



MPS Limited

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

October 26, 2015

Department of Corporate Services Listing

BSE Limited

P J Towers

Dalal Street, Fort

Mumbai – 400 001

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- 2272 3121 / 2272 2041

Fax No. 022- 2659 8347 / 48

Sub.: Outcome of the Board Meeting held on Monday, October 26, 2015

Dear Sir / Madam,

We hereby wish to inform you that the Board of Directors of the Company at their meeting held today, i.e. October 26, 2015, *inter-alia*, considered and approved the following:

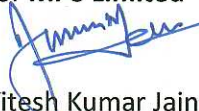
1. Un-Audited Financial Results (Standalone and Consolidated) of the Company for the Quarter and Half Year ended September 30, 2015. The said Financial Results alongwith Investors' release on these Financials are enclosed herewith as **Annexure A**; and
2. Declaration of 2nd Interim Dividend of Rs. 7/- per share for the Financial Year 2015-16 and fixed Friday, November 6, 2015 as the Record Date for the 2nd Interim Dividend. Notice of Record Date 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

www.adi-mps.com

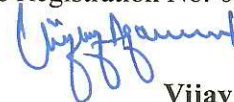
INDEPENDENT AUDITORS' REVIEW REPORT TO THE BOARD OF DIRECTORS OF MPS LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **MPS LIMITED** ("the Company") for the Quarter and Six months ended September 30, 2015 ("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 notified under 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 Quarter and Six months ended September 30, 2015 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, October 26, 2015

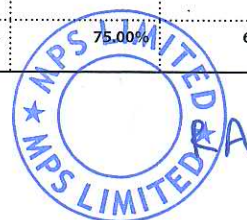
PART I: Statement of Standalone Unaudited Financial Results for the Quarter and six months ended 30-Sep-2015

in ₹ lacs

Sl No	Particulars	Three months ended 30-Sep-2015 (Un-Audited)	Preceding three months ended 30-Jun-2015 (Un-Audited)	Corresponding three months ended in previous year 30-Sep-2014 (Un-Audited)	Year to date figures for six months ended in current year 30-Sep-2015 (Un-Audited)	Year to date figures for six months ended in previous year 30-Sep-2014 (Un-Audited)	Previous Year ended 31-Mar-2015 (Audited)
1.	Income from operations						
a)	Net sales/income from operations	5,644	5,172	5,313	10,816	9,835	20,317
b)	Other operating Income	-	-	-	-	-	-
	Total Income from operations (net)	5,644	5,172	5,313	10,816	9,835	20,317
2.	Expenses						
a)	Cost of materials consumed	-	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-	-
c)	Employee benefit expense	2,267	2,263	2,113	4,530	4,246	8,457
d)	Depreciation and amortization expense	91	99	141	190	292	517
e)	Foreign Exchange (Gain)/Loss	34	(208)	(117)	(174)	(395)	(632)
f)	Other expenses	1,112	893	1,084	2,005	1,996	4,273
	Total expenses	3,504	3,047	3,221	6,551	6,139	12,615
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	2,140	2,125	2,092	4,265	3,696	7,702
4.	Other Income	694	32	99	726	213	430
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	2,834	2,157	2,191	4,991	3,909	8,132
6.	Finance costs	1	2	1	3	3	29
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	2,833	2,155	2,190	4,988	3,906	8,103
8.	Exceptional items	-	-	-	-	772	772
9.	Profit/(Loss) from ordinary activities before tax (7+8)	2,833	2,155	2,190	4,988	4,678	8,875
10.	Tax expense	971	753	768	1,724	1,629	3,005
11.	Net Profit/(Loss) from ordinary activities after tax (9-10)	1,862	1,402	1,422	3,264	3,049	5,870
12.	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11±12)	1,862	1,402	1,422	3,264	3,049	5,870
14.	Paid-Up equity share capital (Face Value Rs. 10 per Equity Share)	1,862	1,862	1,682	1,862	1,682	1,862
15.	Reserves excluding Revaluation Reserve as per the balance sheet						23,502
16.	i Earnings per share (before extraordinary items) (not annualised):						
	(a) Basic	10.00	7.53	8.45	17.53	18.13	34.76
	(b) Diluted	10.00	7.53	8.45	17.53	18.13	34.76
	ii Earnings per share (after extraordinary items) (not annualised):						
	(a) Basic	10.00	7.53	8.45	17.53	18.13	34.76
	(b) Diluted	10.00	7.53	8.45	17.53	18.13	34.76

PART II: Select information for Quarter and six months ended 30-Sep-2015

A	Particulars of Shareholding						
1	Public shareholding:						
	- Number of shares	59,99,930	59,99,930	42,05,672	59,99,930	42,05,672	59,99,930
	- Percentage of share holding	32.23%	32.23%	25.00%	32.23%	25.00%	32.23%
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)	67.77%	67.77%	75.00%	67.77%	75.00%	67.77%



Particulars	3 months ended 30-Sep-2015
B Investor Complaints	
Pending at the beginning of the quarter	NIL
Received during the quarter	2
Disposed off during the quarter	1
Remaining unresolved at the end of the quarter	1*

* This complaint was not related to the Company and the Company has informed the same to SEBI on 01-Oct-2015.

