Date: January 28, 2021

Listing Department

The National Stock Exchange of India

Limited

Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051

Trading Symbol: MPSLTD

Through: NEAPS

Corporate Relationship Department

BSE Limited

Phiroze JeeJeebhov Towers,

Dalal Street, Fort, Mumbai - 400 001

Scrip Code: 532440

Through: BSE Listing Centre

Sub.: Outcome of the Board Meeting held today i.e. Thursday, January 28, 2021

Dear Sir/ Madam,

Pursuant to the Regulation 30 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Board of Directors of the Company, at their meeting held on January 28, 2021, have *inter-alia*, approved the following:

- 1. The Un-Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and nine months ended December 31, 2020. The said Financial Results along with Limited Review Reports of the Statutory Auditors thereon are enclosed herewith.
- 2. The resignation of Ms. Shiwani Dayal from the position of Compliance Officer of the Company with effect from the close of the business hours on January 28, 2021.
- 3. The appointment of Mr. Utkarsh Gupta as the Compliance Officer of the Company with effect from January 29, 2021. He is a qualified Company Secretary and a Law Graduate having an overall experience of 7 years in Secretarial & Compliance Functions.

Thanking you,

Yours Sincerely, For MPS Limited

Sunit Malhotra
CFO & Company Secretary

Encl.: as above

BSR&Co.LLP

To

Chartered Accountants

Building No. 10, 12th Floor, Tower-C, DLF Cyber City, Phase-II, Gurugram – 122 002, India Telephone: Fax: +91 124 719 1000 +91 124 235 8613

Board of Directors of MPS Limited

1. We have reviewed the accompanying Statement of unaudited standalone financial results of MPS Limited ("the Company") for the quarter ended 31 December 2020 and year to date results for the period from 01 April 2020 to 31 December 2020 ("the Statement").

- 2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under 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. Our responsibility is to issue a report on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
- 4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For BSR & Co. LLP

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

SHASHANK AGARWAL

Digitally signed by SHASHANK

AGARWAL

Date: 2021.01.28 19:06:48 +05'30'

Shashank Agarwal

Partner

Membership Number: 095109

ICAI UDIN: 21095109AAAAAG5760

Place: Gurugram Date: 28 January 2021



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 UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2020

						(INR in lacs, except per equity share data)		
S.No.	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Year to date figures for nine months in current period ended	Year to date figures for nine months in previous period ended	Previous year ended	
		31-Dec-2020	30-Sep-2020	31-Dec-2019	31-Dec-2020	31-Dec-2019	31-Mar-2020	
		(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)	
ı	Revenue from operations (net)	7,583	7,290	4,467	19,798	14,247	18,765	
II	Other income	377	153	292	758	1,415	1,842	
Ш	Total income (I+II)	7,960	7,443	4,759	20,556	15,662	20,607	
IV	Expenses							
	Employee benefits expense	3,090	3,116	2,236	8,383	6,670	8,855	
	Finance costs	31	32	34	89	101	138	
•••••	Depreciation and amortization expense	345	366	186	902	565	745	
	Other expenses	1,787	2,030	1,010	4,741	2,920	3,900	
	Total expenses	5,253	5,544	3,466	14,115	10,256	13,638	
٧	Profit before exceptional items (III-IV)	2,707	1,899	1,293	6,441	5,406	6,969	
VI	Exceptional items	-	-	-	-	-	-	
VII	Profit before tax (V-VI)	2,707	1,899	1,293	6,441	5,406	6,969	
VIII	Tax expenses		:					
	Current tax	625	332	629	1,397	1,688	2,197	
	Adjustment of tax relating to earlier years	497	-	2	497	23	23	
	Deferred tax charge	62	178	(295)	271	(363)	(528)	
	Total tax expenses	1,184	510	336	2,165	1,348	1,692	
IX	Profit for the period (VII-VIII)	1,523	1,389	957	4,276	4,058	5,277	
X	Other comprehensive income							
	Items that will not be reclassified to profit or loss							
	Remeasurement of the net defined benefit lability/asset	(19)	22	8	(61)	(9)	(21)	
	Income tax relating to items that will not be reclassified to profit or loss	5	(5)	(2)	16	2	5	
	Items that will be reclassified subsequently to profit or loss							
	Exchange differences on translation of foreign operations	(1)	27	-	26	-	-	
	Total other comprehensive income	(15)	44	6	(19)	(7)	(16)	
ΧI	Total comprehensive income for the period (IX+X)	1,508	1,433	963	4,257	4,051	5,261	
XII	Paid-up equity share capital (Face value - INR 10 per equity share)	1,805	1,862	1,862	1,805	1,862	1,862	
XIII	Earnings per equity share (nominal value of share INR 10)							
	Basic and diluted	8.42	7.46	5.14	23.19	21.79	28.34	

