

May 19, 2020

The Manager - Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	The Manager - Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
NSE Symbol: MPSLTD	BSE Scrip Code: 532440

Sub.: Outcome of the Board Meeting held on Tuesday, May 19, 2020

Dear Sir/ Madam,

Pursuant to the Regulation 30 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), we hereby inform you that the Board of Directors of the Company, at its meeting held on Tuesday, May 19, 2020, has *inter-alia*, considered and approved the following:

1. Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and financial year ended March 31, 2020 as per IND-AS. 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 SEBI Listing Regulations, said Audited Financial Results alongwith Audit Reports on these Financials and Investors' presentation are enclosed herewith as **Annexure A**;
2. Convening of the 50th Annual General Meeting of the Company on Wednesday, August 12, 2020; and
3. Closure of the Register of Members and Share Transfer Books of the Company ('Book Closure') from Thursday, August 6, 2020 to Wednesday, August 12, 2020 (both days inclusive) for the purpose of 50th Annual General Meeting of the Company. Notice of Book Closure is enclosed as **Annexure B**;

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

May 19, 2020

The Manager - Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	The Manager - Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
NSE Symbol: MPSLTD	BSE Scrip Code: 532440

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), we hereby confirm that the Annual Audit Reports on the Audited Financial Results (Standalone and Consolidated) for the financial year ended March 31, 2020 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 records.

Thanking you,

Yours Sincerely,
For **MPS Limited**

Sunit Malhotra
CFO & Company Secretary

Annexure - B

May 19, 2020

The Manager - Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	The Manager - Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
NSE Symbol: MPLTLD	BSE 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, August 6, 2020 to Wednesday, August 12, 2020 (both days inclusive) for the purpose of 50th Annual General Meeting of the Company scheduled to be held on Wednesday, August 12, 2020.

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

Thanking you,
Yours Sincerely,

For **MPS Limited**

Sunit Malhotra
CFO and Company Secretary

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 7191000
Fax: +91 124 235 8613

INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF MPS LIMITED

Report on the audit of the Standalone Annual Financial Results

Opinion

We have audited the accompanying standalone annual financial results of MPS Limited (hereinafter referred to as the “Company”) for the year ended 31 March 2020, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’).

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

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended 31 March 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Standalone Annual Financial Results* section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the Standalone annual financial results.

Management’s and Board of Directors’ Responsibilities for the Standalone Annual Financial Results

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company’s Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the

recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on

the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The standalone annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

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

Shashank Agarwal
Partner
Membership Number: 095109
ICAI UDIN: 20095109AAADF8539

Place: Gurugram
Date: 19 May 2020

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2020
(INR in lacs, except per equity share data)

S. No.	Particulars	Three months ended 31-Mar-2020 (Audited) (refer note-2)	Preceding three months ended 31-Dec-2019 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2019 (Audited) (refer note-2)	Current year ended 31-Mar-2020 (Audited)	Previous year ended 31-Mar-2019 (Audited)
I	Revenue from operations (net)	4,518	4,467	5,158	18,765	22,396
II	Other income	427	292	1,195	1,842	2,602
III	Total income (I+II)	4,945	4,759	6,353	20,607	24,998
IV	Expenses					
	Employee benefit expense	2,185	2,236	2,152	8,855	8,620
	Finance costs	37	34	14	138	19
	Depreciation and amortization expense	180	186	132	745	646
	Other expenses	980	1,010	1,258	3,900	5,127
	Total expenses	3,382	3,466	3,556	13,638	14,412
V	Profit before exceptional items (III-IV)	1,563	1,293	2,797	6,969	10,586
VI	Exceptional items	-	-	-	-	-
VII	Profit before tax (V-VI)	1,563	1,293	2,797	6,969	10,586
VIII	Tax expenses					
	Current tax	509	629	919	2,197	2,971
	Adjustment of tax relating to earlier years	-	2	(25)	23	6
	Deferred tax charge	(165)	(295)	(64)	(528)	135
	Total tax expenses	344	336	830	1,692	3,112
IX	Profit for the period (VII-VIII)	1,219	957	1,967	5,277	7,474
X	Other comprehensive income					
	Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset	(12)	8	(2)	(21)	(14)
	Income tax relating to items that will not be reclassified to profit or loss	3	(2)	1	5	4
	Total other comprehensive income	(9)	6	(1)	(16)	(10)
XI	Total comprehensive income for the period (IX+X)	1,210	963	1,966	5,261	7,464
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	6.55	5.14	10.56	28.34	40.14

STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES

(INR in lacs)

S. No.	Particulars	As at 31-Mar-2020 (Audited)	As at 31-Mar-2019 (Audited)
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	1,626	1,726
	Investment property	108	111
	Right-of-use assets	841	-
	Goodwill	50	50
	Other intangible assets	417	682
	Financial assets		
	Investments	13,958	13,980
	Loans	1,620	2,217
	Other financial assets	27	27
	Income tax assets (net)	523	624
	Other non-current assets	165	277
	Total non-current assets	19,335	19,694
2	Current Assets		
	Financial assets		
	Investments	5,574	16,772
	Trade receivables	3,239	3,782
	Cash and cash equivalents	2,995	571
	Other bank balances	865	2,780
	Loans	609	248
	Other financial assets	168	371
	Other current assets	4,233	4,083
	Total current assets	17,683	28,607
	TOTAL ASSETS	37,018	48,301
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,862	1,862
	Other equity	32,326	44,102
	Total equity	34,188	45,964
2	Liabilities		
	Non-current liabilities		
	Financial liabilities		
	Lease liabilities	898	-
	Deferred tax liabilities (net)	20	514
	Total non-current liabilities	918	514
3	Current liabilities		
	Financial liabilities		
	Lease liabilities	222	-
	Trade payables		
	Due to Micro and Small enterprises	10	26
	Due to Others	361	479
	Other financial liabilities	353	304
	Other current liabilities	620	627
	Provisions	138	251
	Income tax liabilities (net)	208	136
	Total current liabilities	1,912	1,823
	TOTAL EQUITY AND LIABILITIES	37,018	48,301

STATEMENT OF AUDITED STANDALONE CASH FLOWS

(INR in lacs)

S. No.	Particulars	Current year ended 31-Mar-2020 (Audited)	Previous year ended 31-Mar-2019 (Audited)
A	Cash flows from operating activities		
	Net profit before tax	6,969	10,586
	Adjustments:		
	Depreciation and amortisation expense	745	646
	Interest income	(679)	(236)
	Dividend income	(3)	(13)
	Net loss/(gain) on sale of current investment	23	(159)
	Finance costs	138	19
	Gain on sale/disposal/discard of property, plant and equipment (net)	-	(1)
	Gain on investment carried at fair value through profit or loss (net)	(776)	(1,322)
	Liabilities/provisions no longer required written back	(164)	(184)
	Allowances/(reversal) for expected credit loss	36	(16)
	Bad debts written off	-	8
	Allowances for doubtful advances	3	-
	Income from government grants	-	(567)
	Advances written off	3	-
	Unrealised foreign exchange loss/(gain) (net)	86	(81)
	Unrealised foreign exchange loss/(gain) on mark-to-market on forward contracts	177	(137)
	Operating cash flows before working capital changes	6,558	8,543
	Decrease/(increase) in trade receivables	396	(82)
	(Increase) in loans	(14)	(5)
	(Increase)/decrease in other financial assets	(29)	1,795
	(Increase) in other current assets	(153)	(2,745)
	Decrease in other non-current assets	111	93
	(Decrease) in trade payables	(126)	(205)
	Increase/(decrease) in other financial liabilities	51	(51)
	Increase in other current liabilities	2	17
	(Decrease) in provisions	(14)	(52)
	Cash generated from operations	6,782	7,308
	Income tax paid (net of refund)	(1,898)	(3,013)
	Net cash generated from operating activities (A)	4,884	4,295
B	Cash flows from investing activities		
	Purchase of property, plant and equipment (including capital work-in-proress)	(141)	(131)
	Purchase of other intangible assets	-	(23)
	Sale of property, plant and equipment	-	1
	Investment in subsidiaries	-	(9,810)
	Loan given to subsidiary	-	(2,300)
	Loan repaid by subsidiary	247	-
	Purchase of current investments	(20,916)	(18,438)
	Sale of current investments	32,856	32,034
	Purchase of term deposits	(865)	(2,780)
	Redemption of term deposits	2,780	-
	Dividends received	3	13
	Interest received	742	132
	Net cash generated from/(used in) investing activities (B)	14,706	(1,302)
C	Cash flows from financing activities		
	Repayment of lease liabilities including interest expenses	(374)	-
	Finance costs	(1)	(9)
	Dividend paid	(13,963)	(2,234)
	Tax on dividend	(2,870)	(459)
	Net cash used in financing activities (C)	(17,208)	(2,702)
	Net increase in cash and cash equivalents (A+B+C)	2,382	291
	Effects of exchange differences on cash and cash equivalents held in foreign currency	42	(2)
	Cash and cash equivalents at the beginning of the year	571	282
	Cash and cash equivalents at the end of the year	2,995	571

