MPS Limited
A-1, Tower A, 4th Floor, Windsor IT Park, Sector 125, Noida
Tel: +91 120 4599 750 Fax: +91 120 4021 280

Ref: MPSL/SE/32/2023-24
Date: 08 July 2023

	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai - 400 051, India **Symbol**: MPSLTD **ISIN**: INE943D01017	✓	**BSE Limited** Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001, India **Scrip Code**: 532440 **ISIN**: INE943D01017

Dear Sir,

Subject: Integrated Annual Report for the FY 2022-23 and Notice convening the 53rd Annual General Meeting.

This is with reference to our earlier intimations from time to time w.r.t. the 53rd Annual General Meeting ("AGM") of the Company, which is scheduled to be held on **Monday, 31 July 2023, at 11:30 a.m.(IST),** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), in compliance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('SEBI') from time to time.

In this regard, pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company, including the Business Responsibility and Sustainability Report, for the financial year 2022-23, along with Notice convening the 53rd AGM of the Company.

In accordance with the aforesaid circulars, the Notice convening the 53rd AGM and the Integrated Annual Report of the Company for the financial year 2022-23 has been sent to all the members of the Company whose email addresses are registered with the Company and/or Depository Participant(s).

The Notice convening the AGM along with the Integrated Annual Report for the financial year 2022-23 is also uploaded on the Company's website at https://www.mpslimited.com/annual-general-meeting/.

This is for your kind information and record.

Thanking you,

Yours faithfully
For **MPS Limited**

RAMAN SAPRA

Digitally signed by RAMAN SAPRA
DN: c=IN, o=PERSONAL, title=9408, pseudonym=43dbd303263049bf818a076f6d838560, 2.5.4.20=18cf30a1544184712dd62ca166b9893ae39be03b72c0f4a44c907cf6e8f25d25, postalCode=201014, st=Uttar Pradesh, serialNumber=15cbe9dded45c032a01894d72a7cb7af4313fb2366016cd2de145cfc530838fc, cn=RAMAN SAPRA
Date: 2023.07.08 19:47:43 +05'30'

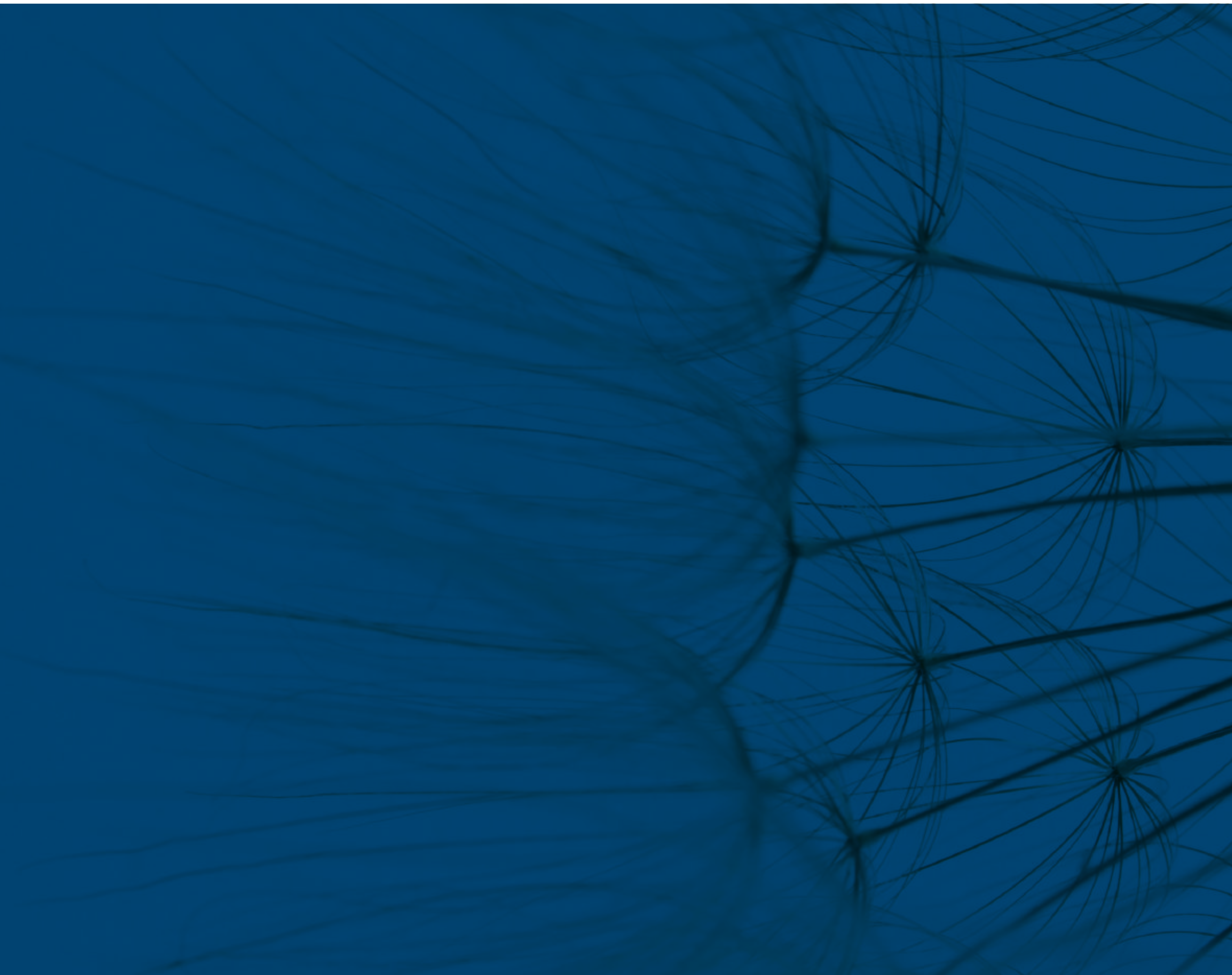
Raman Sapra
Company Secretary & Compliance Officer

Encl: as above

SUPERCHARGING SCALE

MPS LIMITED

53RD ANNUAL REPORT 2022-23



Forward-looking Statements

Some of the information in this report may contain forward-looking statements, which include statements regarding the Company's expected financial position and results of operations, business plans and prospects, etc. They are generally identified by forward-looking words, such as "believe", "plan", "anticipate", "continue", "estimate", "expect", "may", "will", or other similar words. Forward-looking statements are dependent on assumptions or the basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that the actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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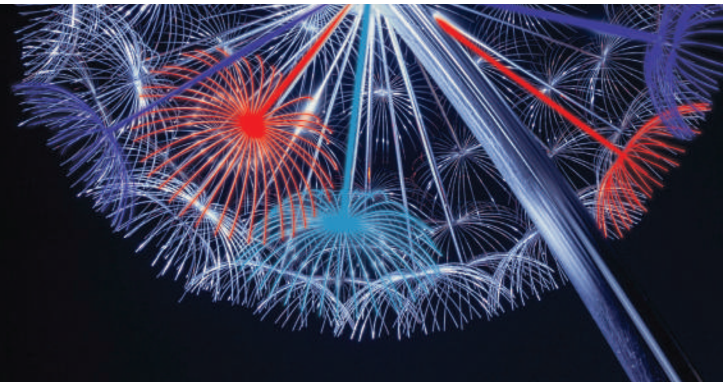


