



MPS Limited

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Ref: MPSTL/SE/66/2025-26

Date: 10 October 2025

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no. C/1,
G Block, Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051, India
Symbol: MPSTLTD
ISIN: INE943D01017

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001, India
Scrip Code: 532440
ISIN: INE943D01017

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, we wish to inform you that MPS Interactive Systems Limited (“MPSi”), a wholly owned and material subsidiary of MPS Limited (“the Company”), has, on 10 October 2025, entered into a Share Subscription and Shareholders Agreement (“SSSHA”) with Mr. Rodney Charles Beach, an Australian resident and the proposed investor (“Mr. Beach”), and the Company.

Under the terms of the SSSHA, Mr. Beach has agreed to subscribe to the equity shares of MPSi for an aggregate consideration of INR 87,362,000 (Indian Rupees Eighty-Seven Million Three Hundred Sixty-Two Thousand) (“Subscription Price”), subject to and in accordance with the terms and conditions set out in the Agreement.

The completion of the above transaction is subject to the fulfilment of the applicable provisions of the Companies Act, 2013, and other relevant laws and regulations.

The information required to be disclosed under Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, is enclosed herewith as “Annexure-A”.

A copy of the press release issued in this regard is enclosed as “Annexure-B”.

We request you to kindly take the above information on record.

Thanking you,

Yours Faithfully,
For MPS Limited

Raman Sapra
Company Secretary & Compliance Officer

Encl: As Above

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Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024:

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	The Share Subscription and Shareholders Agreement (“SSSHA”) has been executed among MPS Interactive Systems Limited (“MPSi”), a wholly owned subsidiary of the Company, Mr. Rodney Charles Beach, the proposed investor (“Mr. Beach”), and MPS Limited (“Company”) (collectively referred to as the “Parties”).
2.	Purpose of entering into the agreement.	The purpose of the SSSHA is to record the terms and conditions of the issuance by MPSi and subscription by Mr. Beach of equity shares of MPSi through preferential allotment, and the Parties’ rights and obligations on completion of the issuance and subscription of the equity shares.
3.	Size of agreement	The SSSHA involves the issuance and subscription of equity shares for an aggregate consideration of INR 87,362,000 (Indian Rupees Eighty-Seven Million Three Hundred Sixty-Two Thousand), proposed to be subscribed by Mr. Beach.
4.	Shareholding, if any, in the entity with whom the agreement is executed.	<p>The Company holds 100% of the issued, subscribed, and paid-up equity share capital of MPSi.</p> <p>Pursuant to the SSSHA, the equity shares of MPSi would be allotted in due course. Consequently, MPSi will cease to be a wholly owned subsidiary of the Company. However, it will continue to remain a material subsidiary of the Company, and MPS Limited will own over 95 percent of this subsidiary.</p>
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The SSSHA primarily sets out the rights and obligations of the Parties in relation to their shareholding in MPSi following the issuance of equity shares to Mr. Beach. It outlines appropriate rights and obligations for both Parties with respect to the issuance and transfer of shares. Additionally, Mr. Beach has been granted customary tag-along and drag-along rights, which may be exercised in the event the Company undertakes a transfer of shares. The Company also retains the right to issue new shares in the future, subject to value appreciation.</p> <p>Mr. Beach has no other special rights as a shareholder of MPSi for director nomination, pre-emptive subscription rights, or the right to restrict any change in the capital structure of MPSi.</p>

6.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	MPSi is a wholly owned and material subsidiary of the Company. Mr. Beach is not related to the promoter/promoter group of the Company.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”.	The transaction does not fall within the scope of related party transactions.
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	MPSi will issue equity shares of face value INR 10 each to Mr. Beach for an aggregate subscription consideration of INR 87,362,000 (Indian Rupees Eighty-Seven Million Three Hundred Sixty-Two Thousand), in dematerialised form.
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis.	Not Applicable
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. name of parties to the agreement; b. nature of the agreement; c. date of execution of the agreement; d. details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

Press Release

10 October 2025

MPS Interactive Systems Advances with INR 8.73 crore Investment and Leadership from Global Tech Visionary Rodney Charles Beach

Noida, India: MPS Interactive Systems Limited ("MPSi"), a material subsidiary of MPS Limited, is excited to announce a transformative investment by Rodney Charles Beach, the Founder of the Liberate Group of companies based in Australia. Mr. Beach is a widely recognized leader in learning and education technology, with over 30 years of pioneering experience in the industry.