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 19 May 2020. The Statutory auditors of the Company have carried out audit of the financial results for the quarter and year ended 31 March 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 The figures for the three months ended 31 March 2020 and 31 March 2019 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.

(INR in lacs)

S. No.	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Current year ended	Previous year ended
		31-Mar-2020	31-Dec-2019	31-Mar-2019	31-Mar-2020	31-Mar-2019
		(Audited)	(Un-Audited)	(Audited)	(Audited)	(Audited)
I	Segment revenue					
	Content solutions	3,734	3,664	4,388	15,444	18,439
	Platform solutions	784	803	770	3,321	3,957
	Total revenue from operations	4,518	4,467	5,158	18,765	22,396
II	Segment results (profit before tax, exceptional items and interest from each segment)					
	Content solutions	1,451	1,167	1,749	5,810	8,119
	Platform solutions	371	403	412	1,747	2,406
	Total	1,822	1,570	2,161	7,557	10,525
	Less: Finance costs	37	34	14	138	19
	Less: Un-allocable expenditure (net of un-allocable income)	222	243	(650)	450	(80)
	Profit before tax	1,563	1,293	2,797	6,969	10,586

- (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.
- 4 Effective 1 April 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on 1 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Accordingly, comparatives for the year ended 31 March 2019 have not been retrospectively adjusted. On transition, the adoption of the new standard resulted in recognition of Right-of-Use asset (ROU) of INR 1,077 Lacs and a lease liability of INR 1,365 Lacs. The cumulative effect of applying the standard resulted in INR 205 Lacs being debited to retained earnings, net of taxes. The effect of this adoption is not material on the profit for the period and year to date and earnings per share.
- 5 In assessing the recoverability of receivables including unbilled receivables, contract assets and contract costs, goodwill, intangible assets, and certain investments, the Company has considered internal and external information up to the date of approval of these financial statements including credit reports and 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: 19 May 2020

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 7191000
Fax: +91 124 235 8613

INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF MPS LIMITED

Report on the audit of the Consolidated Annual Financial Results

Opinion

We have audited the accompanying consolidated annual financial results of MPS Limited (hereinafter referred to as the “Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”) for the year ended 31 March 2020, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’).

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

- a. include the annual financial results of the following entities (to indicate list of entities included in the consolidation);
 - MPS Limited
 - MPS Interactive Systems Limited
 - MPS North America LLC
 - MPS Europa AG
 - TOPSIM GmbH
- b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net profit and other comprehensive income and other financial information
- d. of the Group for the year ended 31 March 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit reports

of the other auditors referred to in sub paragraph (a) of the “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

Management’s and Board of Directors’ Responsibilities for the Consolidated Annual Financial Results

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company’s Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net profit/ loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the Management and the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor’s Responsibilities for the Audit of the Consolidated Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

- (a) The consolidated annual financial results include the audited financial results of 2 subsidiaries, whose financial statements reflect Group's share of total assets of INR 2,598.29 lacs as at 31 March 2020, Group's share of total revenue of INR 2,940.03 lacs and Group's share of total net loss after tax of INR 242.12 Lacs and Group's share of net cash inflows of INR 140.21 Lacs for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. The independent auditors' reports on financial statements of these entities have been furnished to us by the management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included

in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Certain of 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 and the financial results certified by the Board of Directors.