Board of Directors

Mr. Rahul Arora
Chairman and CEO

Ms. Achal Khanna
Independent Director

Mr. Ajay Mankotia
Independent Director

Ms. Jayantika Dave
Independent Director

Dr. Piyush Kumar Rastogi
Independent Director

Ms. Yamini Tandon
Non-Executive Director

Chief Financial Officer

Mr. Sunit Malhotra

Company Secretary and Compliance Officer

Mr. Raman Sapra

Statutory Auditors

Walker Chandiok & Co LLP
Chartered Accountants,
L-41, Connaught Circus,
New Delhi – 110001

Bankers

HDFC Bank Limited
C/25, Stellar IT Park, Sector 62,
Noida – 201306

Kotak Mahindra Bank Limited
Kotak Aerocity, Asset Area 9,
1st Floor, Corporate Banking,
Ibis Commercial Block,
Hospitality, District, IGI Airport,
New Delhi – 110037

ICICI Bank Limited
Supertech Shopprix, 134b, Sector-61,
Noida , Gautam Buddha Nagar
Uttar Pradesh, 201301, India

Corporate Office

A-1, Tower-A, 4th Floor,
Windsor IT Park, Sector 125, Noida,
Uttar Pradesh-201303

Registered Office

RR Towers IV, Super A, 16/17,
Thiru-Vi-Ka Industrial Estate,
Guindy, Chennai – 600032

Other Offices of MPS Limited

477 Madison Avenue, 6th Floor,
New York, NY 10022, USA

HMG Ambassador, 137
Residency Road, Bangalore,
Karnataka-560025

33, IT Park, Sahastradhara Road,
Dehradun, Uttarakhand-248001

709, DLF Corporate Greens,
Sector-74A, Narsinghpur, Gurgaon,
Haryana-122004

Subsidiaries

MPS North America LLC
1901 South 4th St, STE 222,
Effingham

5728 Major Blvd STE 528,
Orlando, FL 32819, USA

MPS Interactive Systems Limited
RR Towers IV, Super A, 16/17,
Thiru-Vi-ka Industrial Estate, Guindy,
Chennai-600032

91, Springboard Business Hub Private
Limited, Plot No. D-5, Marol MIDC,
Road No.20, Andheri East, Mumbai
City, Maharashtra-400093

Smartworks, Victoria Park, Block GN,
Plot no. 37/2, Sector V, Salt Lake,
West Bengal, Kolkata-700 091

103 Carnegie Center, Suite 300,
Princeton, New Jersey, USA.

TOPSIM GmbH
2nd Floor, Neckarhalde 55,
D-72070, Tubingen, Germany

MPS Europa AG
First Floor, Lindenstrasse 14, 6340
Baar, Switzerland

Registrar and Share Transfer Agent

Cameo Corporate Services Limited,
Subramanian Building, 1 Club House
Road, Chennai-600002

SUPERCHARGING SCALE

The Success of Going Gestalt

In FY'22 we focused on 'Going Gestalt', fostering collaboration and unlocking synergies within our organization. We are pleased to announce that our endeavours have started to yield remarkable results, culminating in the creation of something truly significant and impactful.

FY23 has been a milestone year for MPS, with revenues crossing INR 500 crores and a Profit After Tax of INR 109 crores (more than the guidance of INR 100 crores provided at the beginning of FY23). We also witnessed a vast improvement across a variety of financial and business indicators including Segmental Margins, ROCE, Earnings Growth, and an unprecedented balance in Customer Concentration.

The combined effect of lower attention spans, rapid growth in digital consumption, and the recent advances in AI/ML has helped MPS unlock an accelerated trajectory through and post-Pandemic. Recent growth and momentum have been powered by a shift in GTM approach, richer focus on strategic customers, meaningful customer acquisition strategy, robust and consistent launch of new products and capabilities, and a more aggressive inorganic strategy.

Now, we are Supercharging 'Going Gestalt'!

The theme "Supercharging Scale" is about leveraging on the momentum established via the "Going Gestalt" strategy to grow MPS into a compelling learning company with meaningful operations and scale. We are now powered by our deep purpose of making learning accessible to ALL, just like the spread of far-reaching dandelion seeds.

Supercharging Scale reflects our commitment to accelerating growth and enhancing efficiency to create greater value for our stakeholders. MPS is focused on leveraging its extensive experience and capabilities to rapidly scale its operations, expand its reach, and improve its offerings by continuously driving innovation and efficiency.

Supercharging Scale emphasizes the company's commitment to unlocking the full potential of individuals and creating even stronger, high performance teams that can create long-term value for its stakeholders and deliver exceptional solutions and products to their clients.

Why we care about it?

With the early signs of success of "Going Gestalt", our focus is now Supercharging Scale in the execution of Going Gestalt. Surpassing Revenues of INR 1,500 crores is a milestone that MPS will achieve by FY28. We articulated our Deep Purpose as a team in FY23: make learning accessible to ALL. And that's what gives us the confidence toward Vision 2027 – building a compelling learning company at a meaningful scale that helps the world learn smarter. A more profound purpose now drives MPS. The scale we are looking to supercharge to is not the end but the means that will allow us to deliver on our deep purpose with significant impact.

For over **Five decades** MPS has been transforming the way the world learns

Our growth pivots include ramping up our business offerings to achieve better synergies within segments, driving a platform-led approach in all aspects of the business, maximizing the market share in high-performing areas, and elevating our stature in the marketplace as a platform company that ensures consistent value creation.

> At MPS, our vision for the future is to power the differentiation and competitiveness of our customers through

smarter
content solutions

cutting-edge
platform solutions

immersive
eLearning solutions

Our focus is now on Supercharging Scale in the execution of Going Gestalt. Surpassing a Revenue of INR 1,500 crore by FY28 is a milestone that we will comfortably achieve. We articulated our Deep Purpose as a team in FY23: make learning accessible to ALL.

MPS Overview
Pioneering digital disruption

MPS is a premium B2B learning and platform solutions company that powers the education, research, and corporate markets in their quest to engage with their learners more meaningfully.

Well-Established Platform

We are a combination of various leading institutions across content outsourcing (Macmillan, 1970), eLearning (TIS - the division was a part of one of India's largest conglomerates for more than twenty-seven years), and independent platform (Stanford, 1995)

Compelling Value Proposition

We are the only independent vendor that provides end-to-end solutions throughout the content lifecycle

Robust Industry Drivers

We have a large USD310bn+ total addressable market with significant runway for growth across research content outsourcing, digital education content, and corporate eLearning end-markets

Tremendous Growth Opportunities

We operate in a high-growth market that is currently fragmented and headed towards consolidation. Powered by the deep purpose of making learning accessible to all, MPS is pursuing a scale-up and will play the role of market consolidator.

Making strides into The future

Our journey highlights a track record of growth—years of acquiring customers and expanding our capabilities. Our journey can be summarized in three distinct phases, and our path forward has one focus - Supercharging Scale.

