

May 10, 2017

Listing Department**National Stock Exchange of India Limited**Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051**Department of Corporate Services –Listing****BSE Limited**Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 001

Trading Symbol: MPSLTD

Scrip Code: 532440

Sub.: Outcome of the Board Meeting held on May 10, 2017.

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we hereby wish to inform you that the Board of Directors of the Company at their meeting held today, i.e. May 10, 2017, *inter-alia*, considered and approved the following:

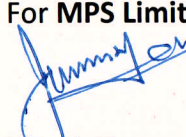
1. Audited Financial Results (Standalone and Consolidated) of the Company for the Quarter and Year ended March 31, 2017. It is hereby confirmed that the Audit Reports pertaining to aforesaid Financial Results do not have any modified opinion / qualification / reservation / adverse remarks. As per Regulation 33 of the Listing Regulations, said Audited Financial Results alongwith Audit Reports on these Financials and Investors' Release are enclosed herewith as **Annexure A**;
2. Convening of the 47th Annual General Meeting of the Company on Wednesday, July 19, 2017;
3. Closure of the Register of Members and Share Transfer Books of the Company ('Book Closure') from Monday, July 17, 2017 to Wednesday, July 19, 2017 (both days inclusive). Notice of Book Closure is enclosed as **Annexure B**;

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

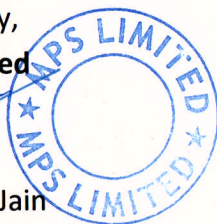
Thanking you,

Yours Sincerely,

For MPS Limited


Hitesh Kumar Jain**DGM- Legal & Company Secretary**

Encl.: as above



B S R & Co. LLP

Chartered Accountants

6th Floor, Tower- A, Plot # 07
Advant Navis Business Park
Sector- 142, Noida Expressway
Noida- 201305, UP, (India)

Telephone + 91 120 386 8000
Fax + 91 120 386 8999

Independent Auditor's Report on the Statement of Consolidated Financial Results of MPS Limited pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To The Board of Directors of **MPS Limited**

We have audited the accompanying Consolidated Financial Results ('the Consolidated Statement') of MPS Limited ('the company') and its subsidiaries (collectively referred to as 'the Group') for the year ended 31 March 2017 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the quarter ended 31 March 2017 and the corresponding quarter ended in the previous year as reported in the Consolidated Statement are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures up to the end of the third quarter of the relevant financial year. Also, the figures upto the end of the third quarter for the year ended 31 March 2017 and 31 March 2016 had been reviewed and not subjected to audit.

This Consolidated Statement has been prepared by the Company on the basis of the consolidated financial statements and reviewed quarterly consolidated financial results up to the end of third quarter, which is the responsibility of the Company's Management and approved by the Board of Directors of the Company. Our responsibility is to express an opinion on this Consolidated Statement based on our audit of such consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down under Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014; Companies (Accounting Standards) Amendment Rule, 2016 and other accounting principles generally accepted in India and in compliance with Regulation 33 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

The figures for the year ended 31 March 2016 have been audited by M/s Deloitte Haskins and Sells, Chartered Accountants.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance as to whether the Financial Statement is free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as Financial Results. An audit also includes assessing the accounting principles used and significant estimates made by the management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, the Consolidated Statement:

- (i) include the quarterly and year to date financial results of MPS North America LLC, Mag Plus Inc. and MAG+ AB, Sweden;
- (ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI circular dated 5 July 2016 in this regard; and
- (iii) gives a true and fair view of the net profit and other financial information for the year ended 31 March 2017.

Further, as mentioned above, we report that the figures for the quarter ended 31 March 2017 represents the derived figures between the audited figures in respect of financial year ended 31 March 2017 and the published year-to-date figures up to 31 December 2016 being the date of end of the third quarter of the current financial year, which were subject to limited review as stated in paragraph 1 above as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

