



MPS Limited

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

May 25, 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 Monday, May 25, 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. May 25, 2015, *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, 2015. The said Financial Results are enclosed herewith as **Annexure A**;
2. To convene 45th Annual General Meeting of the Company on Monday, July 20, 2015 at Chennai, and for this purpose to close the Register of Members and Share Transfer Books of the Company ('Book Closure') from Monday, June 29, 2015 to Tuesday, June 30, 2015 (both days inclusive). Notice of Book Closure is enclosed as **Annexure B** ;
3. Organizational Changes as under:

Ms. Yamini Tandon, Whole Time Director, resigned from the Board of the Company w.e.f. May 08, 2015 and her resignation was accepted by the Board of Directors in their meeting held today i.e. May 25, 2015.

Mr. Rahul Arora, has been appointed as the CEO of the Company with immediate effect. In addition to his present responsibilities for Marketing and Client Engagement, he will now have the Service Delivery and all related functions also reporting to him. Mr. Rahul Arora will be based out of the US where several of the Company's major clients are located and significant opportunities for growth are available. Mr. Rahul Arora will continue as the Whole Time Director of the Company.



www.adi-mps.com

Mr. Nishith Arora, Chairman and Managing Director, resigned as Managing Director of the Company w.e.f. May 25, 2015 and his resignation was accepted by the Board of Directors in the meeting held today. The Board of Directors at its meeting on May 25, 2015 appointed Mr. Nishith Arora as an Additional Director and also as Whole Time Director. Mr. Nishith Arora will continue as Executive Chairman of the Company. He will provide insights and support to the CEO and focus on evaluation and execution of acquisition opportunities.

The Board of Directors is confident that these organizational changes will help MPS Limited in its next phase of organic and inorganic growth as it consolidates its presence in the industry.

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

PART I: Statement of Standalone Audited Results for the Quarter and year ended 31-Mar-2015

in ₹ lacs

Sl No	Particulars	Three months ended 31-Mar-2015 (Audited) (Refer Note 2)	Preceding three months ended 31-Dec-2014 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2014 (Audited) (Refer Note 2)	Current Year ended 31-Mar-2015 (Audited)	Previous Year ended 31-Mar-2014 (Audited)
1.	Income from operations					
a)	Net sales/income from operations	4,816	5,666	4,674	20,317	18,829
b)	Other operating Income	-	-	-	-	-
	Total Income from operations (net)	4,816	5,666	4,674	20,317	18,829
2.	Expenses					
a)	Cost of materials consumed	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-
c)	Employee benefit expense	2,115	2,096	1,926	8,457	7,807
d)	Depreciation and amortization expense	113	112	124	517	505
e)	Foreign Exchange (Gain)/Loss	(117)	(120)	76	(632)	319
f)	Other expenses	1,000	1,277	951	4,273	4,232
	Total expenses	3,111	3,365	3,077	12,615	12,863
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	1,705	2,301	1,597	7,702	5,966
4.	Other income	54	163	178	430	667
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	1,759	2,464	1,775	8,132	6,633
6.	Finance costs	25	1	1	29	38
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	1,734	2,463	1,774	8,103	6,595
8.	Exceptional items	-	-	-	772	-
9.	Profit/(Loss) from ordinary activities before tax (7+8)	1,734	2,463	1,774	8,875	6,595
10.	Tax expense	567	809	609	3,005	2,251
11.	Net Profit/(Loss) from ordinary activities after tax (9-10)	1,167	1,654	1,165	5,870	4,344
12.	Extraordinary items (net of tax expense)	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11±12)	1,167	1,654	1,165	5,870	4,344
14.	Paid-Up equity share capital (Face Value - Rs 10 per Equity Share)	1,862	1,682	1,682	1,862	1,682
15.	Reserves excluding Revaluation Reserve as per the balance sheet				23,502	7,581
16.	i Earnings per share (before extraordinary items) (not annualised):					
	(a) Basic	6.83	9.83	6.92	34.76	25.82
	(b) Diluted	6.83	9.83	6.92	34.76	25.82
	ii Earnings per share (after extraordinary items) (not annualised):					
	(a) Basic	6.83	9.83	6.92	34.76	25.82
	(b) Diluted	6.83	9.83	6.92	34.76	25.82