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 28 January 2021. The Statutory auditors of the Company have carried out limited review of the financial results for the quarter and nine months ended 31 December 2020 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 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. The CODM has evaluated the segment wise allocation for the US business of the new acquisition of HighWire into existing segment of Platform Solutions.

(INR in lacs)

S.No.	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Year to date figures for nine months in current period ended	Year to date figures for nine months in previous period ended	Previous year ended
		31-Dec-2020	30-Sep-2020	31-Dec-2019	31-Dec-2020	31-Dec-2019	31-Mar-2020
		(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)
1	Segment revenue						
	Content solutions	4,305	3,940	3,664	12,277	11,710	15,444
	Platform solutions	3,278	3,350	803	7,521	2,537	3,321
	Total revenue from operations	7,583	7,290	4,467	19,798	14,247	18,765
II	Segment results (profit before tax, exceptional items and interest from each segment)						
	Content solutions	1,841	1,577	1,167	5,231	4,359	5,810
	Platform solutions	1,048	702	403	2,208	1,376	1,747
	Total	2,889	2,279	1,570	7,439	5,735	7,557
	Less: Finance costs	31	32	34	89	101	138
	Less: Un-allocable expenditure (net of un-allocable income)	151	348	243	909	228	450
	Profit before tax	2,707	1,899	1,293	6,441	5,406	6,969

- (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.
- 3 On 1 July 2020, the Company has completed the acquisition of the HighWire Press US Business at a purchase consideration of INR 5,181 Lacs through its US branch and the newly incorporated wholly owned subsidiary, HighWire North America LLC. This being a Business Combination thus based on the preliminary purchase price allocation to the various identifiable acquired assets and assumed liabilities, provisional goodwill of INR 3,207 Lacs has been recognized subject to working capital and tax adjustments. MPS North America LLC, an existing US based wholly owned subsidiary of the Company has also acquired, through Stock Purchase Agreement, 100% shares of HighWire Press Limited, based at Northern Ireland along with its wholly owned subsidiary, Semantico Limited, based at the United Kingdom at a purchase consideration of INR 770 Lacs.
- 4 The Company has decided to opt for the recently introduced Scheme by the Government under the Income Tax Law in respect of four Assessment Years. This is to avoid protracted litigation and the attendant uncertainty on the issues covered in those years. Consequently a tax provision of INR 585 Lacs has been made towards this purpose during the quarter ended 31 December 2020.
- 5 During the quarter ended 31 December 2020, the Company has completed Buyback of 5,66,666 equity shares. All the equity shares bought back have been extinguished on 12 October 2020.
- 6 The Code on Social Security, 2020 (the Code) relating to employee benefits during employment and post-employment benefits has been enacted, which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and rules are yet to be framed. The Company will assess the impact and will give appropriated impact in its financial results in the period in which, the Code becomes effective and the related rules are published.
- 7 In assessing the recoverability of receivables including unbilled receivables, contract assets, goodwill, intangible assets and investments, the Company has considered internal and external information up to the date of approval of these financial results including economic forecasts considering emerging situations due to COVID-19. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties in future periods.