Mr. Beach is set to acquire equity shares in MPSi and will take on the role of President, leading the subsidiary through its ambitious global growth strategy.

Driving Innovation in AI-Powered Learning

With a strong background in corporate learning solutions and the successful expansion of the Liberate Group into a global powerhouse, Mr. Beach is poised to drive innovation at MPSi. His leadership will leverage the rapid advancements in AI and learning technologies, strategically positioning MPSi at the forefront of transforming how organizations develop talent and enhance workplace performance. Rodney Charles Beach, President of MPSi, expressed his enthusiasm, stating: "The learning technology industry is undergoing a profound evolution, and MPSi is at the center of these exciting changes. With my decades of experience, I am eager to elevate MPSi's status as a global leader by merging revolutionary learning technology with strong leadership. This investment highlights our commitment to providing cutting-edge solutions that not only improve training but significantly enhance the effectiveness and capabilities of global workforces."

Mr. Beach envisions a path of rapid growth: "We are moving beyond incremental advancements to establish a new standard for our client partners around the world. By offering hyper-personalized, human-focused training solutions infused with state-of-the-art learning technology, we empower millions of learners globally to achieve engaging and transformative learning experiences."

Aligning with MPS Group's Vision for Strategic Growth

This strategic investment and leadership appointment closely aligns with MPS Limited's vision to streamline and accelerate its corporate learning initiatives under cohesive, forward-thinking leadership. Rahul Arora, Chairman and CEO of MPS Limited, shared his optimism: "The corporate learning sector is one of our most dynamic growth areas, and Rod's strategic investment in MPSi significantly boosts our momentum. This collaboration brings unified strategic direction, efficient governance, and enhanced competitiveness on a global scale. We are excited to support Rod as he leads MPS Interactive Systems toward unparalleled global success."

This commitment marks a defining moment for MPSi, setting the stage for a future where learning technologies drive unprecedented levels of engagement and success worldwide.



MPS Limited

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About MPS Interactive Systems Limited (MPSi)

MPS Interactive Systems (MPSi), a subsidiary of MPS Limited, is a global learning solutions provider. The business was originally founded in 1990 as a part of one of India's largest conglomerates, and was acquired by MPS in 2018, when it was rebranded as MPSi. MPSi was the first eLearning company worldwide to be assessed at Level 5 of SEI-CMM. It has since consistently been recognized by Training Industry among the Top 20 Companies for Content Development, Training Outsourcing, Gamification, and Experiential Learning Technologies. To further expand its global presence, MPSi acquired EI Design (India) in June 2022 and Liberate Group (Australia) in August 2023.

About MPS Limited (MPS)

MPS was established as a subsidiary of Macmillan Limited in 1970 to change how the world learns. After a change of ownership in 2012, MPS developed significant momentum because of consistent reinvestment in the business and considerable diversification by completing seven acquisitions between 2013 and 2020. Recently, MPS has entered a new growth phase by unlocking synergies between all its acquisitions. The journey to Vision 2027 for MPS is about building a serious scale that includes a market-oriented approach to drive organic growth and an enhanced acquisition playbook that involves acquiring growing assets at competitive prices instead of acquiring distressed assets at distressed prices.

About Rodney Charles Beach

Rodney Charles Beach is the Founder of the Liberate Group of companies, Australia, and a respected thought leader in the learning and education technology sector with over 30 years of experience. His expertise spans corporate training, higher education, digital learning innovation, and organizational performance enhancement, serving some of the world's largest enterprises and educational institutions.

About Liberate Group

Liberate Group (<https://www.liberatelearning.com.au/>) was established in 2010 by Rodney Beach (Group Managing Director). The Group comprises Liberate Learning Pty Ltd, Liberate eLearning Pty Ltd, and App-eLearn Pty Ltd, and is a leading provider of digital and blended learning solutions in Australia.

Liberate designs and delivers innovative eLearning and blended programs, offering end-to-end services including learning consulting, content development, immersive technologies (VR, 360° simulations, gamification), video animation, and deployment of scalable digital learning platforms.

The Group has a diverse and loyal customer base, primarily including blue-chip corporates, State and Commonwealth Government departments, and major educational institutions across Australia. With the phased acquisition by MPSi, the Group is positioned to expand its reach, strengthen operational synergies, and accelerate growth in the APAC region and beyond.

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