Other non-current assets	462	370
	Total non-current assets	12,094	6,065

2	Current assets		
	Financial assets		
	Investments	21,205	28,800
	Trade receivables	6,871	4,614
	Cash and cash equivalents	4,752	2,299
	Other bank balances	2,916	-
	Loans	30	18
	Other financial assets	441	2,435
	Income tax assets (net)	42	-
	Other current assets	5,390	895
	Total current assets	41,647	39,061
	TOTAL ASSETS	53,741	45,126
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,862	1,862
	Other equity	45,254	40,006
	Total equity	47,116	41,868
2	Liabilities		
	Non-current liabilities		
	Provisions	47	-
	Deferred tax liabilities (net)	668	489
	Total non-current liabilities	715	489
3	Current liabilities		
	Financial liabilities		
	Trade payables		
	Due to Micro and Small enterprises	26	15
	Due to Others	1,305	1,094
	Other financial liabilities	708	494
	Other current liabilities	3,467	676
	Provisions	268	290
	Income tax liabilities (net)	136	200
	Total current liabilities	5,910	2,769
	TOTAL EQUITY AND LIABILITIES	53,741	45,126

NOTES:

- 1 These results have been prepared in accordance with the Ind AS notified under the Companies (Indian Accounting Standards) Rules 2015. These results have been reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting held on 17 May 2019. The Statutory auditors of the Company have carried out audit of the financial results for the quarter and year ended 31 March 2019 and an unmodified report has been issued. The same has been filed with Stock Exchanges and is also available on the Company's website at www.mpслиimited.com.
 - 2 The figures for the three months ended 31 March 2019 and 31 March 2018 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.
 - 3 **Segment Reporting**
- (a) Based on the "management approach" as defined in Ind AS108 Operating Segments, the Chief Operating Decision Maker ('CODM') evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.
- The CODM has evaluated the segment wise allocation for the business of the new subsidiaries into separate segment of eLearning solutions and existing platform solutions.

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-2019	31-Dec-2018	31-Mar-2018	31-Mar-2019	31-Mar-2018
		(Audited)	(Un-Audited)	(Audited)	(Audited)	(Audited)
I	Segment revenue					
	Content solutions	5,920	5,977	5,260	23,283	21,977
	eLearning solutions	1,879	2,099	-	6,996	-
	Platform solutions	1,230	1,877	1,098	5,975	4,726
	Total revenue from operations	9,029	9,953	6,358	36,254	26,703
II	Segment results (profit before tax, exceptional items and interest from each segment)					
	Content solutions	2,129	2,016	1,847	8,626	8,142
	eLearning solutions	73	(104)	-	(276)	-
	Platform solutions	214	766	464	2,260	1,585
	Total	2,416	2,678	2,311	10,610	9,727
	Less: Finance cost	14	1	9	19	13
	Less: Un-allocable expenditure (net of un-allocable income)	(805)	(64)	98	(144)	(472)
	Profit before tax	3,207	2,741	2,204	10,735	10,186

(b) Assets and liabilities used in the Group's business are not identified to any of the reportable segments, as these are used interchangeably between segments and the management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities.

- During the year ended 31 March 2019, the Company had completed the acquisition of enterprise eLearning business of Tata Interactive Systems (a division of Tata Industries Limited) having its branches at USA, UK, Canada and UAE through MPS Interactive Systems Limited, a wholly owned subsidiary of the Company. This being a business combination, basis purchase price allocation to various identifiable acquired assets and assumed liabilities, goodwill of INR 3,960 Lacs has been recognised. The Company had invested INR 6,700 Lacs in MPS Interactive Systems Limited to fund the acquisition cost and working capital requirements related to this acquisition, amounting to INR 5,988 Lacs and INR 712 Lacs respectively.
- The Company had acquired through Share Purchase Agreement the entire paid up equity share capital held by Tata Industries Limited in Tata Interactive Systems GmbH, Germany (now known as TOPSIM GmbH) on 2 July 2018 and Tata Interactive Systems AG, Switzerland (now known as MPS Europa AG) on 5 July 2018. The Company had invested INR 1,409 Lacs to acquire these wholly owned subsidiaries. This being a business combination, basis purchase price allocation to various identifiable acquired assets and assumed liabilities, goodwill of INR 149 Lacs has been recognized.
- The Company had raised INR 14,780 Lacs from Qualified Institutional Placement ('QIP') (net of issue expenses) during the year ended 31 March 2015. Out of the said proceeds, the Company had utilized a sum of INR 2,784 Lacs for acquisitions of companies and group of assets till 31 March 2018. During the financial year 2018-19, the balance net proceeds of INR 11,996 Lacs, has been utilized for acquisition as detailed in para 4 and 5 above and general corporate purposes through its wholly owned subsidiary, MPS Interactive Systems Limited.
- During the quarter ended 31 December 2018, the Board of Directors of the Company, based on a communication from ADI BPO Services Limited that the Board of ADI BPO Services Limited had decided to withdraw the proposed Scheme of demerger of "Infrastructure Management Business Undertaking" of ADI BPO Services Limited into ADI Media Private Limited and pursuant to Clause 38 (c) and proviso 39.2 of Clause 39 of the Scheme of Amalgamation declared the said Scheme to be null and void. Pursuant to Clause 40, the Company has taken steps for withdrawal of the Scheme with National Company Law Tribunal (NCLT), Chennai and withdrawal of such Scheme has been approved by NCLT, Chennai on 01 February 2019.
- The Standalone results of the Company are available on the Company's website www.mpslimited.com. The key standalone financial information of the Company is given below:

(INR in lacs)

Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Current year ended	Previous year ended
	31-Mar-2019	31-Dec-2018	31-Mar-2018	31-Mar-2019	31-Mar-2018
	(Audited)	(Un-Audited)	(Audited)	(Audited)	(Audited)
Revenue from operations	5,158	5,608	5,217	22,396	21,834
Profit before tax	2,797	2,597	2,158	10,586	10,056
Tax expense	830	790	682	3,112	3,235
Profit for the period	1,967	1,807	1,476	7,474	6,821
Other comprehensive income, net of income tax	(1)	(17)	(15)	(10)	(63)
Total comprehensive income for the period	1,966	1,790	1,461	7,464	6,758

By Order of the Board of Directors
Rahul Arora

Place: Gurugram

Dated: 17 May 2019

Managing Director



MPS

Financial Performance
Q4 & FY18-19

Financial Summary

Metrics		FY19 Q4	FY18 Q4	Q-o-Q	FY18-19	FY17-18	Y-o-Y
Revenue	FX Gain/Loss adjusted revenue (INR Lacs)	9,118	6,378	43.0%	36,243	26,968	34.4%
	Reported Revenue (INR Lacs)	9,028	6,358	42.0%	36,254	26,703	35.8%
Profit	EBITDA on Fx adjusted revenue (INR Lacs)	2,276	1,998	13.9%	9,357	9,119	2.6%
	PBT (INR Lacs)	3,207	2,204	45.5%	10,735	10,186	5.4%
	PAT (INR Lacs)	2,260	1,516	49.1%	7,603	7,021	8.3%
Margin	EBITDA (%)	25.0%	31.3%		25.8%	33.8%	
	PBT (%)	35.2%	34.6%		29.6%	37.8%	
	PAT (%)	24.8%	23.8%		21.0%	26.0%	
Headcount	At the end of each reporting period in Nos.	2,536	2,389		2,536	2,389	
EPS	Basic and Diluted EPS (INR)	12.14	8.14		40.83	37.71	

Analysis (FX Gain/Loss Adjusted Revenue)

- Effective Tax rate is 29.52% compared to 31.22% in the same quarter FY18.; 29.17% for FY'19 compare to 31.07% in FY'18.
- Profit and Margins are on FX Gain/Loss adjusted revenue.

Financial Summary – Business Segments

Metrics		FY19 Q4			FY18 Q4		FY18-19			FY17-18	
		Content Solutions	Platform Solutions	eLearning	Content Solutions	Platform Solutions	Content Solutions	Platform Solutions	eLearning	Content Solutions	Platform Solutions
Revenue	FX Gain/Loss adjusted revenue (INR Lacs)	5,978	1,238	1,902	5,275	1,102	23,264	5,963	7,017	22,195	4,773
	Reported Revenue (INR Lacs)	5,920	1,230	1,878	5,260	1,098	23,283	5,975	6,996	21,977	4,726
Margin	EBITDA (%)	31.3%	6.3%	17.4%	28.4%	45.4%	32.7%	24.4%	4.4%	33.5%	35.5%
	PBT (%)	47.4%	14.1%	10.6%	31.3%	50.0%	39.8%	27.7%	-2.7%	37.4%	39.6%
	PAT (%)	33.5%	6.3%	9.3%	21.6%	34.4%	28.2%	18.7%	-0.9%	25.8%	27.3%
Headcount	At the end of each reporting period in Nos.	2,135	151	250	2,264	125	2,135	151	250	2,264	125

Analysis (FX Gain/Loss Adjusted Revenue)

- Platform Solutions includes TOPSIM GmbH. .
- eLearning includes MPS Interactive Systems and MPS EUROPA.
- Profit and Margins are on FX Gain/Loss adjusted revenue.

Other Updates

Cash and Cash equivalents

- Total Cash and Cash equivalents (including investment in Mutual funds) as on 31-Mar-2019 is INR 289 Crores and INR 311 Crores as on 31-Mar-18; Zero debt

CSR Update

- Total Spending for Q4 FY 2018-19 INR 64 Lacs. Total INR 196 Lacs for FY'19.