PART II: Select information for Quarter and year ended 31-Mar-2015

A	Particulars of Shareholding					
1	Public shareholding:					
	- Number of shares	59,99,930	42,05,672	42,05,672	59,99,930	42,05,672
	- Percentage of share holding	32.23%	25.00%	25.00%	32.23%	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
	- Percentage of shares (as a % of the total shareholding of promoter and promoter Group)	100%	100%	100%	100%	100%
	- Percentage of shares (as a % of the total shareholding of share capital of the company)	67.77%	75.00%	75.00%	67.77%	75.00%

Particulars	3 months ended 31-Mar-2015
B Investor Complaints	
Pending at the beginning of the quarter	NIL
Received during the quarter	1
Disposed off during the quarter	1
Remaining unresolved at the end of the quarter	NIL

Statement of Assets and Liabilities		in ₹ lacs	
Particulars		As at 31-Mar-2015 (Audited)	As at 31-Mar-2014 (Audited)
A Equity and Liabilities			
1 Shareholders' funds			
(a) Share capital		1,862	1,682
(b) Reserves and surplus		23,502	7,581
Sub-total - Shareholders' funds		25,364	9,263
2 Non-current liabilities			
(a) Long-term borrowings		-	2
(b) Deferred tax liabilities (net)		57	-
(c) Other long-term liabilities		-	7
Sub-total - Non-current liabilities		57	9
3 Current liabilities			
(a) Trade payables		995	1,375
(b) Other current liabilities		958	912
(c) Short-term provisions		376	145
Sub-total - Current liabilities		2,329	2,432
Total - Equity and Liabilities		27,750	11,704
B Assets			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets		2,102	1,742
(ii) Intangible assets		50	146
		2,152	1,888
(b) Non-current Investments		1,785	1,047
(c) Deferred tax assets (net)		-	56
(d) Long-term loans and advances		2,168	2,079
(e) Other Non Current Assets		18	14
Sub-total - Non-current Assets		6,123	5,084
2 Current assets			
(a) Current Investments		15,903	1,754
(b) Trade receivables		3,270	2,882
(c) Cash and cash equivalents		1,278	975
(d) Short-term loans and advances		354	224
(e) Other current assets		822	785
Sub-total - Current Assets		21,627	6,620
Total - Assets		27,750	11,704

Notes:

- The above audited financial results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting held on 25-May-2015.
- The figures for the three months ended 31-Mar-2015 and 31-Mar-2014, 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 Company operates in a single segment, "the business of providing publishing solutions viz., typesetting and data digitization services".
- 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 other. As a result of these changes, the depreciation charged for the quarter and year ended 31-Mar-2015 is higher by Rs. 5 Lacs and Rs. 94 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 useful life of Fixed Assets have been revised in accordance with Schedule II to the Companies Act, 2013 which is applicable from accounting periods commencing on or after 01-Apr-2014. Further, the remaining useful life has also been revised wherever appropriate based on an evaluation. Accordingly, an amount of Rs.169 Lacs (excluding Deferred Tax of Rs. 86 Lacs) representing assets beyond their useful life as on 01-Apr-2014 has been adjusted to the General Reserves.

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- 6 On March 19, 2015 the Company has allotted 17,94,258 equity shares of the face value of Rs.10 each at an issue price of Rs.836 (including security premium of Rs.826) each aggregating to Rs.149.99 crores to the Qualified Institutional Investors through Qualified Institutional Placement (QIP) pursuant to the provisions of Section 42 of the Companies Act 2013 and the Rules made thereunder and Securities and Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The net proceeds of the Issue (net of issue expenses) are to augment funds for growth opportunities such as acquisitions and strategic initiatives and general corporate purposes and any other purposes as may be permissible under applicable law. These funds have temporarily been invested in high quality interest/dividend bearing liquid instruments, including money market mutual funds.
- 7 MPS North America LLC, a wholly owned subsidiary of the Company, has acquired the contracts, assets and employees of Electronic Publishing Services Inc. and TSI Evolve Inc. with effect from 01-Oct-2014 and 29-Mar-2015 respectively.
- 8 The company's equity share have been delisted from the Madras Stock Exchange Limited with effect from 09-Dec-2014.
- 9 Figures for the previous period(s)/years have been regrouped/recast where necessary.