Statement of Assets and Liabilities		in ₹ lacs	
Particulars		As at 30-Sep-2015 (Un-Audited)	As at 31-Mar-2015 (Audited)
A Equity and Liabilities			
1 Shareholders' funds			
(a) Share capital		1,862	1,862
(b) Reserves and surplus		25,203	23,502
Sub-total - Shareholders' funds		27,065	25,364
2 Non-current liabilities			
(a) Deferred tax liabilities (net)		78	57
Sub-total - Non-current liabilities		78	57
3 Current liabilities			
(a) Trade payables		1,022	995
(b) Other current liabilities		978	958
(c) Short-term provisions		491	376
Sub-total - Current liabilities		2,491	2,329
Total - Equity and Liabilities		29,634	27,750
B Assets			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets		2,301	2,102
(ii) Intangible assets		39	50
		2,340	2,152
(b) Non-current Investments		2,424	1,785
(c) Long-term loans and advances		2,339	2,168
(d) Other Non-current assets		18	18
Sub-total - Non-current assets		7,121	6,123
2 Current assets			
(a) Current investments		16,428	15,903
(b) Trade receivables		3,840	3,270
(c) Cash and cash equivalents		874	1,278
(d) Short-term loans and advances		257	354
(e) Other current assets		1,114	822
Sub-total - Current assets		22,513	21,627
Total - Assets		29,634	27,750

Notes:

- The Financial Results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting on 26-Oct-2015. The Statutory Auditors have carried out a Limited Review of the above financial results of the Company.
- The Company operates in a single segment, "the business of providing publishing solutions viz., typesetting and data digitization services".
- The Company has declared an Interim dividend of Rs. 7 per fully paid up equity share of Rs. 10 each to the shareholder. The record date for this purpose will be 06-Nov-2015.
- The entire proceeds of Rs. 147.80 crores from Qualified Institutional Placement ('QIP') (net of issue expenses) raised during the quarter ended 31-Mar-2015, pending utilisation 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 high quality interest/dividend bearing liquid instruments, including money market mutual funds.
- Figures for the previous period(s)/years have been regrouped/recast where necessary.

Place: Gurgaon

Dated : 26-Oct-2015



By Order of the Board of Directors

Rahul Arora

Rahul Arora

Chief Executive Officer and Whole Time Director

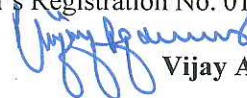
**INDEPENDENT AUDITORS' REVIEW REPORT
TO THE BOARD OF DIRECTORS OF
MPS LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **MPS LIMITED** ("the Company"), its subsidiary (the Company and its subsidiary constitute "the Group") for the Quarter and Six months ended September 30, 2015 ("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 provides 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 notified under 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 Quarter and Six months ended September 30, 2015 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, October 26, 2015

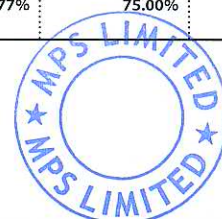
PART I: Statement of Consolidated Unaudited Financial Results for the Quarter and six months ended 30-Sep-2015

in ₹ lacs

Sl No	Particulars	Three months ended 30-Sep-2015 (Un-Audited)	Preceding three months ended 30-Jun-2015 (Un-Audited)	Corresponding three months ended in previous year 30-Sep-2014 (Un-Audited)	Year to date figures for six months ended in current year 30-Sep-2015 (Un-Audited)	Year to date figures for six months ended in previous year 30-Sep-2014 (Un-Audited)	Previous Year ended 31-Mar-2015 (Audited)
1.	Income from operations						
a)	Net sales/income from operations	6,273	6,035	5,557	12,308	10,576	22,387
b)	Other operating Income	-	-	-	-	-	-
	Total Income from operations (net)	6,273	6,035	5,557	12,308	10,576	22,387
2.	Expenses						
a)	Cost of materials consumed	-	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-	-
c)	Employee benefit expense	2,750	2,736	2,284	5,486	4,595	9,407
d)	Depreciation and amortization expense	97	108	149	205	310	545
e)	Foreign Exchange (Gain)/Loss	34	(208)	(117)	(174)	(395)	(632)
f)	Other expenses	1,429	1,206	1,194	2,635	2,224	4,943
	Total expenses	4,310	3,842	3,510	8,152	6,734	14,263
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	1,963	2,193	2,047	4,156	3,842	8,124
4.	Other income	696	33	102	729	216	443
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	2,659	2,226	2,149	4,885	4,058	8,567
6.	Finance costs	1	2	1	3	3	29
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	2,658	2,224	2,148	4,882	4,055	8,538
8.	Exceptional items	-	-	-	-	772	772
9.	Profit/(Loss) from ordinary activities before tax (7+8)	2,658	2,224	2,148	4,882	4,827	9,310
10.	Tax expense	905	786	737	1,691	1,671	3,166
11.	Net Profit/(Loss) from ordinary activities after tax (9-10)	1,753	1,438	1,411	3,191	3,156	6,144
12.	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11±12)	1,753	1,438	1,411	3,191	3,156	6,144
14.	Paid-Up equity share capital (Face Value Rs. 10 per Equity Share)	1,862	1,862	1,682	1,862	1,682	1,862
15.	Reserves excluding Revaluation Reserve as per the balance sheet						23,749
16.	i Earnings per share (before extraordinary items) (not annualised):						
	(a) Basic	9.42	7.73	8.38	17.15	18.76	36.38
	(b) Diluted	9.42	7.73	8.38	17.15	18.76	36.38
	ii Earnings per share (after extraordinary items) (not annualised):						
	(a) Basic	9.42	7.73	8.38	17.15	18.76	36.38
	(b) Diluted	9.42	7.73	8.38	17.15	18.76	36.38