- (b) The consolidated annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

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

Shashank Agarwal
Partner
Membership Number: 095109
ICAI UDIN: 20095109AAAADG9285

Place: Gurugram
Date: 19 May 2020

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2020
(INR in lacs, except per equity share data)

S. No.	Particulars	Three months ended 31-Mar-2020 (Audited) (refer note-2)	Preceding three months ended 31-Dec-2019 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2019 (Audited) (refer note-2)	Current year ended 31-Mar-2020 (Audited)	Previous year ended 31-Mar-2019 (Audited)
I	Revenue from operations (net)	7,616	8,366	9,029	33,165	36,254
II	Other income	443	343	1,215	1,998	2,526
III	Total income (I+II)	8,059	8,709	10,244	35,163	38,780
IV	Expenses					
	Employee benefit expense	4,152	4,055	4,106	16,562	16,446
	Finance costs	57	52	14	215	19
	Depreciation and amortization expense	375	392	271	1,537	1,107
	Other expenses	2,118	2,450	2,646	8,707	10,473
	Total expenses	6,702	6,949	7,037	27,021	28,045
V	Profit before exceptional items (III-IV)	1,357	1,760	3,207	8,142	10,735
VI	Exceptional items	-	-	-	-	-
VII	Profit before tax (V-VI)	1,357	1,760	3,207	8,142	10,735
VIII	Tax expenses					
	Current tax	596	633	969	2,379	3,052
	Adjustment of tax relating to earlier years	-	15	5	36	36
	Deferred tax charge	(182)	(183)	(27)	(259)	44
	Total tax expenses	414	465	947	2,156	3,132
IX	Profit for the period (VII-VIII)	943	1,295	2,260	5,986	7,603
X	Other comprehensive income					
	Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset	(21)	19	6	(53)	89
	Income tax relating to items that will not be reclassified to profit or loss	5	(5)	-	13	(28)
	Items that will be reclassified subsequently to profit or loss					
	Exchange differences on translation of foreign operations	446	84	(83)	687	277
	Total other comprehensive income	430	98	(77)	647	338
XI	Total comprehensive income for the period (IX+X)	1,373	1,393	2,183	6,633	7,941
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	5.07	6.95	12.14	32.15	40.83

STATEMENT OF AUDITED CONSOLIDATED ASSETS AND LIABILITIES		(INR in lacs)	
S. No.	Particulars	As at 31-Mar-2020 (Audited)	As at 31-Mar-2019 (Audited)
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	1,998	2,137
	Capital work in progress	3	18
	Investment property	108	111
	Right-of-use assets	1,543	-
	Goodwill	6,177	6,007
	Other Intangible assets	1,673	2,032
	Financial assets		
	Loans	182	244
	Other financial assets	52	27
	Income tax assets (net)	973	970
	Deferred tax assets (net)	40	86
	Other non-current assets	286	462
	Total non-current assets	13,035	12,094
2	Current assets		
	Financial assets		
	Investments	8,572	21,205
	Trade receivables	6,228	6,871
	Cash and cash equivalents	8,170	4,752
	Other bank balances	1,276	2,916
	Loans	113	30
	Other financial assets	189	441
	Income tax assets (net)	-	42
	Other current assets	6,776	5,390
	Total current assets	31,324	41,647
	TOTAL ASSETS	44,359	53,741
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,862	1,862
	Other equity	34,829	45,254
	Total equity	36,691	47,116
2	Liabilities		
	Non-current liabilities		
	Financial liabilities		
	Lease liabilities	1279	-
	Provisions	57	47
	Deferred tax liabilities (net)	392	668
	Total non-current liabilities	1,728	715
3	Current liabilities		
	Financial liabilities		
	Lease liabilities	605	-
	Trade payables		
	Due to Micro and Small enterprises	10	26
	Due to Others	1,210	1,305
	Other financial liabilities	753	708
	Other current liabilities	2,933	3,467
	Provisions	166	268
	Income tax liabilities (net)	263	136
	Total current liabilities	5,940	5,910
	TOTAL EQUITY AND LIABILITIES	44,359	53,741