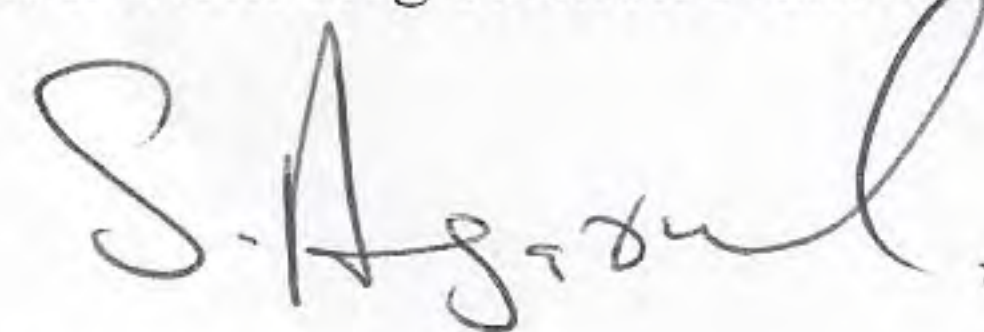
Attention is drawn to the fact that we did not audit the financial results of one Subsidiary Company i.e., MAG + AB Sweden. The financial results and other financial information of this Subsidiary Company which is incorporated outside India, reflect total assets of Rs. 52,158,000 as at 31 March 2017, total revenues of Rs. 106,612,196 and net cash outflows amounting to Rs 17,012,588 for the period ended on that date has been audited by other auditors duly qualified to act as auditors in that country, whose reports have been furnished to us by the other auditors. Further, we draw attention to Note 8 of the Consolidated Financial Results, wherein it has been explained that the Board of Directors of the Company at their meeting held on 25 January 2017 approved for liquidation of MAG+ AB, Sweden, Subsidiary Company. MAG+ AB, Sweden vide approval of its shareholders at their meeting held on 16 February 2017 has filed for liquidation, which is in process as at the year ended 31 March 2017. Accordingly, the assets and liabilities of the said Subsidiary Company has been shown at book value, which is not significantly different from its realizable value.

For the purpose of preparation of the Consolidated Statement, the aforesaid local GAAP financial results have been restated by the management of the said Subsidiary so that it conform to generally accepted accounting principles in India. This has been done on the basis of a reporting package prepared by the Company which covers accounting and disclosure requirements applicable to the Consolidated Statement under generally accepted accounting principles in India. Our opinion on the Consolidated Statement, insofar as it relates to this Subsidiary Company, is based on the aforesaid audit report of the other auditors.

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 101248W / W-100022



Shashank Agarwal

Partner

Membership number: 095109

Place: Gurgaon

Date : 10 May 2017



MPS Limited

Registered Office: 4th Floor, R.R Towers IV, Super A, 16/17, T.V.K. Industrial Estate, Guindy, Chennai 600 032
Tel: +91 44 49162222, Fax: +91 44 49162225, Email: investors@adi-mps.com, Web site: www.adi-mps.com
CIN: L22122TN1970PLC005795

STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 March 2017

(INR in lacs, except per equity share data)

Sl No	Particulars	Three months ended 31-Mar-2017 (Audited) (Refer Note-3)	Preceding three months ended 31-Dec-2016 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2016 (Audited) (Refer Note-3)	Current Year ended 31-Mar-2017 (Audited)	Previous Year ended 31-Mar-2016 (Audited)
I	Revenue from operations (net)	7,163	8,001	6,515	28,870	25,721
II	Other income	504	239	809	2,020	1,836
III	Total income (I+II)	7,667	8,240	7,324	30,890	27,557
IV	Expenses					
	Employee benefit expense	2,741	3,336	2,775	12,188	10,955
	Finance cost	5	10	6	17	11
	Depreciation and amortization expense	195	187	114	668	412
	Other expenses	2,133	2,103	1,427	7,374	5,664
	Total expenses	5,074	5,636	4,322	20,247	17,042
V	Profit before exceptional items (III-IV)	2,593	2,604	3,002	10,643	10,515
VI	Exceptional Items	411	-	-	411	-
VII	Profit before tax (V-VI)	2,182	2,604	3,002	10,232	10,515
VIII	Tax Expense					
	Current tax	589	912	961	3,167	3,535
	Reversal of excess provision for tax relating to earlier years	(133)	-	(235)	(133)	(235)
	Deferred tax charge	139	(28)	45	202	91
	Total tax expense	595	884	771	3,236	3,391
IX	Profit for the period (VII-VIII)	1,587	1,720	2,231	6,996	7,124
X	Paid-Up equity share capital (Face Value - Rs 10 per Equity Share)	1,862	1,862	1,862	1,862	1,862
XI	Earnings per equity share (nominal value of share Rs. 10) (previous year : Rs. 10)					
	Basic and Diluted	8.52	9.24	11.98	37.58	38.26