Drive for Speed and Efficiency FY12-FY13

- Acquisition of MPS, a subsidiary of Macmillan
- Opened the largest global office in Dehradun to improve efficiency and lower costs
- Acquired Element LLC to expand content solutions

Major Diversification Play FY14-FY20

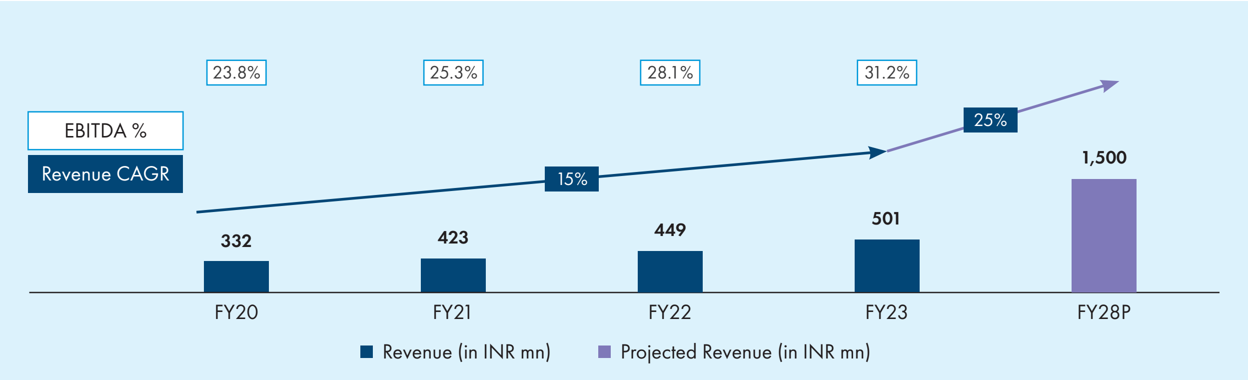
- Completed 7 acquisitions over 8 years
- All acquisitions of scope to enhance strategic competitive advantage
- Reduced the revenue concentration from the top 10 customers: 75% in FY14 to 53% in FY20
- Diversified business mix from 100% Content in FY14 to 60% Content, 28% Platform, and 12% eLearning in FY20
- Expanded TAM from USD 2 bn to USD 365 bn

Unlocking Synergies FY21-FY22

- Robust growth in the education business through revamped and integrated global delivery model that combines diverse capabilities
- Profitable transformation of the corporate eLearning business
- Expanded the platform business through the acquisition of HighWire, advancing our positioning in the research end-market as a "thought leader"

Supercharging Scale FY23 onwards

- Redefine sales and marketing strategy to a market-oriented approach to drive organic growth
- Shift the focus of inorganic strategy to focus on acquiring growth assets
- Explore opportunities for further consolidation to further improve efficiencies and drive margin expansion. Completed the acquisition of EI Design and integrated the same with MPS in record time, which has given us confidence in our new acquisition strategy



Our Mission

Our mission is to help make learning smarter and accessible to ALL

Our ambitions are powered by our core values that we call the Triple E.
These are principles we will not compromise on but rather tools that we depend on.

Excellence — Excellence is a way of life for us. It means respecting our colleagues, owning our responsibilities, and committing our best to our customers.

Empathy — Empathy is caring. It means understanding things deeply, absorbing the unwritten, and going an extra mile for people who depend on us.

Efficiency — Efficiency is who we are. It means driving automation, smarter workflows, and innovative operating models, and not allowing any job to be "grunt work" at MPS.

The Triple E Values — Excellence, Empathy, and Efficiency — may seem distinct from one another, but they all move in synchrony to create a synergetic value system that defines the culture at MPS. Each value is important in its own right, but when combined, they create an unstoppable force that drives our organization towards success. By upholding these values, we will continue to innovate, evolve, and adapt to the ever-changing needs of our customers and the industry. We believe that this value system will not only shape our future but also help us achieve our long-term goals as an organization.

Vision 2027

To create a compelling learning company at a meaningful scale that helps the world learn smarter. We aspire to be the provider of choice in our markets that powers experiential learning experiences with the latest technology innovations.

Key highlights

- **50+** Years of rich history
- **8** Acquisitions in 9 years
- **13** Offices
- INR **501 Cr** Revenue
- **2700+** Talent pool
- INR **147 Cr** PBT

Our Culture

At MPS Limited, our culture is based on five pillars - **Ownership, Empowerment, Collaboration, Transparency, and Innovation.** Each of these pillar's drive MPS towards its goal of making learning smarter and accessible to all.

Ownership

Ownership is about taking responsibility for ones actions, decisions, and outcomes. It means being accountable for your work and owning your mistakes. This culture pillar helps us to build a sense of trust and credibility with our colleagues, customers, and stakeholders. At MPS, we encourage all our employees to take ownership of their work, and this helps us to deliver high-quality services to our customers.

Empowerment

Empowerment is about giving employees the freedom to take initiatives within a framework to make decisions, and solve problems. It means providing them with the necessary resources and support to succeed. Empowerment helps us to build a culture of innovation, creativity, and agility. At MPS, we empower our employees by providing them with access to the latest tools, technologies, and training programs and encouraging them to spearhead initiatives, tasks, and goals. This helps them to develop new skills, gain meaningful experiences, and deliver exceptional value to our customers.

Collaboration

Collaboration is about working together towards a common goal. It means breaking down silos and building cross-functional teams. Collaboration helps us to create a culture of trust, respect, and inclusivity. At MPS, we encourage collaboration among our employees, customers, and partners. This helps us to leverage diverse perspectives, ideas, and expertise to solve complex problems and deliver innovative solutions.

Transparency

Transparency is about being open, honest, and clear in our communication and decision-making. It means sharing information, feedback, and insights with others. Transparency helps us to build a culture of accountability, trust, and integrity. At MPS, we value transparency in all our interactions, whether with employees, customers, or stakeholders. This helps us to build long-term relationships based on mutual respect and trust.

