

January 29, 2015

**Department of Corporate Services
Listing
BSE Limited**

P J Towers
Dalal Street,
Mumbai - 400 001

Fax No. 022- 2272 3121 / 22722041

**Listing Department
National Stock Exchange of India
Limited**

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)

Mumbai - 400 051

Fax No. 022- 26598347 / 48

Sub.: Outcome of the Board Meeting held on January 29, 2015

Dear Sir/ Madam,

We hereby wish to inform you that the Board of Directors of the Company at their meeting held today inter-alia, considered and approved the following:

1. Unaudited Financial Results (standalone and consolidated) of the Company for the quarter and nine months ended December 31, 2014.
2. Declaration of 2nd Interim Dividend of Rs. 10/- per share for the Financial Year 2014-15 and fixed Tuesday, February 10, 2015 as the Record Date for the Interim Dividend.
3. Issue of securities of the Company through Qualified Institutional Placement for an amount aggregating upto Rs. 150 crores (one hundred and fifty crores).
4. Re-appointment of Mr. Nishith Arora as the Managing Director of the Company for a period of three years w.e.f. April 19, 2015 on existing terms and conditions including remuneration.

We are enclosing herewith the following documents:

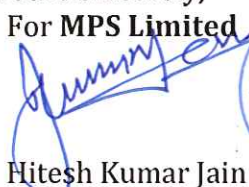
1. Unaudited Financial Results (standalone and consolidated) of the Company for the quarter and nine months ended December 31, 2014 along with Limited Review Reports of the Statutory Auditors thereon.
2. Intimation of Record Date fixed for the 2nd Interim Dividend.

You are requested to kindly take the above information and enclosed documents on your record.

Thanking you,

Yours Sincerely,

For **MPS Limited**


Hitesh Kumar Jain



DGM- Legal and Company Secretary

Encl as above

www.adi-mps.com

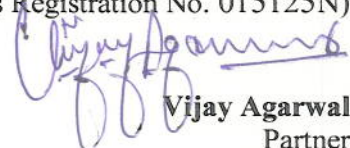
INDEPENDENT AUDITORS' REVIEW REPORT TO THE BOARD OF DIRECTORS OF MPS LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **MPS LIMITED** ("the Company") for the Quarter and Nine months ended December 31, 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. 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. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the Nine months ended December 31, 2014 of the Statement, from the details furnished by the Management.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

(Firm's Registration No. 015125N)



Vijay Agarwal
Partner

(Membership No. 094468)

Gurgaon, January 29, 2015



PART I: Statement of Standalone Unaudited Results for the Quarter and nine months ended 31-Dec-2014

