

Walker Chandio & Co LLP

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of MPS Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of MPS Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), (refer Annexure 1 for the list of subsidiaries included in the Statement) for the quarter ended 31 December 2022 and the consolidated year to date results for the period 01 April 2022 to 31 December 2022, being submitted by the Holding Company 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 Holding Company's management and approved by the Holding Company'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 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of 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 the Standards on Auditing specified under section 143(10) of the Act, 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 SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the Listing Regulation, to the extent applicable.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune



Walker Chandio & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

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4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the auditors referred to in paragraph 5 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 Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We did not review the interim financial results of one subsidiary included in the Statement, whose financial information reflects total revenues of ₹ 424 lakhs and ₹ 1,207 lakhs, total net profit after tax of ₹ 81 lakhs and ₹ 212 lakhs and total comprehensive income of ₹ 127 lakhs and ₹ 240 lakhs, for the quarter and year-to-date period ended on 31 December 2022, respectively, as considered in the Statement. These interim financial results have been reviewed by other auditor whose review report has been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of one subsidiary is based solely on the review report of such other auditor and the procedures performed by us as stated in paragraph 3 above.

Further, the subsidiary is located outside India, whose interim financial results have been prepared in accordance with accounting principles generally accepted in the respective country and which has been reviewed by other auditor under International Standards of Review Engagement (ISRE) 2410, applicable in the respective country. The Holding Company's management has converted the financial results of such subsidiary from accounting principles generally accepted in the respective country to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion, in so far as it relates to the balances and affairs of the subsidiary is based on the review report of other auditor and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the report of the other auditor.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013



Rohit Arora

Partner

Membership No. 504774



UDIN: 23504774 BGTG P09383

Place: New Delhi

Date: 25 January 2023

Chartered Accountants

Walker ChandioK & Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)
Annexure 1

List of entities included in the Statement

Entity Name	Relationship
MPS Interactive Systems Limited	Subsidiary
MPS North America LLC	Subsidiary
MPS EUROPA AG	Subsidiary
Highwire Press Limited	Subsidiary
Semantico Limited	Subsidiary
TOPSIM GmbH	Subsidiary
E.I. Design Private Limited (Acquired on 30 May 2022)	Subsidiary



Chartered Accountants

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2022
(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-2022 (Un-Audited)	30-Sep-2022 (Un-Audited)	31-Dec-2021 (Un-Audited)	31-Dec-2022 (Un-Audited)	31-Dec-2021 (Un-Audited)	31-Mar-2022 (Audited)
I	Revenue from operations	13,214	12,660	11,211	37,359	33,947	44,888
II	Other income	342	161	284	833	995	1,409
III	Total income (I+II)	13,556	12,821	11,495	38,192	34,942	46,297
IV	Expenses						
	Employee benefits expense	5,357	5,476	4,927	16,127	15,438	20,174
	Finance costs	25	27	33	79	109	154
	Depreciation and amortization expense	504	505	522	1,461	1,583	2,060
	Other expenses	3,733	3,167	3,037	10,134	9,057	12,113
	Total expenses	9,619	9,175	8,519	27,801	26,187	34,501
V	Profit before tax (III-IV)	3,937	3,646	2,976	10,391	8,755	11,796
VI	Tax expense						
	Current tax	931	983	701	2,722	2,086	2,851
	Adjustment of tax relating to earlier years	(4)	-	(3)	(4)	(3)	48
	Deferred tax	53	(22)	79	(33)	166	185
	Total tax expense	980	961	777	2,685	2,249	3,084
VII	Profit for the period/year (V-VI)	2,957	2,685	2,199	7,706	6,506	8,712
VIII	Other comprehensive income						
	Items that will not be reclassified to profit or loss						
	Re-measurement gain/(loss) on defined benefit plans	5	(10)	29	(36)	(1)	33
	Income tax relating to items that will not be reclassified to profit or loss	(1)	3	(7)	9	1	(8)
	Items that will be reclassified subsequently to profit or loss						
	Exchange differences on translation of foreign operations	477	278	111	1,187	190	396
	Total other comprehensive income for the period/year	481	271	133	1,160	190	421
IX	Total comprehensive income for the period/year (VII+VIII)	3,438	2,956	2,332	8,866	6,696	9,133
X	Paid-up equity share capital (Face value - INR 10 per equity share)	1,711	1,711	1,805	1,711	1,805	1,711
XI	Other equity						34,977
XII	Earnings per equity share (not annualised for quarters and period) (Face value - INR 10 per equity share)						
	Basic and diluted	17.28	15.70	12.18	45.05	36.04	48.61