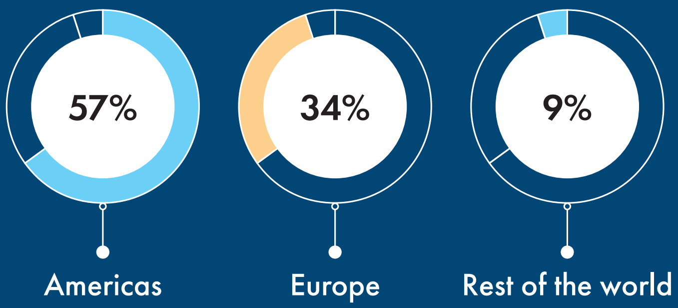
Innovation

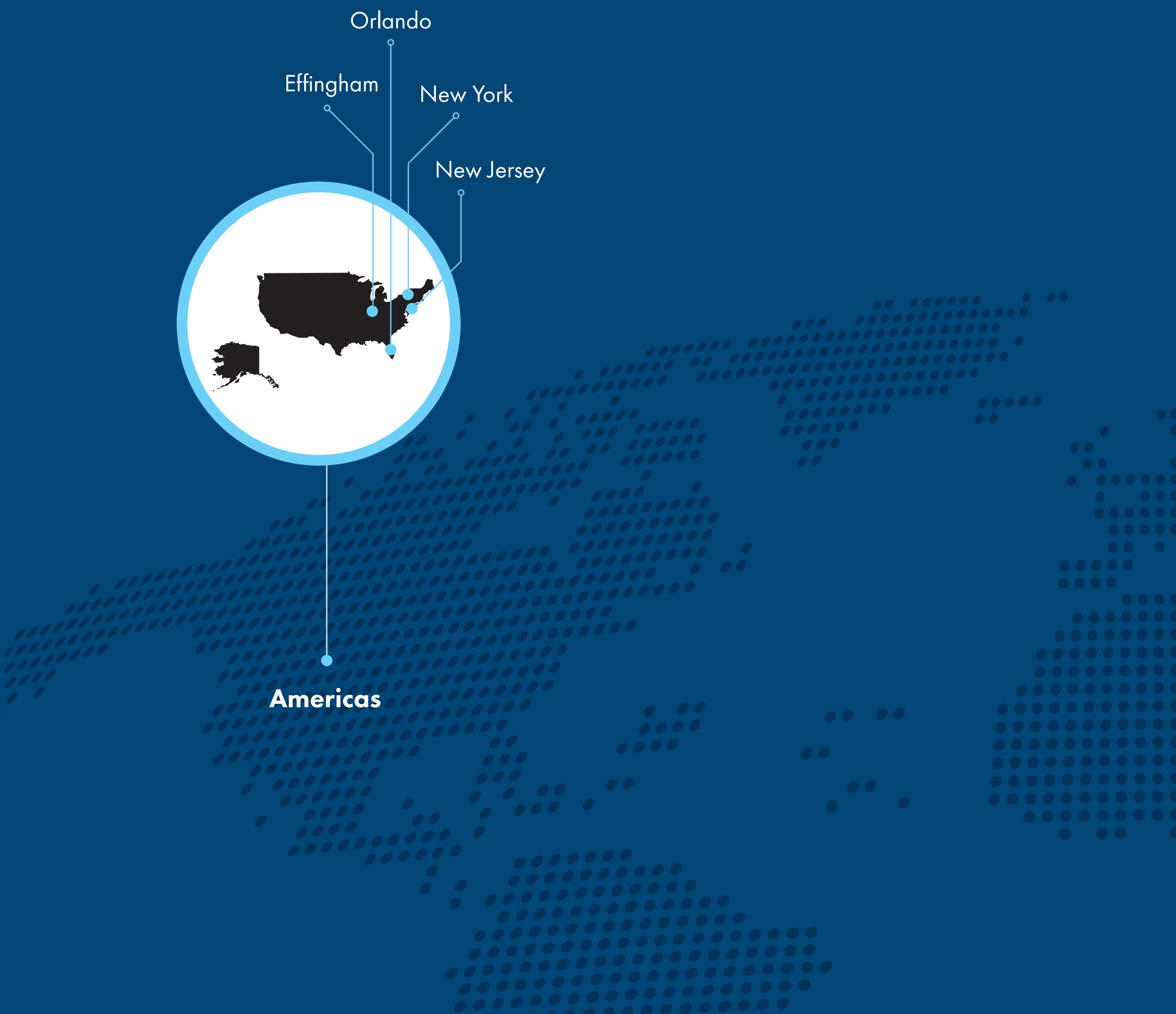
Over the years, we have evolved from being pioneers to trailblazers. Innovation helps to build a culture of learning, growth, and continuous improvement. At MPS, we foster a culture of innovation by encouraging our employees to experiment with new ideas, embrace new technologies, and challenge conventional wisdom. This helps us to stay ahead of the curve and deliver cutting-edge solutions to our customers.

In summary, the five pillars of culture at MPS Limited help to create a culture of excellence, empathy, and efficiency. By upholding these values, we can deliver high-quality services, foster innovation, and build long-term relationships with our customers, employees, and stakeholders. Together, these pillars facilitate our journey towards helping the world learn smarter and making learning accessible to all.

Leaving a Global footprint

Revenue Mix





Employees

35
Americas

35
Europe

2,640
India

Environmental, Social, and Governance

As a responsible corporate citizen, MPS understands the importance of Environmental, Social, and Governance (ESG) factors and is committed to integrating them into its operations and reporting. The company recognizes that addressing ESG concernsis not only the right thing to do but also critical to creating long-term value for its stakeholders.

Environmental

MPS recognizes the impact that its operations can have on the environment and is committed to minimizing its environmental footprint. To reduce its greenhouse gas emissions, the company has implemented several initiatives, including reducing its energy consumption, replacing traditional paper-based processes with digital methods, and spreading awareness on reducing employee carbon footprint.

MPS has also collaborated with Grow Trees to celebrate its employees' birthdays by planting a tree for each of the 2700+ employees. This initiative allows us to contribute to the reforestation efforts that are essential in mitigating the effects of climate change. Our partnership not only offsets our carbon footprint but also demonstrates our commitment to creating a greener future.

Social

MPS understands the importance of its social responsibility and is committed to providing a safe and healthy working environment for its employees. MPS' Triple E value system also emphasizes our commitment to social responsibility. We aim to achieve Excellence and Efficiency while remaining Empathetic towards our stakeholders. The company promotes diversity and inclusivity in the workplace and offers training and development opportunities for its employees. We respect the diverse backgrounds of our employees as it brings us new perspectives, higher creativity, and superlative growth. We actively support the communities in which we operate through various initiatives by partnering with not-for-profit organizations.

Governance

MPS places a strong emphasis on good governance practices and operates with transparency and accountability. The company has established a Code of Conduct and Ethics that outlines its commitment to ethical behaviour, compliance with laws and regulations, and respect for human rights.

We are committed to operating in a socially and environmentally responsible manner and to upholding strong governance practices. The company believes that these factors are essential for its long-term success and for creating value for its stakeholders.

Chairman's Letter

To the Shareholders of MPS Limited

MPS delivered yet another year of unprecedented earnings results, with a Revenue of INR 501 crores, a PAT of INR 109 crores, and an EPS of INR 64. Most importantly, we articulated our Deep Purpose—to help make learning accessible to ALL. Our "Going Gestalt" strategy, framed in 2021, has already started to deliver robust outcomes. This letter is the second in its sequence of what should grow to become a longstanding practice and is particularly relevant in our pursuit of Vision 2027.

Thirty percent earnings growth is no mean feat, but what's more satisfying is the rapid progress of our journey in the last 18 months. On the ground, it feels like we were in active resistance training for a decade; an external force took all the weight off, and we have established unprecedented momentum. My late grandfather always asked me, "What were the highlights?" after a major event, and that practice stayed with me throughout my leadership journey. I usually pick three, and for FY23, they are as follows:

- All Business Segments are performing and growing organically.
- We have returned to our roots as a high-margin business.
- "Going Gestalt" has started to deliver results, and the marketplace is responsive to our new approach.

In this letter, I provide comprehensive updates against these highlights and share insights on how we will build momentum in FY24—with a broader view toward Vision 2027.

We have momentum across Business Segments.

MPS has shown an impressive momentum in its Business Segments for the first time in the last five years. While some Business Segments are outperforming others, we no longer have any laggards. eLearning has been a North Star for growth since the acquisition of TIS, a premier eLearning company that was a division of one of India's largest conglomerates. In FY23 alone, eLearning grew by over 52 percent in FX-Adjusted Revenues. A more recent achievement is that our most mature line of business, Content Solutions, has developed higher growth momentum relative to past expectations, performance, and the marketplace. Additionally, the HighWire Platform business has been revived since its acquisition in 2020 and delivered a steady Revenue increase in Q3 and Q4 of FY23, which is expected to continue in FY24 and beyond. Our expectation while heading toward FY28 is that while the business mix will evolve to a point where the faster-growing parts of the business own a large share of the pie, the mature lines of business will also grow.

Our Margins continue to Expand.

The recent step-up in Revenue growth has led to continued margin expansion. Historically, our Content and Platform Business Segments operated at mid-40s Margins and, in

FY23, delivered ~39 percent and ~35 percent, respectively. There is a stark margin expansion in eLearning, and the business delivered a ~23 percent margin in FY23, much ahead of our competitors and the marketplace. Most companies tend to sacrifice margins for Revenue in their growth journey. MPS is unique in that sense and has been able to exercise its tremendous operating leverage, continuing its margin expansion story as revenue has scaled. We still have much room left as we supercharge the scale of MPS toward FY28, with our potential of delivering previous levels of Profitability in Platforms and Content solutions and breaking the 30 percent margin barrier in eLearning.