in ₹ lacs

Sl No	Particulars	Three months ended 31-Dec-2014 (Un-Audited)	Preceding three months ended 30-Sep-2014 (Un-Audited)	Corresponding three months ended in previous year 31-Dec-2013 (Un-Audited)	Year to date figures for nine months ended 31-Dec-2014 (Un-Audited)	Year to date figures for nine months ended in previous year 31-Dec-2013 (Un-Audited)	Previous Year ended 31-Mar-2014 (Audited)
1.	Income from operations						
a)	Net sales/income from operations	5,666	5,313	5,404	15,501	14,155	18,829
b)	Other operating Income	-	-	-	-	-	-
	Total Income from operations (net)	5,666	5,313	5,404	15,501	14,155	18,829
2.	Expenses						
a)	Cost of materials consumed	-	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-	-
c)	Changes in inventories of work-in-process (Increase)/Decrease	159	(69)	139	15	56	107
d)	Employee benefit expense	2,096	2,113	1,947	6,342	5,881	7,807
e)	Depreciation and amortization expense	112	141	130	404	381	505
f)	Foreign Exchange (Gain)/Loss	(120)	(117)	(176)	(515)	243	319
g)	Other expenses	1,118	1,153	1,021	3,258	3,225	4,125
	Total expenses	3,365	3,221	3,061	9,504	9,786	12,863
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	2,301	2,092	2,343	5,997	4,369	5,966
4.	Other income	163	99	160	376	489	667
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	2,464	2,191	2,503	6,373	4,858	6,633
6.	Finance costs	1	1	21	4	37	38
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5+6)	2,463	2,190	2,482	6,369	4,821	6,595
8.	Exceptional items	-	-	-	772	-	-
9.	Profit/(Loss) from ordinary activities before tax (7+8)	2,463	2,190	2,482	7,141	4,821	6,595
10.	Tax expense	809	768	855	2,438	1,642	2,251
11.	Net Profit/(Loss) from ordinary activities after tax (9+10)	1,654	1,422	1,627	4,703	3,179	4,344
12.	Extraordinary Items (net of tax expense)	-	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11+12)	1,654	1,422	1,627	4,703	3,179	4,344
14.	Paid-Up equity share capital (Face Value - Rs 10 per Equity Share)	1,682	1,682	1,682	1,682	1,682	1,682
15.	Reserves excluding Revaluation Reserve as per the balance sheet	-	-	-	-	-	7,581
16.	I Earnings per share (before extraordinary items) (not annualised):						
	(a) Basic	9.83	8.45	9.67	27.96	18.90	25.82
	(b) Diluted	9.83	8.45	9.67	27.96	18.90	25.82
	II Earnings per share (after extraordinary items) (not annualised):						
	(a) Basic	9.83	8.45	9.67	27.96	18.90	25.82
	(b) Diluted	9.83	8.45	9.67	27.96	18.90	25.82

PART II: Select information for Quarter and nine months ended 31-Dec-2014

A	Particulars of Shareholding						
1	Public shareholding:						
	- Number of shares	42,05,672	42,05,672	42,05,672	42,05,672	42,05,672	42,05,672
	- Percentage of share holding	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%
2	Promoters and Promoter Group Shareholding						
a)	Pledged / Encumbered						
	- Number of shares	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter Group)	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of share capital of the company)	-	-	-	-	-	-
b)	Non-encumbered						
	- Number of shares	1,26,16,996	1,26,16,996	1,26,16,996	1,26,16,996	1,26,16,996	1,26,16,996
	- Percentage of shares (as a % of the total shareholding of promoter and promoter Group)	100%	100%	100%	100%	100%	100%
	- Percentage of shares (as a % of the total shareholding of share capital of the company)	75.00%	75.00%	75.00%	75.00%	75.00%	75.00%

NA

Particulars	3 months ended 31-Dec-2014
B Investor Complaints	
Pending at the beginning of the quarter	NIL
Received during the quarter	2
Disposed off during the quarter	2
Remaining unresolved at the end of the quarter	NIL

Notes:

- 1 The Financial Results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting on 29-Jan-2015. The Statutory Auditors have carried out a Limited Review of the above financial results of the Company.
- 2 The Company operates in a single segment, "the business of providing publishing solutions viz., typesetting and data digitization services".
- 3 The Company has declared an Interim dividend of Rs. 10 (ten) per fully paid up equity share of Rs.10 each to the shareholders. The record date for this purpose would be 10/02/2015.
- 4 The Company has revised its policy of providing depreciation on fixed assets effective 01-Apr-2014. Depreciation is now provided on Straight Line basis for all assets as against the policy of providing on Written Down Value basis for some assets and Straight Line basis for others. As a result of these changes, the depreciation charged for the quarter and nine months ended 31-Dec-2014 is higher by Rs.6 Lacs and Rs 89 Lacs respectively and the effect relating to period prior to 01-Apr-2014 is credit of Rs.772 Lacs which has been shown as an "Exceptional Item" in the above statement. Deferred tax of Rs. 262 lacs on this credit is included in the tax expense.
- 5 The Company has invested an amount of \$1.2 million in MPS North America LLC to meet the acquisition cost and working capital requirements related to the acquisition of contracts, assets and employees of Electronic Publishing Services Inc. (EPS), New York .
- 6 Figures for the previous period(s)/years have been regrouped/recast where necessary.