STATEMENT OF ASSETS AND LIABILITIES

(INR in lacs)

Particulars	As at 31-Mar-2017 (Audited)	As at 31-Mar-2016 (Audited)
A EQUITY AND LIABILITIES		
1 Shareholders' funds		
Share capital	1,862	1,862
Reserves and surplus	32,845	26,081
Sub-total - Shareholders' funds	34,707	27,943
2 Non-current liabilities		
Deferred tax liabilities (net)	500	167
Sub-total - Non-current liabilities	500	167
3 Current liabilities		
Trade payables	1,197	830
Other current liabilities	1,254	1,139
Short-term provisions	368	423
Sub-total - Current liabilities	2,819	2,392
TOTAL - EQUITY AND LIABILITIES	38,026	30,502
B Assets		
1 Non-current assets		
Fixed assets		
Tangible assets	2,333	2,354
Intangible assets	2,407	1,229
Capital work-in-progress	-	6
	4,740	3,589
Long-term loans and advances	2,288	2,685
Other non-current assets	28	27
Sub-total - Non-current assets	7,056	6,301



2	Current assets		
	Current investments	20,593	16,902
	Trade receivables	6,015	4,497
	Cash and cash equivalents	1,677	1,429
	Short-term loans and advances	959	432
	Other current assets	1,726	941
	Sub-total - Current assets	30,970	24,201
	TOTAL - ASSETS	38,026	30,502

Notes:

- The above results were reviewed by the Audit committee and upon their recommendation, approved by the Board of Directors at their meeting held on 10 May 2017. The statutory auditors of the Company have carried out audit of the financial results for the quarter and year ended 31 March 2017 and an unmodified report has been issued. The same has been filed with Stock Exchanges and is also available on the Company's website at www.adi-mps.com.
- The consolidated financial results of MPS limited (the Company), its Subsidiaries (collectively known as "the Group") are prepared in accordance with Accounting Standard (AS - 21) "Consolidated Financial Statements" as specified under the section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
- The figures for the three months ended 31 March 2017 and 31 March 2016 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to preceding quarter of the relevant financial year.
- The Group business activities fall within a single primary business segment, "the business of providing publishing solutions viz., typesetting and data digitalization services" accordingly, disclosure under Accounting Standard 17, Segment Reporting, specified in rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 are not required to be made.
- The Group had acquired MAG+AB, a company based in Sweden and Mag Plus Inc., a company based in USA vide share purchase agreement dated 1 July 2016. Mag Plus Inc. had been acquired through MPS North America LLC. The consolidated investment was Rs.2,328 Lacs to meet the acquisition cost and working capital requirements related to these acquisitions.
- The Group during the year ended 31 March 2017, has given an advance of Rs.428 Lacs to acquire group of assets including application platform business from Digital River, Inc. a company based in USA vide asset purchase agreement dated 3 February 2017. The customary condition for consummation of the said acquisition has been completed subsequent to year ended 31 March 2017, i.e. with effect from 1 April 2017.
- The Group had utilized a sum of Rs.2,756 Lacs as detailed in Note 5 & 6 above out of total proceeds of Rs.14,780 Lacs from Qualified Institutional Plan ('QIP') (net of issue expenses) raised during the year ended 31 March 2015. The balance proceeds of Rs.12,024 Lacs, pending utilization for the objects of QIP-growth opportunities such as acquisitions, strategic initiatives, general corporate purposes and any other purposes as may be permissible under applicable law, remains invested in interest/dividend bearing liquid instruments, including money market mutual funds.
- The Board of Directors of the Company at their meeting held on 25 January 2017 approved for liquidation of MAG+AB, Sweden, a subsidiary company, to strengthen the product and market focus which will be driven from India and USA and to rationalise operations. MAG+AB, vide approval of its shareholders at their meeting held on 16 February 2017, has filed for voluntary liquidation procedure in February 2017. This procedure of liquidation generally takes atleast a year. MAG+AB, is currently carrying on its operations prior to closing as contractually/statutorily required.
- The group during the year ended 31 March 2017, has decided to re-structure part of its operations. Accordingly, an amount of Rs.411 Lacs pertaining to severance pay and other expenses have been disclosed as an exceptional item.
- The Company has sold its property on the second floor of Brigade Towers located in Bengaluru for a consideration of Rs. 610 Lacs and accounted for a pre tax profit of Rs. 591 Lacs during the quarter ended 30 September 2016.
- The corresponding quarter of previous year/previous year figures are reviewed/audited by another firm of Chartered Accountants.
- The corresponding quarter of previous year/previous year figures have been reclassified to confirm to this period's classification.
- The Standalone results of the Company are available on the Company's website www.adi-mps.com. The key standalone financial information of the Company is given below:

(INR in lacs)

Particulars (Standalone)	Three months ended 31-Mar-2017	Preceding three months ended 31-Dec-2016	Corresponding three months ended in previous year 31-Mar-2016	Current Year ended 31-Mar-2017	Previous Year ended 31-Mar-2016
Revenue from operations	5,706	5,866	5,503	22,356	22,404
Profit before exceptional item and tax	2,663	2,296	2,818	10,118	10,388
Exceptional Items	-	-	-	-	-
Profit before tax	2,663	2,296	2,818	10,118	10,388
Tax expense	777	757	698	3,168	3,335
Profit	1,886	1,539	2,120	6,950	7,053

By Order of the Board of Directors

Rahul Arora



Chief Executive Officer and Whole Time Director

Place: Gurugram

Dated : 10 May 2017

B S R & Co. LLP

Chartered Accountants

Building No.10, 8th Floor, Tower-B
DLF Cyber City, Phase - II
Gurugram - 122 002, India

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

Independent Auditor's Report on the Statement of Standalone Financial Results of MPS Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To The Board of Directors of **MPS Limited**

We have audited the Statement of Standalone Financial Results ('the Statement') of MPS Limited ('the Company') for the year ended 31 March 2017, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the quarter ended 31 March 2017 and the corresponding quarter ended in the previous year as reported in the Statement are the balancing figures between audited figures in respect of the full financial year and the published year - to- date figures upto the end of the third quarter of the relevant financial year. Also, the figures upto the end of the third quarter for the year ended 31 March 2017 and 31 March 2016 had been reviewed and not subjected to audit.

This Statement has been prepared by the Company on the basis of the standalone financial statements and reviewed quarterly financial results up to the end of third quarter, which is the responsibility of the Company's Management and approved by the Board of Directors of the Company. Our responsibility is to express an opinion on this Statement based on our audit of the standalone financial statements, which have been prepared in accordance with the recognition and measurement principles laid down under Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014; Companies (Accounting Standards) Amendment Rule, 2016 and other accounting principles generally accepted in India and in compliance with Regulation 33 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

The figures for the year ended 31 March 2016 have been audited by M/s Deloitte Haskins and Sells, Chartered Accountants.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance as to whether the Statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as Financial Results. An audit also includes assessing the accounting principles used and significant estimates made by the management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, these financial results:

- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI circular dated 5 July 2016 in this regard; and
- (ii) give a true and fair view of the net profit and other financial information for the year ended 31 March 2017.



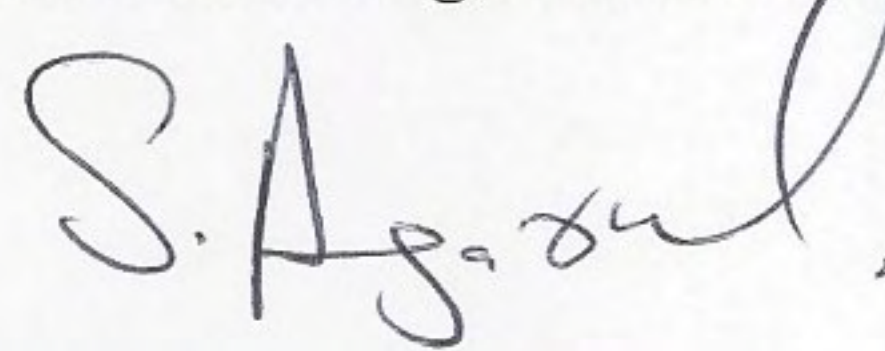
B S R & Co. LLP

Further, as mentioned above, we report that the figures for the quarter ended 31 March 2017 represents the derived figures between the audited figures in respect of financial year ended 31 March 2017 and the published year-to-date figures up to 31 December 2016 being the date of end of the third quarter of the current financial year, which were subject to limited review as stated in paragraph 1 above as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