PART II: Select information for Quarter and six months ended 30-Sep-2015

A	Particulars of Shareholding						
1	Public shareholding:						
	- Number of shares	59,99,930	59,99,930	42,05,672	59,99,930	42,05,672	59,99,930
	- Percentage of share holding	32.23%	32.23%	25.00%	32.23%	25.00%	32.23%
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)	67.77%	67.77%	75.00%	67.77%	75.00%	67.77%



Particulars	3 months ended 30-Sep-2015
B Investor Complaints	
Pending at the beginning of the quarter	NIL
Received during the quarter	2
Disposed off during the quarter	1
Remaining unresolved at the end of the quarter	1*

* This complaint was not related to the Company and the Company has informed the same to SEBI on 01-Oct-2015.

Statement of Assets and Liabilities		in ₹ lacs	
Particulars		As at 30-Sep-2015 (Un-Audited)	As at 31-Mar-2015 (Audited)
A Equity and Liabilities			
1 Shareholders' funds			
(a) Share capital		1,862	1,862
(b) Reserves and surplus		25,490	23,749
Sub-total - Shareholders' funds		27,352	25,611
2 Non-current liabilities			
(a) Deferred tax liabilities		115	76
Sub-total - Non-current liabilities		115	76
3 Current liabilities			
(a) Trade payables		1,251	1,112
(b) Other current liabilities		996	958
(c) Short-term provisions		413	420
Sub-total - Current liabilities		2,660	2,490
Total - Equity and Liabilities		30,127	28,177
B Assets			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets		2,336	2,150
(ii) Intangible assets		1,153	1,113
		3,489	3,263
(b) Long-term loans and advances		2,351	2,175
(c) Other Non-current assets		18	18
Sub-total - Non-current assets		5,858	5,456
2 Current assets			
(a) Current investments		16,428	15,904
(b) Trade receivables		4,364	3,932
(c) Cash and cash equivalents		2,076	1,646
(d) Short-term loans and advances		270	363
(e) Other current assets		1,131	876
Sub-total - Current assets		24,269	22,721
Total - Assets		30,127	28,177

Notes:

- The Financial Results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting on 26-Oct-2015. The Statutory Auditors have carried out a Limited Review of the above consolidated financial results 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. 7 per fully paid up equity share of Rs. 10 each to the shareholders. The record date for this purpose will be 06-Nov-2015.
- The entire proceeds of Rs. 147.80 crores from Qualified Institutional Placement ('QIP') (net of issue expenses) raised during the quarter ended 31-Mar-2015, pending utilisation 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 high quality interest/dividend bearing liquid instruments, including money market mutual funds.



- 5 The standalone results are available on the Company's website www.adi-mps.com. The particulars in respect of standalone results are as under:

in ₹ lacs

Particulars (Standalone)	Three months ended 30-Sep-2015	Preceding three months ended 30-Jun-2015	Corresponding three months ended in previous year 30-Sep-2014	Year to date figures for six months ended 30-Sep 2015	Year to date figures for six months ended in previous year 30-Sep 2014	Previous Year ended 31-Mar-2015
Net Sales	5,644	5,172	5,313	10,816	9,835	20,317
Profit before exceptional item and tax	2,833	2,155	2,190	4,988	3,906	8,103
Exceptional Items	-	-	-	-	772	772
Profit/(Loss) before tax	2,833	2,155	2,190	4,988	4,678	8,875
Tax Expense	971	753	768	1,724	1,629	3,005
Net Profit/(Loss)	1,862	1,402	1,422	3,264	3,049	5,870

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

Place: Gurgaon

Dated : 26-Oct-2015



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

October 26, 2015

**Department of Corporate Services Listing
BSE Limited**

P J Towers
Dalal Street, Fort
Mumbai – 400 001

Fax No. 022- 2272 3121 / 2272 2041

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- 2659 8347 / 48

Sub.: Declaration of 2nd 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, approved and declared the 2nd Interim Dividend of Rs. 7/- per share for the Financial Year 2015-16 and fixed Friday, November 6, 2015 as the Record Date for the purpose of 2nd Interim Dividend.

The said Interim Dividend shall be paid to the shareholders of the Company, as on the Record Date of November 6, 2015, within a period of 30 days from the date of declaration.

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