Place: Gurgaon

Dated : 29-Jan-2015

By Order of the Board

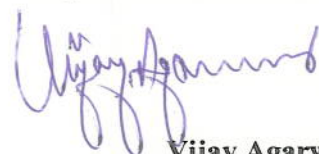
Nishith Arora

Chairman and Managing Director

INDEPENDENT AUDITORS' REVIEW REPORT TO THE BOARD OF DIRECTORS OF MPS LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **MPS LIMITED** ("the Company") and its subsidiary (the Company and its subsidiary constitute "the Group") for the Quarter and nine months ended December 31, 2014 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 5 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. 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. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of its subsidiary, MPS North America LLC.
4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the nine months ended December 31, 2014 of the Statement, from the details furnished by the Management.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 015125N)



Vijay Agarwal
Partner
(Membership No. 094468)

Gurgaon, January 29, 2015



PART I: Statement of Consolidated Unaudited Results for the Quarter and nine months ended 31-Dec-2014

in ₹ lacs

Sl No	Particulars	Three months ended 31-Dec-2014 (Un-Audited)	Preceding three months ended 30-Sep-2014 (Un-Audited)	Corresponding three months ended in previous year 31-Dec-2013 (Un-Audited)	Year to date figures for nine months ended 31-Dec-2014 (Un-Audited)	Year to date figures for nine months ended in previous year 31-Dec-2013 (Un-Audited)	Previous Year ended 31-Mar-2014 (Audited)
1.	Income from operations						
a)	Net sales/income from operations	6,317	5,557	5,632	16,893	14,514	19,728
b)	Other operating Income	-	-	-	-	-	-
	Total Income from operations (net)	6,317	5,557	5,632	16,893	14,514	19,728
2.	Expenses						
a)	Cost of materials consumed	-	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-	-
c)	Changes in inventories of work-in-process (Increase)/Decrease	159	(69)	139	15	56	107
d)	Employee benefit expense	2,402	2,284	2,153	6,997	6,324	8,469
e)	Depreciation and amortization expense	119	149	140	429	397	529
f)	Foreign Exchange (Gain)/Loss	(120)	(117)	(176)	(515)	243	319
g)	Other expenses	1,325	1,263	1,075	3,693	3,395	4,538
	Total expenses	3,885	3,510	3,331	10,619	10,415	13,962
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	2,432	2,047	2,301	6,274	4,099	5,766
4.	Other income	165	102	160	381	489	667
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3±4)	2,597	2,149	2,461	6,655	4,588	6,433
6.	Finance costs	2	1	21	5	37	38
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5±6)	2,595	2,148	2,440	6,650	4,551	6,395
8.	Exceptional items	-	-	-	772	-	-
9.	Profit/(Loss) from ordinary activities before tax (7±8)	2,595	2,148	2,440	7,422	4,551	6,395
10.	Tax expense	873	737	855	2,544	1,642	2,181
11.	Net Profit/(Loss) from ordinary activities after tax (9±10)	1,722	1,411	1,585	4,878	2,909	4,214
12.	Extraordinary Items (net of tax expense)	-	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11±12)	1,722	1,411	1,585	4,878	2,909	4,214
14.	Paid-Up equity share capital (Face Value - Rs 10 per Equity Share)	1,682	1,682	1,682	1,682	1,682	1,682
15.	Reserves excluding Revaluation Reserve as per the balance sheet						7,491
16.	i Earnings per share (before extraordinary items) (not annualised):						
	(a) Basic	10.24	8.38	9.42	29.00	17.29	25.05
	(b) Diluted	10.24	8.38	9.42	29.00	17.29	25.05
	ii Earnings per share (after extraordinary items) (not annualised):						
	(a) Basic	10.24	8.38	9.42	29.00	17.29	25.05
	(b) Diluted	10.24	8.38	9.42	29.00	17.29	25.05