By Order of the Board of Directors Rahul Arora

Place: Gurugram

Dated: 28 January 2021 Managing Director

BSR&Co.LLP

Chartered Accountants

Building No. 10, 12th Floor, Tower-C, DLF Cyber City, Phase-II, Gurugram - 122 002, India

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+91 124 719 1000

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To Board of Directors of MPS Limited

- 1. We have reviewed the accompanying Statement of unaudited consolidated financial results of MPS Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended 31 December 2020 and year to date results for the period from 01 April 2020 to 31 December 2020 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
- 2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under 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. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

- The Statement includes the results of the following entities:
 - MPS Limited
 - MPS Interactive Systems Limited
 - MPS North America LLC
 - MPS Europa AG
 - **TOPSIM GmbH**
 - HighWire North America LLC
 - HighWire Press Ltd
 - Semantico Limited

- 5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 6. We did not review the interim financial information of 2 subsidiaries included in the Statement, whose interim financial information reflect total revenues of INR 683 lacs and INR 2,041 lacs, total net loss after tax of INR 28 lacs and INR 265 lacs and total comprehensive loss of INR 21 lacs and INR 238 lacs, for the quarter ended 31 December 2020 and for the period from 01 April 2020 to 31 December 2020, respectively, as considered in the consolidated unaudited financial results. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

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

Our conclusion on the Statement is not modified in respect of the above matters.



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 UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2020

						(INR in lacs, except per equity share data)			
S.No.	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Year to date figures for nine months in current period ended	Year to date figures for nine months in previous period ended	Previous year ended		
		31-Dec-2020	30-Sep-2020	31-Dec-2019	31-Dec-2020	31-Dec-2019	31-Mar-2020		
		(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)		
1	Revenue from operations (net)	11,619	11,034	8,366	30,830	25,549	33,165		
II	Other income	399	127	343	775	1,555	1,998		
Ш	Total income (I+II)	12,018	11,161	8,709	31,605	27,104	35,163		
IV	Expenses	:							
	Employee benefits expense	5,418	5,559	4,055	14,933	12,410	16,562		
	Finance costs	49	50	52	141	158	215		
	Depreciation and amortization expense	576	601	392	1,564	1,162	1,537		
	Other expenses	2,929	2,997	2,450	8,076	6,589	8,707		
	Total expenses	8,972	9,207	6,949	24,714	20,319	27,021		
٧	Profit before exceptional items (III-IV)	3,046	1,954	1,760	6,891	6,785	8,142		
VI	Exceptional items	-	-	-	-	-	-		
VII	Profit before tax (V-VI)	3,046	1,954	1,760	6,891	6,785	8,142		
VIII	Tax expenses	:							
	Current tax	698	402	633	1,574	1,783	2,379		
	Adjustment of tax relating to earlier years	498	-	15	498	36	36		
	Deferred tax charge	59	162	(183)	252	(77)	(259)		
	Total tax expenses	1,255	564	465	2,324	1,742	2,156		
IX	Profit for the period (VII-VIII)	1,791	1,390	1,295	4,567	5,043	5,986		
Х	Other comprehensive income								
	Items that will not be reclassified to profit or loss								
	Remeasurement of the net defined benefit liability/asset	(29)	33	19	(71)	(32)	(53)		
	Income tax relating to items that will not be reclassified to profit or loss	7	(8)	(5)	18	8	13		
	Items that will be reclassified subsequently to profit or loss								
	Exchange differences on translation of foreign operations	87	(178)	84	(91)	241	687		
	Total other comprehensive income	65	(153)	98	(144)	217	647		
ΧI	Total comprehensive income for the period (IX+X)	1,856	1,237	1,393	4,423	5,260	6,633		
XII	Paid-up equity share capital (Face value - INR 10 per equity share)	1,805	1,862	1,862	1,805	1,862	1,862		
XIII	Earnings per equity share (nominal value of share INR 10)								
	Basic and diluted	9.90	7.47	6.95	24.77	27.08	32.15		

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 28 January 2021. The Statutory auditors of the Company have carried out limited review of the financial results for the quarter and nine months ended 31 December 2020 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 Segment Reporting

(a) Based on the "management approach" as defined in Ind AS 108 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 acquisition of HighWire Group into existing segment of Platform Solutions.