For B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 101248W / W-100022



Shashank Agarwal

Partner

Membership number: 095109

Place: Gurgaon

Date : 10 May 2017



MPS Limited

Registered Office: 4th Floor, R.R Towers IV, Super A, 16/17, T.V.K. Industrial Estate, Guindy, Chennai 600 032
Tel: +91 44 49162222, Fax: +91 44 49162225, Email: investors@adi-mps.com, Web site: www.adi-mps.com
CIN: L22122TN1970PLC005795

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 March 2017

(INR in lacs, except per equity share data)

Sl No	Particulars	Three months ended 31-Mar-2017 (Audited) (Refer Note-2)	Preceding three months ended 31-Dec-2016 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2016 (Audited) (Refer Note-2)	Current Year ended 31-Mar-2017 (Audited)	Previous Year ended 31-Mar-2016 (Audited)
I	Revenue from operations (net)	5,706	5,866	5,503	22,356	22,404
II	Other income	427	223	809	1,883	1,833
III	Total income (I+II)	6,133	6,089	6,312	24,239	24,237
IV	Expenses					
	Employee benefit expense	2,324	2,432	2,322	9,495	9,081
	Finance cost	5	10	6	17	11
	Depreciation and amortization expense	130	119	109	460	386
	Other expenses	1,011	1,232	1,057	4,149	4,371
	Total expenses	3,470	3,793	3,494	14,121	13,849
V	Profit before exceptional items (III-IV)	2,663	2,296	2,818	10,118	10,388
VI	Exceptional items	-	-	-	-	-
VII	Profit before tax (V-VI)	2,663	2,296	2,818	10,118	10,388
VIII	Tax expense					
	Current tax	789	805	935	3,152	3,510
	Reversal of excess provision for tax relating to earlier years	(133)	-	(235)	(133)	(235)
	Deferred tax charge	121	(48)	(2)	149	60
	Total tax expense	777	757	698	3,168	3,335
IX	Profit for the period (VII-VIII)	1,886	1,539	2,120	6,950	7,053
X	Paid-Up equity share capital (Face Value - Rs 10 per Equity Share)	1,862	1,862	1,862	1,862	1,862
XI	Earnings per equity share (nominal value of share Rs. 10) (previous year : Rs. 10)					
	Basic and Diluted	10.13	8.27	11.39	37.33	37.88

STATEMENT OF ASSETS AND LIABILITIES

(INR in lacs)

Particulars	As at 31-Mar-2017 (Audited)	As at 31-Mar-2016 (Audited)
A EQUITY AND LIABILITIES		
1 Shareholders' funds		
Share capital	1,862	1,862
Reserves and surplus	32,575	25,625
Sub-total - Shareholders' funds	34,437	27,487
2 Non-current liabilities		
Deferred tax liabilities (net)	267	118
Sub-total - Non-current liabilities	267	118
3 Current liabilities		
Trade payables	728	751
Other current liabilities	1,027	1,051
Short-term provisions	363	417
Sub-total - Current liabilities	2,118	2,219
TOTAL - EQUITY AND LIABILITIES	36,822	29,824
B ASSETS		
1 Non-current assets		
Property, plant and equipment		
Tangible assets	2,273	2,328
Intangible assets	278	105
Capital work in progress	-	6
	2,551	2,439
Non-current Investments	4,707	2,424
Long-term loans and advances	2,256	2,664
Other Non-current assets	28	27
Sub-total - Non-current assets	9,542	7,554



2	Current assets		
	Current investments	20,593	16,902
	Trade receivables	3,876	3,634
	Cash and cash equivalents	326	423
	Short-term loans and advances	831	422
	Other current assets	1,654	889
	Sub-total - Current assets	27,280	22,270
	TOTAL - ASSETS	36,822	29,824

Notes:

- 1 The above results were reviewed by the Audit committee and upon their recommendation, approved by the Board of Directors at their meeting held on 10 May 2017. The Statutory auditors of the Company have carried out audit of the financial results for the quarter and year ended 31 March 2017 and an unmodified report has been issued. The same has been filed with Stock Exchanges and is also available on the Company's website at www.adi-mps.com.
- 2 The figures for the three months ended 31 March 2017 and 31 March 2016 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to preceding quarter of the relevant financial year.
- 3 The Company's business activities fall within a single primary business segment, "the business of providing publishing solutions viz., typesetting and data digitalization services", accordingly, disclosure under Accounting Standard 17, Segment Reporting, as specified in rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 are not required to be made.
- 4 The Company had acquired MAG+AB, a company based in Sweden and the Company's wholly owned subsidiary, MPS North America LLC had acquired Mag Plus Inc., a company based in USA vide share purchase agreement dated 1 July 2016. The consolidated investment was Rs.2,328 lacs to meet the acquisition cost and working capital requirements related to these acquisitions.
- 5 The Company during the year ended 31 March 2017, has given an advance of Rs.428 Lacs to acquire group of assets including application platform business from Digital River, Inc. a company based in USA vide asset purchase agreement dated 3 February 2017. The customary condition for consummation of the said acquisition has been completed subsequent to year ended 31 March 2017, i.e. with effect from 1 April 2017.
- 6 The Company had utilized a sum of Rs.2,756 Lacs as detailed in note 4 & 5 above out of total proceeds of Rs.14,780 Lacs from Qualified Institutional Plan ('QIP') (net of issue expenses) raised during the year ended 31 March 2015. The balance proceeds of Rs.12,024 Lacs, pending utilization for the objects of QIP-growth opportunities such as acquisitions, strategic initiatives, general corporate purposes and any other purposes as may be permissible under applicable law, remains invested in interest/dividend bearing liquid instruments, including money market mutual funds.
- 7 The Board of Directors of the Company at their meeting held on 25 January 2017 approved for liquidation of MAG+AB, Sweden, a subsidiary company, to strengthen the product and market focus which will be driven from India and USA and to rationalise operations. MAG+AB, vide approval of its shareholders at their meeting held on 16 February 2017, has filed for voluntary liquidation procedure in February 2017. This procedure of liquidation generally takes atleast a year. MAG+AB, is currently carrying on its operations prior to closing as contractually/statutorily required.
- 8 The Company had sold its property on second floor of Bridage Towers located in Bengaluru for a consideration of Rs.610 Lacs and accounted for a pre tax profit of Rs.591 Lacs during the quarter ended 30 September 2016.
- 9 The corresponding quarter of previous year/previous year figures are reviewed/audited by another firm of Chartered Accountants.
- 10 The corresponding quarter of previous year/previous year figures have been reclassified to confirm to this period's classification.

Place: Gurugram

Dated : 10 May 2017



By Order of the Board of Directors

Rahul Arora

Chief Executive Officer and Whole Time Director



MPS Limited

C - 35, Sector- 62, Noida- 201 307, Uttar Pradesh (INDIA)
Tel: +91 120 4599 750

May 10, 2017

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051

Department of Corporate Services –Listing BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 001

Trading Symbol: MPSLTD

Scrip Code: 532440

Sub.: Declaration as per Regulation 33(3)(d) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

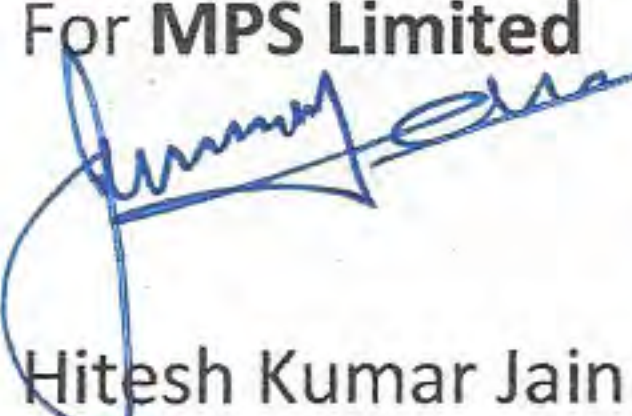
Pursuant to Regulation 33(3)(d) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), it is hereby declared that the Annual Audit Reports (Standalone and Consolidated) for the financial year ended March 31, 2017 are with unmodified opinion and do not have any modified opinion / qualification / reservation / adverse remarks.