PART II: Select information for Quarter and nine months ended 31-Dec-2014

A	Particulars of Shareholding						
1	Public shareholding:						
	- Number of shares	42,05,672	42,05,672	42,05,672	42,05,672	42,05,672	42,05,672
	- Percentage of share holding	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	- Number of shares	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter Group)	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of share capital of the company)	-	-	-	-	-	-
	b) Non-encumbered						
	- Number of shares	1,26,16,996	1,26,16,996	1,26,16,996	1,26,16,996	1,26,16,996	1,26,16,996
	- Percentage of shares (as a % of the total shareholding of promoter and promoter Group)	100%	100%	100%	100%	100%	100%
	- Percentage of shares (as a % of the total shareholding of share capital of the company)	75.00%	75.00%	75.00%	75.00%	75.00%	75.00%

NMC

Particulars	3 months ended 31-Dec-2014
B Investor Complaints	
Pending at the beginning of the quarter	NIL
Received during the quarter	2
Disposed off during the quarter	2
Remaining unresolved at the end of the quarter	NIL

Notes:

- The Financial Results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting on 29-Jan-2015. The Statutory Auditors have carried out a Limited Review of the above financial results of the consolidated financial statement of MPS Limited (Group).
- The Group operates in a single segment, "the business of providing publishing solutions viz., typesetting and data digitization services".
- The MPS Limited has declared an Interim dividend of Rs. 10 (ten) per fully paid up equity share of Rs.10 each to the shareholders. The record date for this purpose would be 10/02/2015.
- The Company has revised its policy of providing depreciation on fixed assets effective 01-Apr-2014. Depreciation is now provided on Straight Line basis for all assets as against the policy of providing on Written Down Value basis for some assets and Straight Line basis for others. As a result of these changes, the depreciation charged for the Quarter and nine month ended 31-Dec-2014 is higher by Rs.6 Lacs and Rs 89 Lacs respectively and the effect relating to period prior to 01-Apr-2014 is credit of Rs.772 Lacs which has been shown as an "Exceptional Item" in the above statement. Deferred tax of Rs. 262 lacs on this credit is included in the tax expense.
- The standalone results are available on the Company's website www.adi-mps.com. The particulars in respect of standalone results are as under:

Particulars (Standalone)	Three months ended 31-Dec-2014	Preceding three months ended 30-Sep-2014	Corresponding three months ended in previous year 31-Dec-2013	Year to date figures for nine months ended 31-Dec-2014	Year to date figures for nine months ended in previous year 31-Dec-2013	Previous Year ended 31-Mar-2014
Net Sales	5,666	5,313	5,404	15,501	14,155	18,829
Profit before exceptional item and tax	2,463	2,190	2,482	6,369	4,821	6,595
Exceptional Items	-	-	-	772	-	-
Profit/(Loss) before tax	2,463	2,190	2,482	7,141	4,821	6,595
Tax Expense	809	768	855	2,438	1,642	2,251
Net Profit/(Loss)	1,654	1,422	1,627	4,703	3,179	4,344

- Figures for the previous period(s)/years have been regrouped/recast where necessary.

Place: Gurgaon

Dated : 29-Jan-2015

By Order of the Board

Nishith Arora



Chairman and Managing Director



MPS Limited

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January 29, 2015

Department of Corporate Services
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Mumbai – 400 001

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Listing Department
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Limited
Exchange Plaza,
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Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051
Fax No. 022- 26598347 / 48

Sub.: Declaration of Interim Dividend and fixing of Record Date

Dear Sir/ Madam,

We hereby wish to inform you that the Board of Directors of the Company at their meeting held today inter-alia, considered and approved the declaration of 2nd Interim Dividend of Rs. 10/- per share for the Financial Year 2014-15 and fixed Tuesday, February 10, 2015 as the Record Date for the Interim Dividend.

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

Thanking you,

Yours Sincerely,

For MPS Limited

Hitesh Kumar Jain

DGM- Legal and Company Secretary



www.adi-mps.com

Registered office: RR Towers IV, Super A, 16/17 TVK Industrial Estate, Guindy, Chennai 600 032, INDIA Tel: +91 44 4916 2222 Fax: +91 44 4916 2225 Email: info@adi-mps.com

Corporate Identification Number: L22122TN1970PLC005795