(INR in lacs)

S.No.	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Year to date figures for nine months in current period ended	Year to date figures for nine months in previous period ended	Previous year ended
		31-Dec-2020	30-Sep-2020	31-Dec-2019	31-Dec-2020	31-Dec-2019	31-Mar-2020
		(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)
i	Segment revenue						
	Content solutions	5,744	5,395	5,033	16,616	15,482	20,347
	eLearning solutions	1,593	1,343	2,037	4,274	5,850	7,501
	Platform solutions	4,282	4,296	1,296	9,940	4,217	5,317
	Total revenue from operations	11,619	11,034	8,366	30,830	25,549	33,165
ii	Segment results (profit before tax, exceptional items and interest from each segment)						
	Content solutions	1,930	1,744	1,336	5,592	4,816	6,457
	eLearning solutions	(31)	(185)	288	(231)	733	650
	Platform solutions	1,325	821	388	2,598	1,510	1,599
	Total	3,224	2,380	2,012	7,959	7,059	8,706
	Less: Finance costs	49	50	52	141	158	215
	Less: Un-allocable expenditure (net of un-allocable income)	129	376	200	927	116	349
	Profit before tax	3,046	1,954	1,760	6,891	6,785	8,142

- (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.
- 3 On 1 July 2020, the Company has completed the acquisition of the HighWire Press US Business at a purchase consideration of INR 5,181 Lacs through its US branch and the newly incorporated wholly owned subsidiary, HighWire North America LLC. MPS North America LLC, an existing US based wholly owned subsidiary of the Company has also acquired, through Stock Purchase Agreement, 100% shares of HighWire Press Limited, based at Northern Ireland along with its wholly owned subsidiary, Semantico Limited, based at the United Kingdom at a purchase consideration of INR 770 Lacs. This being a Business Combination thus based on the preliminary purchase price allocation to the various identifiable acquired assets and assumed liabilities, provisional goodwill of INR 2,589 Lacs has been recognized subject to working capital and tax adjustments.
- 4 The Company has decided to opt for the recently introduced Scheme by the Government under the Income Tax Law in respect of four Assessment Years. This is to avoid protracted litigation and the attendant uncertainty on the issues covered in those years. Consequently a tax provision of INR 585 Lacs has been made towards this purpose during the quarter ended 31 December 2020.
- 5 During the quarter ended 31 December 2020, the Company has completed Buyback of 5,66,666 equity shares. All the equity shares bought back have been extinguished on 12 October 2020.
- The Code on Social Security, 2020 (the Code) relating to employee benefits during employment and post-employment benefits has been enacted, which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and rules are yet to be framed. The Company and its Indian subsidiary will assess the impact and will give appropriated impact in its financial results in the period in which, the Code becomes effective and the related rules are published.
- 7 In assessing the recoverability of receivables including unbilled receivables, contract assets, goodwill, intangible assets and investments, the Group has considered internal and external information up to the date of approval of these financial results including economic forecasts considering emerging situations due to COVID-19. Based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets. Due to the nature of the pandemic, the Group will continue to monitor developments to identify significant uncertainties in future periods.
- 8 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	Year to date figures for nine months in current period ended	Year to date figures for nine months in previous period ended	Previous year ended
	31-Dec-2020	30-Sep-2020	31-Dec-2019	31-Dec-2020	31-Dec-2019	31-Mar-2020
	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)
Revenue from operations	7,583	7,290	4,467	19,798	14,247	18,765
Profit before tax	2,707	1,899	1,293	6,441	5,406	6,969
Tax expense	1,184	510	336	2,165	1,348	1,692
Profit for the period	1,523	1,389	957	4,276	4,058	5,277
Other comprehensive income, net of income tax	(15)	44	6	(19)	(7)	(16)
Total comprehensive income for the period	1,508	1,433	963	4,257	4,051	5,261

By Order of the Board of Directors Rahul Arora

Place: Gurugram

Dated: 28 January 2021 Managing Director