STATEMENT OF AUDITED CONSOLIDATED CASH FLOWS

(INR in lacs)

S. No.	Particulars	Current year ended	Previous year ended
		31-Mar-2020 (Audited)	31-Mar-2019 (Audited)
A	Cash flows from operating activities		
	Net profit before tax	8,142	10,735
	Adjustments:		
	Depreciation and amortisation expense	1,537	1,107
	Interest income	(362)	(87)
	Dividend income	(3)	(13)
	Net loss/(gain) on sale of current investment	13	(159)
	Finance costs	215	19
	(Gain)/loss on sale/disposal/discard of property, plant and equipment (net)	(5)	17
	Gain on investment carried at fair value through profit or loss (net)	(1,006)	(1,442)
	Liabilities/provisions no longer required written back	(254)	(199)
	Allowances/(reversal) for expected credit loss	120	(16)
	Bad debts written off	4	74
	Allowances for doubtful advances	3	-
	Income from government grants	-	(567)
	Advances written off	3	-
	Unrealised foreign exchange loss/(gain) (net)	105	(8)
	Unrealised foreign exchange loss/(gain) on mark-to-market on forward contracts	177	(137)
	Operating cash flows before working capital changes	8,689	9,324
	Decrease/(increase) in trade receivables	390	(1,128)
	(Increase)/decrease in loans	(24)	232
	Decrease in other financial assets	29	2,271
	(Increase) in other current assets	(1,389)	(2,799)
	Decrease in other non-current assets	176	132
	(Decrease) in trade payables	(102)	(52)
	Increase/(decrease) in other financial liabilities	82	(103)
	(Decrease)/increase in other current liabilities	(452)	1,135
	(Decrease) in provisions	(25)	(122)
	Cash generated from operations	7,374	8,890
	Income tax paid (net of refund)	(2,100)	(3,527)
	Net cash generated from operating activities (A)	5,274	5,363
B	Cash flows from investing activities		
	Purchase of property, plant and equipment (including capital work-in-progress)	(256)	(281)
	Purchase of other intangible assets	(220)	(37)
	Sale of property, plant and equipment	15	63
	Acquisition of business	-	(6,450)
	Purchase of current investments	(23,330)	(22,838)
	Sale of current investments	36,955	32,034
	Purchase of term deposits	(1,307)	(2,915)
	Redemption of term deposits	2,922	-
	Dividends received	3	13
	Interest received	382	25
	Net cash generated from/(used in) investing activities (B)	15,164	(386)
C	Cash flows from financing activities		
	Repayment of lease liabilities including interest expenses	(697)	-
	Finance costs	(1)	(9)
	Dividend paid	(13,963)	(2,234)
	Tax on dividend	(2,870)	(459)
	Net cash used in financing activities (C)	(17,531)	(2,702)
	Net increase in cash and cash equivalents (A+B+C)	2,907	2,275
	Impact on cash flows on account of foreign currency translation reserve	470	180
	Effects of exchange differences on cash and cash equivalents held in foreign currency	41	(2)
	Cash and cash equivalents at the beginning of the year	4,752	2,299
	Cash and cash equivalents at the end of the year	8,170	4,752

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 19 May 2020. The Statutory auditors of the Company have carried out audit of the financial results for the quarter and year ended 31 March 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 The figures for the three months ended 31 March 2020 and 31 March 2019 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.