We are executing Going Gestalt successfully.

Our five-pronged approach, Going Gestalt toward growth, is simple in design. At its core, we relentlessly ensure that the whole of MPS is greater than the sum of its parts. As always, what has been more profound for MPS is the execution. Here is an update for FY23 and an expectation from FY24:

1. **Market-based Approach:** Our revised Go-To-Market (GTM) strategy focuses on the representation of firm-wide capabilities to the marketplace rather than our previous product-based approach. This has received much appreciation from our established customer base and piqued the interest of the market, which is hungry for global providers who are comprehensive in their approach and help consolidate their supply chain. In FY24, we will double down on our revised GTM approach to fuel growth from our captive customer base of over 700 customers and support new customer acquisition.

2. **Emphasis on STAR Accounts:** We focused on 30 STAR Accounts in FY23 based on their growth potential, scale, and strategic positioning. An Executive Sponsor from the Senior Management team steered Client Services and Operations toward the growing market share and broadened the scope across our firm-wide capabilities. We have seen immediate strategic benefits, including improvement in the quality of revenue, agreement with customers on new vectors of growth, and expansion in volumes. We aim to broaden the focus to 60 customers in FY24 and continue the step-up until FY28.

3. **Investment and Launch of New Capabilities:** We officially launched mag+ NOW, magineu, and a process-based solution for Peer Review in FY23. Each of these initiatives helped secure substantial new business in their first year, and we are confident about building further momentum in FY24. Our HighWire business will launch an enhanced version of the THINK platform in the summer of 2023. MPS Labs will launch a new SaaS offering that embraces AI/ML and consolidates digital publishing workflows in the fall of 2023. We will wrap up FY24 by launching a new Ed Tech Studio that targets Digital Learning in Education.

4. **Tailored Strategy to Acquire New Customers:** Our tailored strategies for Corporate, Education, and Scholarly markets allowed us to expand our customer base from 659 in FY22 to 735 in FY23. A focus on Corporates that spend heavily on Learning and Development, a step-up in partnerships with industry associations, and geographic expansion led the growth agenda in the corporate marketplace. In Education, we unlocked synergies to deliver higher-end digital learning experiences and stepped up our efforts to move forward in the B2B value chain to work with universities and learning companies. Price warriorship and product bundling allowed us to secure new logos in the Scholarly marketplace. Additional nuances in our new customer acquisition strategy will be addressed in FY24 as we aggressively expand our customer base and increase the market share.

5. **Revised Acquisition Playbook:** The acquisition of EI Design was our first play in acquiring growing and financially healthy assets at compelling valuations instead of acquiring distressed assets at distressed valuations and turning them around over five years. As a result, we saw a significant margin expansion in eLearning, an organic growth in Content and Platforms since our management focus was on growth, and unprecedented scores on customer satisfaction as the level of service delivery has improved remarkably. This approach allows us to space acquisitions closer, and in FY24, we expect to supercharge our revised acquisition playbook.

With all cylinders firing on the five elements of our growth strategy, our focus is now on supercharging the scale in the execution of Going Gestalt. Surpassing a Revenue of INR 1,500 crore by FY28 is a milestone that we will comfortably achieve. We articulated our Deep Purpose as a team in FY23: make learning accessible to ALL. This is what gives us the confidence as a management team toward Vision 2027—building a compelling Learning company at a meaningful scale that helps the world learn smarter. A more profound purpose now drives MPS. The scale we are looking to supercharge is not the end, but the means that will allow us to deliver on our deep purpose with significant impact.

Regards

Rahul Arora

Rahul Arora
Chairman and Managing Director

Business overview

Distinct Solutions for a Diverse customer base

MPS is a premium B2B learning and platform solutions company that powers the education, research, and corporate markets in their quest to engage with their learners more meaningfully. We have unlocked a new growth trajectory considering the combined effect of lower attention spans, rapid growth in digital consumption, and the recent advances in AI/ML.

MPS has complementary business segments with a high degree of synergy. Our end-to-end offerings provide a one-stop solution, leading to operational efficiencies, enhanced customer experience, and stickiness.

Content Solutions

Overview

Comprehensive content solutions from content creation to delivery across all media that help drive the competitiveness and differentiation of educational, academic, science, technical, medical, and professional publishers

Key Offerings

- Authoring and Development
- Manuscript Submission and Peer Review
- Editorial Services
- Production and Assembly
- Media Asset Development
- Digital Transformation
- Accessibility

Customers

- Education
- Scientific and Scholarly

Key Highlights for FY'23

94% recurring revenue

1900+ domain experts

52% revenue share

Platform Solutions

Overview

Complete range of configurable platform solutions across the entire content lifecycle, majorly delivered as SaaS. First to market with each platform offering and respected as the innovator and thought leader in the space.

Key Offerings

- Workflow Management and Tracking
- Identity and Access Management
- Hosting and Delivery
- Insights and Analytics
- Subscription Management
- Fulfillment and Customer Service

Customers

- Scientific and Scholarly
- Education
- Corporate

Key Highlights for FY'23

3.0x
cross-sell in FY'23

90%
revenue from the license fee

23%
revenue share

eLearning Solutions

Overview

Deliver high-impact learning and performance support solutions that offer a high engagement quotient, drive learner performance, and deliver high ROI for the learner and organization.

Key Offerings

- L&D Advisory and Consulting
- Courseware Development
- Micro Learning
- Simulations and Serious Games
- Extended Reality
- Learning Platforms
- Experience Centers

Customers

- Corporate
- Education

Key Highlights for FY'23

450+
multifunctional experts

200+
Fortune 500 companies as clients

25%
revenue share

Unravelling the Key industry drivers

Positive business tailwinds create an attractive opportunity for scaled players. MPS is well established to benefit from market tailwinds and growth enabled by technology.

Corporate Learning and Development *

- Increasing the demand for trusted providers with deep technology expertise and the ability to manage end-to-end eLearning solutions
- Answering the need for digital learning capabilities, particularly post pandemic
- Unprecedented demand for immersive and experiential learning, including simulations, games, AR, VR, and XR

20% Industry growth

Education Content and Technology **

- The pandemic has accelerated the shift of our content to digital.
- Preference to work with players that have a track record in a global delivery model.
- New outsourcing programmes are expected as customers do not have the in-house capacity to deliver on demand

11% Industry growth

Scholarly Communications and Technology ***

- Vendor consolidation in mature areas of outsourcing
- Customer preference to work with partners that own technology IP that will support efficiency requirements and future-proof customer needs
- Drive to automate new processes and application of AI/ ML to mature processes

5% Industry growth

Source:

* eLearning – https://www.gminsights.com/industry-analysis/elearning-market-size

** Digital Education Content – https:// www.prnewswire.com/news-releases/global-digital-education-content-market-to-reach-108-billion-by-2026-301305030.html

*** Research content outsourcing – Global publishing outsourcing market size – EY Parthenon

Spotlighting Excellence
Awards & Recognition

51 Brandon Hall
Excellence Awards

7 Brandon Hall
Technology Awards

LearnX Live!
4 Gold Awards 2022

15 Rankings in
eLearning Industry

Top 20 Companies
Custom Content Development 2023

Top 20 Companies
Experiential Learning Technologies 2022

Top 20 Companies
Learning Services 2022

Strategic Challenger in Fosway Group's 9-Grid for Digital Learning

Board of Directors

Rahul Arora

Chairman and CEO

Rahul Arora is the Chairman and CEO of MPS Limited. Under his leadership, MPS has significantly diversified its business interests, transitioning from an India-based content services provider to a Global market leader in learning and platform solutions. Today, MPS is powered by over 2,500 professionals across five delivery centers in India, three European subsidiaries, and multiple cities in North America.