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

Thanking you,

Yours Sincerely,

For MPS Limited


Hitesh Kumar Jain

DGM- Legal & Company Secretary



www.adi-mps.com

MPS

Financial Performance FY 17 Q4

Platforms and services for content creation,
production, and distribution

Metrics		FY17 Q4	FY16 Q4	CQ - PYQ	FY 2016- 17	FY 2015- 16	Y-o-Y
Revenue	Reported Revenue (INR Lacs)	7,163	6,515	10%	28,870	25,721	12%
	Revenue on Constant Currency (INR Lacs)	7,524	6,518	15%	29,196	25,669	14%
	FX Gain/Loss adjusted revenue (INR Lacs)	7,236	6,656	9%	29,061	26,125	11%
Profit	EBITDA before exceptional items (INR Lacs)	2,360	2,456	-4%	9,508	9,509	0%
	PBT before exceptional items (INR Lacs)	2,593	3,002	-14%	10,643	10,515	1%
	PAT (INR Lacs)	1,587	2,231	-29%	6,996	7,124	-2%
Margin	EBITDA (%) before exceptional items	32.6%	36.9%		32.7%	36.4%	
	PBT (%) before exceptional items	35.8%	45.1%		36.6%	40.2%	
	PAT (%)	21.9%	33.5%		24.1%	27.3%	
Head count	At the end of each reporting period in Nos.	2,810	3,001	-6%	2,810	3,001	-6%
EPS	Basic and Diluted EPS (INR)	8.52	11.98		37.58	38.26	

Cash and Cash equivalents

- Total Cash and Cash equivalents as on 31-Mar-17 is Rs. 223 Crores and Rs. 183 Crores as on 31-Mar-16; zero debt.

CSR Update

- Total Spending for FY 2016-17 Rs. 1.61 Crores against FY 2015-16 Rs.1.05 Crores.

IIMPACT

- Area Covered: Girls Education
- Project Name: MPS Limited Girls Education Project
- Total Learning Centres being Supported: 100

Vedanta Cultural Foundation

- Area Covered: Promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Computer Education

- Imparting free computer education to under privileged students.

SAMBANDH

- Area Covered: MENTAL HEALTH
- Pilot Project at Gurgaon

Prem Charitable Trust

- Area Covered: Care Centers for Physically Challenged Children.

REACH

- Area Covered: Providing education to students with learning disabilities across all ages.

Metrics		FY17 Q4	FY16 Q4	FY 2016 -17	FY 2015 -16
Currency Contribution (%)	USD	75%	68%	76%	69%
	GBP	21%	27%	21%	27%
	EURO	2%	3%	2%	2%
	Others	1%	2%	1%	2%
Geographic Concentration	North America	60%	53%	60%	52%
	UK/Europe	39%	45%	39%	45%
	Rest of the World	2%	2%	2%	3%
Debtors	DSO	65	61	65	61
Client Concentration	Client Billed	459	83	645	147
	Top 5 contribution	59%	63%	61%	62%
	Top 10 contribution	75%	79%	76%	80%

Particulars	As on 31-Mar-17 (Audited)	As on 31-Mar-16 (Audited)	% of Change
Shareholder's Funds			
Share Capital	1,862	1,862	0%
Reserves and Surplus	32,845	26,081	26%
Total Shareholder's Funds	34,707	27,943	24%
Application of Funds			
Fixed Assets	4,740	3,589	32%
Non-current Loans & Advances(net)	1,816	2,545	-29%
Net Current Assets	28,151	21,809	29%
Total Application of Funds	34,707	27,943	24%

Note:

Fixed Asset addition during the period includes intangible assets and software/IPR addition on acquisition of Magplus Inc., and Mag+AB INR 12.7 Crores.

Non current Loans & Advances reduced mainly due to refund of service tax claims Rs.9.86 Crores

Thank You

May 10, 2017

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

Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051
Scrip Code: MPSLTD

**Department of Corporate Services –Listing
BSE Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 001

Scrip Code: 532440

Sub.: Notice of Book Disclosure

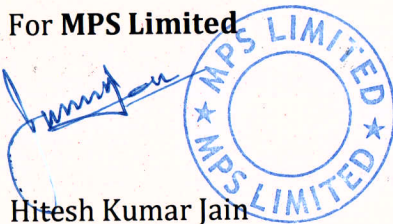
Dear Sir/ Madam,

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby wish to inform you that the Register of Members & Share Transfer Books of the Company shall remain closed from Monday, July 17, 2017 to Wednesday, July 19, 2017 (both days inclusive) for the purpose of 47th Annual General Meeting of the Company to be held on Wednesday, July 19, 2017.

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