(INR in lacs)

S. No.	Particulars	Three months ended	Preceding three months ended	Corresponding three months ended in previous year	Current year ended	Previous year ended
		31-Mar-2020	31-Dec-2019	31-Mar-2019	31-Mar-2020	31-Mar-2019
		(Audited)	(Un-Audited)	(Audited)	(Audited)	(Audited)
I	Segment revenue					
	Content solutions	4,865	5,033	5,920	20,347	23,283
	eLearning solutions	1,651	2,037	1,879	7,501	6,996
	Platform solutions	1,100	1,296	1,230	5,317	5,975
	Total revenue from operations	7,616	8,366	9,029	33,165	36,254
II	Segment results (profit before tax, exceptional items and interest from each segment)					
	Content solutions	1,641	1,336	2,129	6,457	8,626
	eLearning solutions	(83)	288	73	650	(276)
	Platform solutions	89	388	214	1,599	2,260
	Total	1,647	2,012	2,416	8,706	10,610
	Less: Finance costs	57	52	14	215	19
	Less: Un-allocable expenditure (net of un-allocable income)	233	200	(805)	349	(144)
	Profit before tax	1,357	1,760	3,207	8,142	10,735

- (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.
- 4 Effective 1 April 2019, the Group adopted Ind AS 116 "Leases", applied to all lease contracts existing on 1 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Accordingly, comparatives for the year ended 31 March 2019 have not been retrospectively adjusted. On transition, the adoption of the new standard resulted in recognition of Right-of-Use asset (ROU) of INR 2,002 Lacs and a lease liability of INR 2,319 Lacs. The cumulative effect of applying the standard resulted in INR 225 Lacs being debited to retained earnings, net of taxes. The effect of this adoption is not material on the profit for the period and year to date and earnings per share.
- 5 In assessing the recoverability of receivables including unbilled receivables, contract assets and contract costs, goodwill, intangible assets, and certain investments, the Group has considered internal and external information up to the date of approval of these financial statements including credit reports and 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.
- 6 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-2020	31-Dec-2019	31-Mar-2019	31-Mar-2020	31-Mar-2019
	(Audited)	(Un-Audited)	(Audited)	(Audited)	(Audited)
Revenue from operations	4,518	4,467	5,158	18,765	22,396
Profit before tax	1,563	1,293	2,797	6,969	10,586
Tax expenses	344	336	830	1,692	3,112
Profit for the period	1,219	957	1,967	5,277	7,474
Other comprehensive income, net of income tax	(9)	6	(1)	(16)	(10)
Total comprehensive income for the period	1,210	963	1,966	5,261	7,464

By Order of the Board of Directors
Rahul Arora

Place: Gurugram

Dated: 19 May 2020

Managing Director



MPS

Financial Performance
Q4 FY20

Financial Summary

Metrics		FY'20 Q4	FY'19 Q4	Y-o-Y	FY'20	FY'19	Y-o-Y
Revenue	FX Gain/Loss adjusted revenue (INR Lacs)	7,744	9,118	-15.1%	33,431	36,243	-7.8%
	Reported Revenue (INR Lacs)	7,616	9,029	-15.6%	33,165	36,254	-8.5%
Profit	EBITDA on Fx adjusted revenue (INR Lacs)	1,608	2,276	-29.4%	8,279	9,357	-11.5%
	PBT (INR Lacs)	1,357	3,207	-57.7%	8,142	10,735	-24.2%
	PAT (INR Lacs)	943	2,260	-58.3%	5,986	7,603	-21.3%
Margin	EBITDA (%)	20.8%	25.0%		24.8%	25.8%	
	PBT (%)	17.5%	35.2%		24.4%	29.6%	
	PAT (%)	12.2%	24.8%		17.9%	21.0%	
Headcount	At the end of each reporting period in Nos.	2,403	2,536		2,403	2,536	
EPS	Basic and Diluted EPS (INR)	5.07	12.14		32.15	40.83	

Analysis (FX Gain/Loss Adjusted Revenue)

- Profit and Margins are on FX Gain/Loss adjusted revenue.