Rahul joined MPS in Noida, India, in August 2012 as Chief Marketing Officer to lead and develop the growth of the company. Rahul relocated to the U.S. in early 2013 to jump-start the first wave of US-based acquisitions (2013–15) via a newly established subsidiary, MPS North America LLC. After the successful integration and growth of these assets, Rahul was promoted by the Board of Directors to lead the diversification agenda as CEO and Managing Director of the Company.

Rahul powered the diversification phase between 2015 and 2020 with the acquisitions of marquis market players, including HighWire Press (founded at Stanford University) and the purchase of TIS (a division, founded in 1990, as part of one of the largest Indian conglomerates), which propelled MPS further into an accelerated trajectory. Much of MPS' story during this period was inorganic. And each acquisition was unlocked for tremendous synergies, enhancing MPS' long-term competitive advantage.

Rahul holds a Bachelor of Science degree in Business Management with concentrations in Economics and Entrepreneurship from Babson College (Class of 2007). In 2011, he completed his full-time residential Post Graduate Program in Management with majors in Marketing and Strategy from the Indian School of Business, Hyderabad, India. He then completed the Advanced Management Program at the Wharton School of the University of Pennsylvania in 2017. Rahul is pursuing the Owner/President Program from Harvard Business School and is expected to complete the program as part of its 60th class in November 2023.

Ms. Achal Khanna

Independent Non-Executive Director

Ms. Achal Khanna is the CEO for SHRM India and Asia Pacific Head for Business Development. SHRM India is a wholly owned subsidiary of the Society for Human Resource Management (SHRM), which is the world's largest association devoted to human resource management with more than 2,90,000 members worldwide. Achal is responsible for leading the India operations of SHRM, as well as Asia Pacific operations, including Middle-East.

She serves on the global SHRM Leadership Team and is responsible for building the brand, expanding its business, and developing professional relationships with government agencies, and other HR and business associations in the region. Achal has over 30 years of work experience. Prior to joining SHRM, she was Managing Director for Kelly India operations, Vice President for GE, and Country Manager for Polaroid India. She has also worked with Dupont, ITC, and Cosmo Group in various capacities. She has been a recipient of the "Best Women Executive in India" award.

Achal holds a Bachelor's degree in Economics, a Master's Degree in English Literature, and she is an MBA from Delhi.

Mr. Ajay Mankotia

Independent Non-Executive Director and Chairman-Audit Committee

Mr. Ajay Mankotia is the Independent Director and Chairman-Audit Committee of MPS Limited. He is also a Director on the Board of RSG Media Systems Private Limited and MPS Interactive Systems Limited.

Mr. Ajay Mankotia pursued BA in Economics (Honours) from St. Stephen's College, Delhi University, followed by a Master's Degree in Economics from the Delhi School of Economics, Delhi University. He has a Diplôme D'études Superiéures Spécialisées (DESS) in Diplomacy and Administration of International Organizations from the University of Paris-XI, Paris, Diploma in International Economic Relations from the Institute International d'Administration Publique (IIAP), Paris, and Bachelor's Degree in Law (LL.B) from the Law Centre, Delhi University.

Mr. Ajay Mankotia, who joined the Indian Revenue Service in 1982, has worked in a wide variety of posts in the Income Tax Department – Assessments, Appeals, Administration, Central Board of Direct Taxes, and Search and Seizure. During the course of his career, he was also deputed as Chief Vigilance Officer of a few public sector fertilizer companies and was deputed for foreign courses in Vigilance and Internal Affairs. When he was Commissioner of Income Tax, he decided to opt for Voluntary Retirement in 2008 after having spent 26 years as an IRS officer, and joined a media company as President (Corporate Planning and Operations). He presently runs his own Tax and Legal Advisory.

Ms. Jayantika Dave

Independent Non-Executive Director and Chairperson-Nomination and Remuneration Committee

Jayantika is an Independent, Non-Executive Director on the Ingersoll Rand India Board, and is a Founder Trustee of the KN Dave Educational Trust. She is also an Executive Coach, and a consultant on HR Strategy.

Prior to these roles, she was the Vice-President – Human Resources in Ingersoll Rand India, and led the Human Resource strategy and direction for Ingersoll Rand's aggressive growth plans in India. Under her leadership, Ingersoll Rand India was repeatedly recognized as an Employer of Choice, and the Human Resources team won a number of awards for excellence in Leadership Development and for Innovative HR Practices. Before this, she was the Vice-President of Human Resources for Agilent Technologies in India, and also Head, Leadership Development, Hewlett Packard India. She has also worked as a consultant in different areas of business and as an entrepreneur.

Throughout her multifaceted, 35-year-long career, she has always been a key business consulting partner, as well as the architect for senior leadership development, a coach for the senior leaders in the organization in India, and a mentor for the HR team. Her role has involved growing, acquiring, and divesting businesses, and building organization capability. She has had multisector experience in the Industrial, Hi-Tech, and Financial Services sector, and with diverse teams – Sales, R&D, and Support.

She is a certified Executive and Life Coach from ICF, a certified Assessor for the Intercultural Development Inventory (IDI), for Myers Briggs Type Indicator (MBTI), and for Personality & Profiles Inventory (PAPI). She is an Economics Honours graduate from Lady Shri Ram College, Delhi University, and has a Master's in Business Administration from the Faculty of Management Studies, Delhi University.

Dr. Piyush Rastogi

Independent Non-Executive Director

Dr. Piyush Kumar Rastogi is Senior Partner with Rastogi and Donald, a leading Chartered Accountants' firm with offices in New Delhi and Noida, UP, that was established in 1986. The firm is registered with the Comptroller and Auditor General of India and leads public sector audits. The firm is on the panel of nationalized banks and financial institutions and leads statutory audits of banks and provides consultancy services to financial institutions. Additionally, the firm provides financial consultancy services to public and private limited companies.

Previously, Dr. Rastogi has been a Lecturer at Rohilkhand University teaching Audit, Financial Accounting, Corporate Law, and Financial Management, and continues his teaching passion as a Visiting Professor at Ishan Institute of Management in Greater Noida, Uttar Pradesh.

Dr. Rastogi is a Fellow Member of the Institute of Chartered Accountants of India and holds a Doctorate Degree in Commerce (Banking) from Rohilkhand University. Piyush also completed his LLB and his Masters in Commerce from the same University, while he completed his Bachelor's Degree in Commerce from Agra University. Piyush also completed a Training programme on the Internal Audit of Stock Brokers organized by the NISM and Training programme on International Taxation and Peer Review Audit organized by the ICAI.

Ms. Yamini Tandon

Non-Executive Director and Chairperson-Stakeholders Relationship Committee

Yamini is a graduate from Lady Shri Ram College and a post graduate from the Indian School of Business, Hyderabad, with a specialization in Marketing and Strategy. She previously served as Executive Vice President of MPS North America, LLC (Subsidiary of MPS Limited).

Ms. Tandon has previously worked as a Senior Consultant with Gallup Consulting across their US and India offices, and as a Strategic Planner at Euro RSCG in New Delhi, India.

Management Discussion & Analysis – FY23

Over the past 50 years, MPS has been transforming the way the world learns. This mission was further accelerated in 2012 after a change in majority ownership from Macmillan to ADI in 2011–12. The new leadership team launched MPS into an era of rapid growth through a transformation of organizational culture by instilling an entrepreneurial mindset, reiterating the importance of customer focus, and driving forward a continuous improvement.