Place: Gurgaon

Dated : 25-May-2015



By Order of the Board

Nishith Arora

Chief Executive Officer and Managing Director



MPS Limited

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

PART I: Statement of Consolidated Audited Results for the Quarter and year ended 31-Mar-2015

in ₹ lacs

Sl No	Particulars	Three months ended 31-Mar-2015 (Audited) (Refer Note 2)	Preceding three months ended 31-Dec-2014 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2014 (Audited) (Refer Note 2)	Current Year ended 31-Mar-2015 (Audited)	Previous Year ended 31-Mar-2014 (Audited)
1.	Income from operations					
a)	Net sales/income from operations	5,494	6,317	5,214	22,387	19,728
b)	Other operating Income	-	-	-	-	-
	Total Income from operations (net)	5,494	6,317	5,214	22,387	19,728
2.	Expenses					
a)	Cost of materials consumed	-	-	-	-	-
b)	Purchases of stock-in-trade	-	-	-	-	-
c)	Employee benefit expense	2,410	2,402	2,145	9,407	8,469
d)	Depreciation and amortization expense	116	119	132	545	529
e)	Foreign Exchange (Gain)/Loss	(117)	(120)	76	(632)	319
f)	Other expenses	1,235	1,484	1,194	4,943	4,645
	Total expenses	3,644	3,885	3,547	14,263	13,962
3.	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	1,850	2,432	1,667	8,124	5,766
4.	Other income	62	165	178	443	667
5.	Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	1,912	2,597	1,845	8,567	6,433
6.	Finance costs	24	2	1	29	38
7.	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	1,888	2,595	1,844	8,538	6,395
8.	Exceptional items	-	-	-	772	-
9.	Profit/(Loss) from ordinary activities before tax (7+8)	1,888	2,595	1,844	9,310	6,395
10.	Tax expense	622	873	539	3,166	2,181
11.	Net Profit/(Loss) from ordinary activities after tax (9-10)	1,266	1,722	1,305	6,144	4,214
12.	Extraordinary items (net of tax expense)	-	-	-	-	-
13.	Net Profit/(Loss) for the period (11±12)	1,266	1,722	1,305	6,144	4,214
14.	Paid-Up equity share capital (Face Value - Rs 10 per Equity Share)	1,862	1,682	1,682	1,862	1,682
15.	Reserves excluding Revaluation Reserve as per the balance sheet				23,749	7,491
16.	i Earnings per share (before extraordinary items):					
	(a) Basic	7.41	10.24	7.76	36.38	25.05
	(b) Diluted	7.41	10.24	7.76	36.38	25.05
	ii Earnings per share (after extraordinary items):					
	(a) Basic	7.41	10.24	7.76	36.38	25.05
	(b) Diluted	7.41	10.24	7.76	36.38	25.05

PART II: Select information for Quarter and year ended 31-Mar-2015

A	Particulars of Shareholding					
1	Public shareholding:					
	- Number of shares	59,99,930	42,05,672	42,05,672	59,99,930	42,05,672
	- Percentage of share holding	32.23%	25.00%	25.00%	32.23%	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
	- Percentage of shares (as a % of the total shareholding of promoter and promoter Group)	100%	100%	100%	100%	100%
	- Percentage of shares (as a % of the total shareholding of share capital of the company)	67.77%	75.00%	75.00%	67.77%	75.00%

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Particulars	3 months ended 31-Mar-2015
B Investor Complaints	
Pending at the beginning of the quarter	NIL
Received during the quarter	1
Disposed off during the quarter	1
Remaining unresolved at the end of the quarter	NIL

