

Date: February 21, 2023

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

Dear Sirs,

Sub: Approval for the scheme of merger between subsidiaries of MPS Limited.

This to inform you that E.I. Design Private Limited, a private limited company incorporated in accordance with the provisions of the Companies Act, 1956, **(E.I. Design/Transferor Company)** and MPS Interactive Systems Limited, an unlisted public company incorporated in accordance with the provisions of the Companies Act, 2013 **(MPSI/Transferee Company)**, are the wholly owned subsidiaries of MPS Limited **(Company)**. While MPSI is a direct subsidiary and E.I. Design is a step-down subsidiary of the Company.

Both the Companies i.e. E.I. Design and MPSI, in their Meeting of Board of Directors dated today, February 21, 2023, have considered and approved the Draft Scheme of Merger of E.I. Design into and with MPSI and other ancillary documents/ notices.

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **SEBI Listing Regulations**) and other applicable provisions, if any, we hereby notify the following:

1. Approval for the scheme of merger of E.I. Design Private Limited and MPS Interactive Systems Limited:

In terms of Section 233 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the respective Board of Directors of E.I. Design and MPSI have accorded the consent to approve the draft scheme of merger of E.I. Design Private Limited, the Transferor Company with MPS Interactive Systems Limited, the Transferee Company ("**Merger**"), subject to the sanction of Scheme of Merger of E.I. Design and MPSI by the jurisdictional Regional Director or NCLT, Chennai.

The Merger is subject to the receipt of the requisite approval of Shareholders, Lenders and Creditors of the E.I. Design/MPSI and the sanction of the scheme of Merger by Regional Director, Southeast Region, Hyderabad, Telangana or the NCLT, Chennai.

Upon Merger of E.I. Design and MPSI, all the assets, liabilities, registrations, licenses, contracts, intellectual properties, staff, workmen, and pending suits of E.I. Design shall stand transferred to and vested in or deemed to have been transferred to and vested in the MPSI, and MPSI will be the surviving entity post the merger.



MPS Limited

A-1, Tower A, 4th Floor, Windsor IT Park, Sector 125, Noida
Tel: +91 120 4599 750 Fax: +91 120 4021 280

The disclosure as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.-CIR/CFD/CMD/4/2015 dated September 09, 2015, is provided in the enclosed "Annexure-A".

This is for your kind information and record.

Thanking you,

Yours Faithfully,
For **MPS Limited**

**RAMAN
SAPRA**

Digitally signed by RAMAN SAPRA
DN: cn=RAMAN SAPRA,
pseudoym=43dbd303263049b818a0766
4838540,
2.5.4.20=18cf90a1544184712d862ca166b9
893ae39be03b72c0f4a4c907cfe6f25d25,
postalCode=201014, st=Uttar Pradesh,
serialNumber=15cbe9dcd45c032a01894d
72a7db7a8319b2286016cd2be145dc5308
38fc, cn=RAMAN SAPRA
Date: 2023.02.21 18:49:51 +05'30'

Raman Sapra
Company Secretary & Compliance Officer

Encl: As Above

www.mpslimited.com

Annexure A
Disclosure pursuant to Para A of Part A of Schedule III of Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Details of Amalgamation / Merger:

Merger of E.I.Design Private Limited and MPS Interactive Systems Limited, step-down and direct subsidiary, respectively, of the Company

S. No.	Requirement of Disclosure	Details
a)	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.;	Name of the entities: (i) E.I. Design Private Limited E.I. Design Private Limited is a private limited company incorporated in accordance with the provisions of the Companies Act, 1956, with CIN-U72900KA2002PTC030082 and having its registered office at Super A, 16-17 4th Floor, RR Tower IV, TVK Industrial Estate Guindy, Chennai, Tamil Nadu - 600032 ("E.I. Design/Transferor Company") and Authorised capital: Rs.25.00 Lacs (As on 31.12.2022) Paid-up capital: Rs.20.91 Lacs (As on 31.12.2022) Turnover: Rs.3,795.99 Lacs (for the year 2021-22) Net Worth: Rs.2,918.45 Lacs (As on 31.03.2022) (ii) MPS Interactive Systems Limited MPS Interactive Systems Limited is an unlisted public company incorporated in accordance with the provisions of the Companies Act, 2013 with CIN-U74999TN2018PLC122594 and having its registered office at RR Tower IV, Super A, 16/17 Thiru VI KA, Industrial Estate, Guindy, Chennai, Tamil Nadu - 600032, India ("MPSI/Transferee Company") and Authorised capital: Rs.9,000.00 Lacs (As on 31.12.2022) Paid-up capital: Rs.6,200.00 Lacs (As on 31.12.2022) Turnover: Rs.5,387.14 (for the year 2021-22) Net Worth: Rs.6,317.75 (As on 31.03.2022)
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No
c)	Area of business of the entity(ies);	Details of the entities Both E.I. Design and MPSI are engaged in similar business activities i.e. providing of eLearning solutions (such as gamification, simulations, custom eLearning development, augmented and virtual reality, immersive learning and microlearning.

d)	Rationale for amalgamation/merger;	:	The rationale for the Merger in brief is as follows: (i) As the Transferor Company and Transferee Company are engaged in similar line of business, the merger would help in attaining operational efficiencies, cost competitiveness, creating synergies for businesses and would assist in capitalizing on the growth opportunities to the fullest extent. (ii) Since both E.I. Design and MPSI, are step-down and direct subsidiary of the Company, it is operationally efficient to merge the two entities. (iii) This arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and will result in the formation of a stronger company with a larger capital base. (iv) The Merger will result in the stronger balance sheet which means that the combined entities will be able to better negotiate with lenders and other stakeholders of business. (v) The consolidation of operations of the Transferor Company and the Transferee Company by way of merger will lead to optimization of the business processes, efficiencies of scale, better cost-management, and leveraging of expertise of both the entities.
e)	In case of cash consideration – amount or otherwise share exchange ratio;	:	E.I. Design is a wholly owned subsidiary of the MPSI. Accordingly, pursuant to the Merger, the entire shareholding of E.I. Design held by the MPSI will automatically stand cancelled without any act and deed and be extinguished and no shares of the MPSI shall be required to be issued and allotted pursuant to the cancellation.
f)	Brief details of change in shareholding pattern (if any) of listed entity.	:	The proposed transaction relate to Merger of step-down subsidiary into the direct subsidiary of the Company. The proposed Merger will not result in any change in shareholding of the Company and will merely consolidate value in one subsidiary.

For **MPS Limited**

RAMAN SAPRA

Raman Sapra
Company Secretary & Compliance Officer

Digitally signed by RAMAN SAPRA
DN: c=IN, o=PERSONAL, title=9408,
pseudonym=43dbd303263049bf818a0766e0838560
2.5.4.20=18cf30a1544184712dbd62ca166b9893ae39
be03b17c0fe0a44c97cfe0825d25,
postalCode=201014, st=Uttar Pradesh,
serialNumber=15cbe9d5de94c532a01894d72a7cb7
af4313fb2366016cd20a145c5330838fc, cn=RAMAN
SAPRA
Date: 2023.02.21 18:50:14 +05:30

www.mpslimited.com