Our acquisitions of US-based Content Development and Design houses during the years 2013-2015 allowed us to expand the scope of our services, which now include end-to-end publishing solutions, from content production to delivery, all delivered on a global scale. From 2015 to 2022, we diversified our business to target new customers, enter adjacent markets, and develop additional business streams.

The first step in the diversification was the establishment of a platform business via the acquisitions of Magplus and THINK. In 2018, the acquisition of TIS (the division was part of one of India's largest conglomerates for more than twenty-seven years) India, AG, and GmBH marked our definitive entry into the Corporate Learning and Development market. Our success with preceding acquisitions provided us with the conviction to acquire HighWire Press in 2020, during the pandemic, which allowed us to scale our platform business. Expanding our presence in the thriving corporate learning market, we recently achieved a significant milestone by acquiring EI design, a fast-growing provider of transformative learning solutions, and seamlessly integrating it with our pre-existing eLearning business, forming the formidable entity, EI. As a result, platforms and eLearning solutions now form a substantial part of MPS' overall business, further solidifying our position as a leading player in the industry. MPS' deep domain expertise in content transformation and eLearning is underpinned by a robust technology platform, a team of industry experts, and a comprehensive portfolio of capabilities:

- 50+ years of content experience has resulted in our providing the best-in-class outsourcing solutions.
- Cloud-based highly automated and streamlined workflow processes has resulted in quicker structuring, review, edit, and delivery.
- A multi-functional team of industry experts with strong capabilities and domain expertise ensures stellar outputs.
- Access to proprietary smart tools ensures standardization of services faster and more economically vis-à-vis other customers.
- Ability to cross-sell solutions across a diverse client base allows for multiple touch points, enabling expertise in multiple verticals/service lines.
- Innovative technology solutions clubbed with global sourcing partnerships enables efficient delivery of complex content.

BUSINESS SEGMENT OVERVIEW FOR FY2023

MPS Limited is a leading global provider of content, platforms, and eLearning solutions. Our goal "Make Learning Smarter and Accessible to All" unifies our diverse talent pool of over 2,500+ professionals spread across seven countries. MPS' business segments have seen significant upgrades during the past financial year, ranging from deeper digital integration into workflows and offerings to enhanced remote working setups. A summary of MPS' business segments, including Overview, Proportion of Total Revenue, Target Market, Key Acquisitions, Business Strategy, and Value Proposition, is provided below:

	Content Solutions	Platform Solutions	eLearning Solutions
Overview	Providing a wide range of content solutions, which involves the creation of the content and its delivery across all media channels, helping us in driving the competitiveness and differentiation of our customers.	Providing a complete range of configurable platform solutions throughout the entire content lifecycle, delivered as SaaS. Known to be the thought leader and trailblazer in the space	Developing and delivering high-impact and comprehensive learning and performance support solutions that provide a high engagement quotient and enhance learners' performance. All the solutions ensure a high ROI for the learners, business, and the organization.
Proportion of Total Revenue	52%	23%	25%
Key Acquisitions	2013 – Elements LLC 2014 – EPS 2015 – TSI Evolve	2016 – Mag+ 2017 – THINK 2020 – HighWire Press	2018 – TIS (the division was part of one of India's largest conglomerates for more than twenty-seven years) India, Switzerland, and Germany 2022 – EI Design
Competitive Strategy	**Operational Excellence**	**Product Leadership**	**Product leadership**
Key Value Proposition	Efficiency and differentiation	Innovation and thought leadership	Experiential and transformative
Market Segments	Research and Education	Research, Education, and Corporate	Education and Corporates
Key Offerings	• Authoring and Development • Manuscript Submission and Peer Review • Editorial Services • Production and Assembly • Media Asset Development • Digital Transformation • Accessibility	• Workflow Management and Tracking • Identity and Access Management • Hosting and Delivery • Insights and Analytics • Subscription Management • Fulfillment and Customer Service	• L&D Advisory and Consulting • Courseware Development • Micro Learning • Simulations and Serious Games • Extended Reality • Learning Platforms • Experience Centers

CONTENT SOLUTIONS

Overview

- Offers end-to-end content outsourcing solutions to leading education and research players
- Global delivery model combines local content expertise with offshore horsepower to produce high-quality deliverables with unparalleled efficiency
- Deep domain expertise powers the development of highly differentiated learning and research products that enable the growth of MPS' customers
- Automation and tech-enabled delivery enables faster time to market and competitiveness of MPS' customers
- Key acquisitions: Element LLC (2013), EPS (2014), and TSI Evolve (2015)

Areas of Excellence

- The first content outsourcing company in the world with 50+ years of experience providing comprehensive content outsourcing services
- Positioned as the market developer and led several new waves of outsourcing for the industry
- Robust technology-supported production processes backed by a large pool of experienced resources
- Highly regarded management and delivery teams with deep relationships and the ability to handle complex programs

Areas of Upside Opportunity

- Transition from technology-supported to technology-led production and rapid development of automated delivery
- Application of machine learning and advanced analytics to reduce turnaround time and improve cost efficiencies
- Lead consolidation among vendors and vertically aligned services to continue to expand wallet share
- Ripe market for disintermediation and recently established outsourcing programs with leading educational institutions lending support to this positive outlook

PLATFORM SOLUTIONS

Overview

- Revenue model is SaaS, and the majority of the revenue is recurring and license based
- Product portfolio is the most comprehensive in the marketplace, and each product solves a meaningful problem in a compelling way
- Market positioning is that of thought leader after the acquisition of HighWire Press, which was the first independent platform company incubated at Stanford University in 1995
- Operating leverage is high, and margins have significant room to grow given the nature of the business
- Key acquisitions: Mag+ (2016), Think Subscription (2017), and HighWire Press (2020)

Areas of Excellence

- The first independent platform company in the world with 25+ years of experience with the most comprehensive product suite in the marketplace
- Advanced technical skills combined with deep domain expertise, which is a unique combination in a market that values rich experience
- Mature and diverse customer base that enables future growth through word-of-mouth
- Large, highly trained offshore workforce that provides the horsepower needed for scale and rapid product development

Areas of Upside Opportunity

- Opportunities still at an early stage of integrating and cross-selling with other lines of business, providing significant upside potential
- New product development and enhancement opportunities identified, which represent a tremendous scale of opportunity
- Entry into adjacent markets including sales enablement, marketing communications, and experiential learning
- Platform business providing a proprietary opportunity for a new wave of complete content operations outsourcing in a single-supplier mode

eLEARNING SOLUTIONS

Overview

- Unparalleled solution portfolio, including simulations, games, experience centers, digital learning, assessments, extended reality, and learning technology
- Deep domain expertise across content, creative, learning design, and technology, and as the first eLearning company in the world, established in 1990
- Premium pricing is supported by a higher fidelity of learning deliverables enabled for modern learners
- Diverse customer base, including 200+ Fortune 500 companies across the Americas, EMEA, India, Switzerland, and Germany
- Ability to address varied customer needs with expertise across industries, verticals, solution formats, and topics
- Key acquisitions: TIS (the division was part of one of India's largest conglomerates for more than twenty-seven years) India, Switzerland, and Germany (2018) & EI Design (2022)

Areas of Excellence

- The first eLearning company in the world with 30+ years of experience that commands a premium pricing model
- Developed 2mn+ hours of cutting-edge content and a reputation for pioneering innovative solutions
- Deeply entrenched relationships with 100+ Fortune 500 clients spread across North America, EU, UK, Middle East, Asia Pacific, and India
- Won 400+ industry awards and featured in Top 20 content development, gamification, and training outsourcing lists

Areas of Upside Opportunity

- Leverage our reputation to continue to win logos and build a diversified and marquee customer base
- Extend automated sales to optimize time-to-facility for customers and provide faster development
- Strategically tap into high-dollar Edtech clients with a differentiated value proposition
- Leverage the advent of new technologies to drive recurring license revenue
- Availability of market consolidation opportunities, and the company's robust inorganic strategy and experience can drive rapid growth

VISION 2027

To create a compelling learning company at a meaningful scale that can help the world learn smarter. We aspire to be the provider of choice in our markets that powers experiential learning experiences with the latest technology innovations.