Statement of Assets and Liabilities		in ₹ lacs	
Particulars		As at 31-Mar-2015 (Audited)	As at 31-Mar-2014 (Audited)
A Equity and Liabilities			
1 Shareholders' funds			
(a) Share capital		1,862	1,682
(b) Reserves and surplus		23,749	7,491
Sub-total - Shareholders' funds		25,611	9,173
2 Non-current liabilities			
(a) Long-term borrowings		-	2
(b) Deferred tax liabilities (net)		76	-
(c) Other long-term liabilities		-	7
Sub-total - Non-current liabilities		76	9
3 Current liabilities			
(a) Trade payables		1,112	1,515
(b) Other current liabilities		958	912
(c) Short-term provisions		420	145
Sub-total - Current liabilities		2,490	2,572
Total - Equity and Liabilities		28,177	11,754
B Assets			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets		2,150	1,762
(ii) Intangible assets		1,113	627
		3,263	2,389
(b) Deferred tax assets (net)		-	125
(c) Long-term loans and advances		2,175	2,082
(d) Other Non Current Assets		18	14
Sub-total - Non-current Assets		5,456	4,610
2 Current assets			
(a) Current investments		15,904	1,754
(b) Trade receivables		3,932	3,215
(c) Cash and cash equivalents		1,646	1,162
(d) Short-term loans and advances		363	227
(e) Other current assets		876	786
Sub-total - Current Assets		22,721	7,144
Total - Assets		28,177	11,754

Notes:

- The above audited financial results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting held on 25-May-2015.
- The figures for the three months ended 31-Mar-2015 and 31-Mar-2014, 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 Company operates in a single segment, "the business of providing publishing solutions viz., typesetting and data digitization services".
- 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 year ended 31-Mar-2015 is higher by Rs.12 Lacs and Rs 101 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 useful life of Fixed Assets have been revised in accordance with Schedule II to the Companies Act, 2013 which is applicable from accounting periods commencing on or after 01-Apr- 2014. Further, the remaining useful life has also been revised wherever appropriate based on an evaluation. Accordingly, an amount of Rs.172 Lacs (excluding Deferred Tax of Rs. 89 Lacs) representing assets beyond their useful life as on 01-Apr- 2014 has been adjusted to the General Reserves.
- On March 19, 2015 the Company has allotted 17,94,258 equity shares of the face value of Rs.10 each at an issue price of Rs.836 (including security premium of Rs.826) each aggregating to Rs.149.99 crores to the Qualified Institutional Investors through Qualified Institutional Placement (QIP) pursuant to the provisions of Section 42 of the Companies Act 2013 and the Rules made thereunder and Securities and Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The net proceeds of the Issue (net of issue expenses) are to augment funds for growth opportunities such as acquisitions and strategic initiatives and general corporate purposes and any other purposes as may be permissible under applicable law. These funds have temporarily been invested in high quality interest/dividend bearing liquid instruments, including money market mutual funds.

Nature

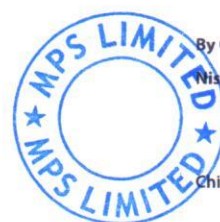
- 7 MPS North America LLC, a wholly owned subsidiary of the Company, has acquired the contracts, assets and employees of Electronic Publishing Services Inc. and TSI Evolve Inc. with effect from 01-Oct-2014 and 29-Mar-2015 respectively.
- 8 The company's equity share have been delisted from the Madras Stock Exchange Limited with effect from 09-Dec-2014.
- 9 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-Mar-2015	Preceding three months ended 31-Dec-2014	Corresponding three months ended in previous year 31-Mar-2014	Year ended 31-Mar-2015	Previous Year ended 31-Mar-2014
Net Sales	4,816	5,666	4,674	20,317	18,829
Profit before exceptional item and tax	1,734	2,463	1,774	8,103	6,595
Exceptional Items	-	-	-	772	-
Profit/(Loss) before tax	1,734	2,463	1,774	8,875	6,595
Tax Expense	567	809	609	3,005	2,251
Net Profit/(Loss)	1,167	1,654	1,165	5,870	4,344

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

Place: Gurgaon

Dated : 25-May-2015



By Order of the Board of Directors

Nishith Arora

Chief Executive Officer and Managing Director



MPS Limited

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

May 25, 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.: Notice of Book Disclosure

Dear Sir/ Madam,

Pursuant to Clause 16 of the Listing Agreement we hereby wish to inform you that the Register of Members & Share Transfer Books of the Company shall remain closed from Monday, June 29, 2015 to Tuesday, June 30, 2015 (both days inclusive) for the purpose of 45th Annual General Meeting of the Company to be held on Monday, July 20, 2015.

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