NOTES:

- 1 These results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') notified under section 133 of Companies Act, 2013. These results have been reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting held on 25 January, 2023. The Statutory auditors of the Company have carried out limited review of the financial results for the quarter and nine months ended 31 December 2022 and an unmodified review report has been issued. The same are available with Stock Exchanges and 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. 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	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-2022	30-Sep-2022	31-Dec-2021	31-Dec-2022	31-Dec-2021	31-Mar-2022
		(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)
I	Segment revenue						
	Content solutions	6,558	6,714	5,955	19,595	18,211	24,220
	eLearning solutions	3,738	3,160	2,158	9,364	6,270	8,334
	Platform solutions	2,918	2,786	3,098	8,400	9,466	12,334
	Total	13,214	12,660	11,211	37,359	33,947	44,888
II	Segment results (profit before tax and interest from each segment)						
	Content solutions	2,701	2,710	1,878	7,520	5,804	7,665
	eLearning solutions	912	665	265	2,020	688	1,143
	Platform solutions	874	972	1,089	2,707	3,032	4,064
	Total	4,487	4,347	3,232	12,247	9,524	12,872
	Less: Finance costs	25	27	33	79	109	154
	Less: Un-allocable expenditure (net of un-allocable income)	525	674	223	1,777	660	922
	Profit before tax	3,937	3,646	2,976	10,391	8,755	11,796

- (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 30 May 2022, the Company had completed the acquisition of E.I. Design Private Limited for a total purchase consideration of INR 4,115 Lacs through MPS Interactive Systems Limited, a wholly owned subsidiary of the Company. 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 2,302 Lacs has been recognized.
- 4 Subject to receipt of the requisite approval of the Shareholders, Lenders and Creditors of MPS Interactive Systems Limited and E.I. Design Private Limited and any other third party (if necessary) and the sanction of Scheme of Merger by the National Company Law Tribunal, and such other competent authorities as may be applicable, the Board of Directors of the Company in its meeting held on 03 November 2022, has given its in-principle approval for the proposed merger of E.I. Design Private Limited, the step-down wholly owned subsidiary of the Company, with MPS Interactive Systems Limited, the direct wholly owned subsidiary of the Company. The Company has in-principally approved the merger to consolidate operations of both the entities to prevent duplication of costs and increase profitability through reduction in administrative, operative and marketing costs, that could be passed on to the stakeholders.
- 5 During the quarter ended 31 December 2022, the Nomination and Remuneration Committee and Board of Directors of the Company, in their respective meetings, approved an Employee Stock Option Scheme namely 'MPS Limited- Employee Stock Option Scheme-2023' ("ESOS 2023"/Scheme), subject to shareholders' approval by way of a special resolution, which has been approved by the Shareholders vide Postal Ballot resolution dated 21 January 2023, authorizing the Nomination and Remuneration Committee to grant to the eligible employees of the Company and its subsidiary(ies) not exceeding 4,00,000/- (Four Lakh) employee stock options, convertible into not more than equal number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid up upon exercise, out of which not more than 2,00,000 (Two Lakh) equity shares to be sourced from Secondary Acquisition, from time to time through an employee welfare trust namely 'MPS Employee Welfare Trust' ("Trust"). The Scheme contemplates the provision of loan to the Trust subject to ceiling as specified in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEBS Regulations"). The Scheme shall be implemented in due course in due compliance with the provisions of the SBEBS Regulations and other applicable laws.
- 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 and its Indian subsidiary will assess the impact and will give appropriate impact in its financial results in the period in which, the Code becomes effective and the related rules are published.
- 7 The standalone results of the Company are also 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-2022	30-Sep-2022	31-Dec-2021	31-Dec-2022	31-Dec-2021	31-Mar-2022
	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)
Revenue from operations	7,526	7,665	7,209	22,081	21,897	28,402
Profit before tax	3,103	3,020	2,405	8,303	7,286	9,839
Tax expense	776	796	690	2,158	1,994	2,693
Profit for the period/year	2,327	2,224	1,715	6,145	5,292	7,146
Other comprehensive income, net of income tax	80	112	78	329	35	140
Total comprehensive income for the period/year	2,407	2,336	1,793	6,474	5,327	7,286

- 8 The figures for the corresponding previous quarter/period/year have been regrouped/reclassified, wherever necessary to make them comparable.

By Order of the Board of Directors
For MPS Limited
**RAHUL
ARORA**
Rahul Arora
Chairman, CEO and Managing Director
Place: Noida, Uttar Pradesh

Date: 25 January 2023