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.

SAMBANDH

- Area Covered: MENTAL HEALTH
- Pilot Project at Gurgaon

Key Business Metrics

Core Business (does not include eLearning Solutions and TOPSIM)

Metrics		FY19 Q4	FY18 Q4	FY19 YTD	FY18 YTD
Currency Contribution (%)	USD	83%	72%	82%	74%
	GBP	13%	24%	14%	23%
	EURO	2%	3%	2%	2%
	Others	2%	1%	2%	1%
Geographic Concentration	North America	51%	53%	52%	56%
	UK/Europe	46%	44%	45%	40%
	Rest of the World	3%	3%	3%	4%
Debtors	DSO	68	61	68	61
Client Concentration	Client Billed	298	332	428	551
	Top 5 contribution	58%	52%	60%	54%
	Top 10 contribution	76%	71%	73%	71%
	Top 15 contribution	84%	81%	81%	80%

Key Business Metrics

Consolidated

Metrics		FY19 Q4	FY18 Q4	FY19 YTD	FY18 YTD
Currency Contribution (%)	USD	75%	72%	74%	74%
	GBP	10%	24%	11%	23%
	EURO	6%	3%	6%	2%
	CHF	3%		2%	
	AED	1%		1%	
	INR	3%		5%	
	Others	2%	1%	1%	1%
Geographic Concentration	North America	51%	53%	51%	56%
	UK/Europe	42%	44%	41%	40%
	Rest of the World	7%	3%	8%	4%
Debtors	DSO	68	61	65	61
Client Concentration	Client Billed	567	332	878	551
	Top 5 contribution	43%	52%	43%	54%
	Top 10 contribution	57%	71%	58%	71%
	Top 15 contribution	68%	81%	66%	80%

Disclaimer

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.



MPS

Thank You



MPS Limited

C 35, Sector 62, Noida 201 307, INDIA
Tel: +91 120 4599 750 Fax: +91 120 4021 280

May 17, 2019

**Listing Department
National Stock Exchange of India
Limited**
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051

**Department of Corporate Services -
Listing BSE Limited**
Phiroze JeeJeebhoy Towers,
Dalal Street,
Fort,
Mumbai - 400 001

Scrip Code: 532440

Trading Symbol: MPSLTD

Sub.: Declaration as per Regulation 33(3)(d) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 33(3)(d) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), it is hereby declared that the Annual Audit Reports (Standalone and Consolidated) for the financial year ended March 31, 2019 are with unmodified opinion and do not have any modified opinion / qualification / reservation / adverse remarks.

You are requested to take the above information on your record.

Thanking you,

Yours Sincerely,
For **MPS Limited**

Sunit Malhotra
CFO & Company Secretary

www.mpslimited.com



MPS Limited

C 35, Sector 62, Noida 201 307, INDIA
Tel: +91 120 4599 750 Fax: +91 120 4021 280

Annexure - B

May 17, 2019

**Listing Department
National Stock Exchange of India
Limited**
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051
Scrip Code: MPSLTD

**Department of Corporate Services -
Listing BSE Limited**
Phiroze JeeJeebhoy Towers,
Dalal Street,
Fort,
Mumbai - 400 001
Scrip Code: 532440

Sub.: Notice of fixing the Record Date

Dear Sir/ Madam,

Pursuant to the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Record Date has been fixed on Wednesday, July 17, 2019 for the purpose of Final Dividend for the Financial Year 2018-19.

You are requested to kindly take the above information on your record.

Thanking you,
Yours Sincerely,

For **MPS Limited**

Sunit Malhotra
CFO and Company Secretary

www.mpslimited.com



MPS Limited

C 35, Sector 62, Noida 201 307, INDIA
Tel: +91 120 4599 750 Fax: +91 120 4021 280

Annexure - C

May 17, 2019

**Listing Department
National Stock Exchange of India
Limited**
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051
Scrip Code: MPSLTD

**Department of Corporate Services -
Listing BSE Limited**
Phiroze JeeJeebhoy Towers,
Dalal Street,
Fort,
Mumbai - 400 001
Scrip Code: 532440

Sub.: Notice of the Book closure

Dear Sir/ Madam,

Pursuant to the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Register of Members & Share Transfer Books of the Company shall remain closed from Thursday, July 18, 2019 to Wednesday, July 24, 2019 (both days inclusive) for the purpose of 49th Annual General Meeting of the Company to be held on Wednesday, July 24, 2019.

You are requested to kindly take the above information on your record.

Thanking you,
Yours Sincerely,

For **MPS Limited**

Sunit Malhotra
CFO and Company Secretary

www.mpslimited.com