

June 25, 2021

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: MPS LTD	BSE Scrip Code: 532440

Sub.: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019

This has reference to the communication sent by the Company to the Stock Exchanges on May 27, 2021 for the proposed appointment of M/s. Walker Chandiok & Co LLP ("WCC LLP"), Chartered Accountants, as the Statutory Auditors of the Company effective from the ensuing 51st AGM of the company scheduled on June 30th 2021 for a period of 5 years.

M/s. BSR & Co. LLP ("BSR"), the existing Statutory Auditors of the material subsidiary of the company, MPS Interactive Systems Limited ("MPSI"), have informed vide their attached resignation letter dated June 24, 2021 that they would like to resign as the statutory auditors of MPSI, with immediate effect, to enable the management to have the same auditors for the material subsidiary and the holding company. BSR have mentioned that there is no other material reason for their resignation other than the reason as detailed in their above referred letter. The Board of MPSI has noted the reason of resignation and has accepted the same. The Board of MPSI has also recommended for the proposed appointment of WCC LLP as the Statutory Auditors of MPSI.

Please take the above information on record.

Thanking You,

For MPS Limited

Sunit

Malhotra

Sunit Malhotra

CFO & Company Secretary

Digitally signed by Sunit Malhotra
DN: cn=Sunit Malhotra, o=MPS
Limited, ou=Finance and Secretariat,
email=sunit.malhotra@mpslimited.c
om, c=IN
Date: 2021.06.25 10:41:54 +05'30'

Encl: Letter from BSR dated June 24, 2021 with Annexure as detailed in the letter.

BSR & Co. LLP

Chartered Accountants

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

Telephone: +91 124 719 1000
Fax: +91 124 235 8613

The Board of Directors,
MPS Interactive Systems Limited
RR Towers IV, Super A, 16/17,
Thiru-vi-ka Industrial Estate,
Guindy, Chennai – 600 032

24 June 2021

Dear Sirs,

Subject: Resignation with immediate effect

As you are aware, we were appointed as the Statutory Auditors of MPS Interactive Systems Limited ('the Company'), pursuant to the shareholder's resolution dated 23 July 2019 to hold office until the year ended 31 March 2024.

We have completed our statutory audit till 31 March 2021 and issued the audit report on 24 May 2021.

As per our discussions with the management, pursuant to completion of our term of appointment as auditors on the holding company, the Company has expressed its intention to align its auditors with the proposed auditors of the holding company. Accordingly, we hereby tender our resignation as statutory auditors of the company with immediate effect.

Please find attached in Annexure A, the information to be obtained by the company from the auditors for the resignation as required by Securities and Exchange Board of India circular CIR/CFD/CMD1/114/2019 dated 18 October 2019.

As per the requirement of the Companies Act, 2013, we shall be forwarding the copy of the ADT-3, as filed with ROC, in due course.

Yours faithfully,

For BSR & Co. LLP

Chartered Accountants

ICAI Firm registration No.: 101248W/W-100022

Digitally signed by
SHASHANK SHASHANK
AGARWAL AGARWAL
Date: 2021.06.24
12:49:07 +05'30'

Shashank Agarwal

Partner

Membership No.: 095109

Principal Office:

Disclosure of information from the statutory auditor upon resignation

Sr. No.	Particulars	Details
1.	Name of the listed entity/ material subsidiary	MPS Interactive Systems Limited (“the Company”)
2.	Details of the statutory auditor:	
	a. Name	B S R & Co. LLP
	b. Address	Building No. 10, 12 th Floor, Tower-C, DLF Cyber City, Phase- II, Gurugram – 122002, India
	c. Phone Number	+91 124 719 1000
	d. Email	shashankagarwal@bsraffiliates.com
3.	Details of association with the listed entity/ material subsidiary:	
	a. Date on which the statutory auditor was appointed	23/07/2019
	b. Date on which the term of the statutory auditor was scheduled to expire	Conclusion of the Company’s 6 th AGM to be held in the year 2024
	c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission	Audit report for the year ended 31 March 2021 issued on 24 May 2021
4.	Detailed reasons for resignation:	Refer to attached resignation letter issued dated 24 June 2021
5.	In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors)	Not applicable
6.	In case the information requested by the auditor was not provided, then following shall be disclosed:	Not applicable
	a. Whether the inability to obtain sufficient appropriate audit evidence was due to a management - imposed limitation or circumstances beyond the control of the management.	
	b. Whether the lack of information would have significant impact on the financial statements/results.	
	c. Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)	
	d. Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis	

Sr. No.	Particulars	Details
	the previous audit/limited review reports were issued.	
7.	Any other facts relevant to the resignation:	None

Declaration:

1. We hereby confirm that the information given in this letter and its attachments is correct and complete.
2. We hereby confirm that there is no other material reason other than those provided above for resignation of my firm.

Yours faithfully,

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022

**SHASHANK
AGARWAL**

Digitally signed by
SHASHANK AGARWAL
Date: 2021.06.24 12:59:05
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Shashank Agarwal

Partner

Membership No.: 095109