Financial Summary – Business Segments

Metrics		FY'20 Q4			FY'19 Q4		
		Content Solutions	Platform Solutions	eLearning	Content Solutions	Platform Solutions	eLearning
Revenue	FX Gain/Loss adjusted revenue (INR Lacs)	4,942	1,116	1,686	5,978	1,238	1,902
	Reported Revenue (INR Lacs)	4,865	1,100	1,651	5,920	1,230	1,879
Margin	EBITDA (%)	30.8%	2.9%	3.2%	31.3%	6.3%	17.4%
	PBT (%)	29.3%	-0.4%	-5.2%	47.4%	14.1%	10.6%
	PAT (%)	22.4%	-7.8%	-4.7%	33.5%	6.3%	9.3%
Headcount	At the end of each reporting period in Nos.	1,982	166	256	2,135	151	250

Metrics		FY'20			FY'19		
		Content Solutions	Platform Solutions	eLearning	Content Solutions	Platform Solutions	eLearning
Revenue	FX Gain/Loss adjusted revenue (INR Lacs)	20,529	5,350	7,552	23,263	5,963	7,017
	Reported Revenue (INR Lacs)	20,347	5,317	7,501	23,283	5,975	6,996
Margin	EBITDA (%)	28.7%	21.2%	16.5%	32.7%	24.4%	4.4%
	PBT (%)	30.4%	20.7%	10.5%	39.8%	27.7%	-2.7%
	PAT (%)	22.6%	13.1%	8.5%	28.2%	18.7%	-0.9%
Headcount	At the end of each reporting period in Nos.	1,982	166	256	2,135	151	250

Analysis (FX Gain/Loss Adjusted Revenue):

- Platform Solutions segment includes TOPSIM GmbH. FY'19 TOPSIM numbers are from July, 2018 onwards.
- eLearning segment includes MPS Interactive Systems and MPS EUROPA. FY'19 MPS Interactive Systems and MPS EUROPA numbers are from June and July 2018 onwards respectively.
- Profit and Margins are on FX Gain/Loss adjusted revenue.

Other Updates

Cash and Cash equivalents

- o Total Cash and Cash equivalents (including investment in Mutual funds) as on 31-Mar-2020 is INR 180 Crores and INR 289 Crores as on 31-Mar-19; Zero debt

CSR Update

- o Total Spending for Q4 FY'20 INR 45 Lacs and FY'20 INR 186 Lacs.

IIMPACT

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

Vedanta Cultural Foundation

- o 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

- o Imparting free computer education to under privileged students.

SAMBANDH

- o Area Covered: MENTAL HEALTH
- o Pilot Project at Gurgaon

Key Business Metrics

Core Business (does not include eLearning Solutions and TOPSIM)

Metrics		FY'20 Q4	FY'19 Q4	FY'20	FY'19
Currency Contribution (%)	USD	87%	83%	85%	82%
	GBP	9%	13%	11%	14%
	EURO	2%	2%	2%	2%
	Others	2%	2%	2%	2%
Geographic Concentration	North America	71%	51%	61%	52%
	UK/Europe	25%	46%	35%	45%
	Rest of the World	4%	3%	4%	3%
Debtors	DSO	69	68	65	68
Client Concentration	Client Billed	269	298	354	428
	Top 5 contribution	64%	58%	60%	60%
	Top 10 contribution	81%	76%	76%	73%
	Top 15 contribution	87%	84%	82%	81%

Key Business Metrics

Consolidated

Metrics		FY'20 Q4	FY'19 Q4	FY'20	FY'19
Currency Contribution (%)	USD	76%	75%	74%	74%
	GBP	6%	10%	8%	11%
	EURO	6%	6%	7%	6%
	CHF	4%	3%	4%	2%
	AED	0%	1%	0%	1%
	INR	3%	3%	4%	5%
	Others	5%	2%	3%	1%
Geographic Concentration	North America	66%	51%	58%	51%
	UK/Europe	28%	42%	35%	41%
	Rest of the World	6%	7%	7%	8%
Debtors	DSO	72	68	67	65
Client Concentration	Client Billed	546	567	738	878
	Top 5 contribution	48%	43%	43%	43%
	Top 10 contribution	62%	57%	57%	58%
	Top 15 contribution	70%	68%	65%	66%

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