DEEP PURPOSE

MPS's deep purpose is to make learning smarter and accessible to ALL. The articulation of this deep purpose has helped our teams to discover a tangible link between the MPS' stated purpose and what they do on the job. Our leaders pursue our purpose more deeply by navigating the inevitable trade-offs more deliberately and effectively to balance between short- and long-term values.

Our deep purpose serves as a radically new operating system for the organization, enhancing our performance while also delivering meaningful benefits to the society, Through our Corporate Social Responsibility (CSR) Program, MPS partners with NGOs and Charitable Trusts to help people who are marginalized. Our CSR initiatives support the learning needs of the communities around our delivery centers. In this way, our employees can take an active interest in these initiatives, feel closer to the community, and drive the needed change. Specifically, we fund programs that provide education for girls and support vocational skills and computer education. We also partner with charitable organizations to build homes for children struggling with mental and physical illnesses, and to provide education to students with learning disabilities.

As a result, MPSians have "come alive" with a sense of purpose in their work, their motivation, energy, and creativity blossoms. Our journey toward high performance has been a result of our deepening connection to enduring and essential human values.

VALUES

Our ambitions are powered by our values, which define who we are today and will shape our future. These are not principles that we will compromise on, but tools upon which we will depend.

Excellence is a way of life for us. It involves respecting our colleagues, owning our responsibilities, and committing our best efforts to our customers. Excellence is not perfection but rather the simplicity in giving our best effort to every interaction, deliverable, and decision.

Empathy implies caring. It means caring to understand things deeply, absorbing the unwritten, and going the extra mile for the people who depend on us. Although empathy is usually intuitive, we believe that it can be developed intellectually through impactful programs.

Efficiency defines who we are. It involves driving automation, smarter workflows, and innovative operating models and not allowing any job to be considered grunt work. We will be doing things very differently by 2023, and will be innovating to make publishing and learning smarter along every step of the journey.

In conclusion, these three values –Excellence, Empathy, and Efficiency – may seem distinct from one another, but they all act in synchrony to create a synergetic value system that defines the culture at MPS. Each value is important in its own right, but when combined, they create an unstoppable force that drives our organization towards success. By upholding these values, we will continue to innovate, evolve, and adapt to the ever-changing needs of our customers and the industry. We believe that this value system will not only shape our future but also help us achieve our long-term goals as an organization.

CERTIFICATIONS

Our commitment and success are acknowledged by the following certifications:

- **ISO 9001:2015:** This is an international quality management system for the company's production business.
- **ISO/IEC 27001:2013:** This strengthens the information security management system and applies to MPS' Indian production units.
- **PCI-DSS:** This global information security standard is awarded by the Payment Card Industry Security Standards Council. This certification (PCI-DSS version 3.2.1) extends across MPS' fulfillment services/ THINK units.
- **GDPR Compliant:** The General Data Protection Regulation (GDPR) is legislation that updated and unified data privacy laws across the European Union (EU).
- **COUNTER 5 Compliant:** This is an international initiative involving services by librarians, publishers, and intermediaries. The standards facilitate the consistent and credible recording and reporting of online usage statistics.

FINANCIAL OVERVIEW

(INR in Lakhs)

Items	FY 2022-23	FY 2021-22	YoY Change
Revenue from operations	50,105	44,888	11.62%
EBITDA	15,676	12,628	24.13%
PAT	10,919	8,712	25.33%

*Basis: Consolidated Financials

(INR in Lakhs)

Items	FY 2022-23	FY 2021-22	YoY Change
Revenue from operations	29,801	28,402	4.69%
EBITDA	12,035	10,184	18.17%
PAT	8,628	7,146	20.74%

*Basis: Standalone Financials

KEY RATIOS

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (i.e., change of 25% or more as compared with the immediately previous financial year) in key financial ratios, along with detailed explanations. The key financial ratios are given below:

Items	FY 2022-23	FY 2021-22	YoY Change
Debtors turnover (no. of days)	64	74	(13.51%)
Current ratio (in times)	3.36	2.71	23.93%
Operating profit margin	27.17%	23.14%	17.41%
Net profit margin	21.79%	19.41%	12.29%
Return on net worth	27.62%	23.29%	18.59%

*Basis: Consolidated Financials

**Explanation for changes is provided in the balance sheet section later in the report.

Items	FY 2022-23	FY 2021-22	YoY Change
Debtors' turnover (no. of days)	61	70	(12.86%)
Current ratio (in times)	3.94	2.25	75.07%
Operating profit margin	36.07%	30.70%	17.47%
Net profit margin	28.95%	25.16%	15.07%
Return on net worth	25.45%	20.87%	21.94%

*Basis: Standalone Financials

**Explanation for changes provided in the balance sheet section later in the report.

#Change in current ratio is majorly due to increase in contract assets and reduction in advance from customers.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

MPS achieved another year of unprecedented profitability in FY23 with a PBT of INR 147 crores, representing 24.56% growth over the previous year. The momentum from FY22 carried forward, and on a consolidated basis, FX-adjusted revenues for FY23 were recorded at INR 500 crores, against INR 451.21 crores in FY22. EBITDA significantly improved from INR 126.28 crores in FY22 to INR 156.76 crores in FY22. MPS continued to remain debt-free through the year, with surplus funds of INR 193.21 crores on its balance sheet at the close of the year under review. The revenues for FY23 were recorded at INR 501.05 crores, against INR 448.88 crores in FY22.

SEGMENT-WISE PERFORMANCE

The Post-Pandemic momentum in the Content Solutions business continued in FY23. Given the significant operating leverage in this business segment, PBT grew by as much as 34 percent in FY23. The Scholarly lines of business-led growth in Content Solutions in FY23. Some early signs of success in this business segment with the "Going Gestalt" growth strategy include:

- Revised GTM: Market-based approach enabled unlocking growth synergies between scholarly content/platforms and education content/eLearning.
- Cross-Selling/Upselling: Focus on Star Accounts led to robust growth in all the Top 10 Content Solutions customers and double-digit growth in 3 out of the Top 10 accounts.
- New Capabilities: A new Peer Review solution was launched that is proving to be highly successful, with a significant multi-year win in FY23 with a prestigious new customer. MPS invested in new AI/ML based image and research integrity solutions and saw noteworthy demand for these services as well.

In the platform business, the performance in H2 FY23 was the first signal of growth in this business segment in the third year of ownership of HighWire and laid a strong foundation for FY24 and the years ahead. MPS' Platform business has now transitioned into a healthy and growing phase for the following reasons:

1. The emphasis of the platform business has now transitioned from Support/Delivery to Product Development. This includes new Product Launches, Active Product Roadmaps, and Upgrades.
2. A new customer acquisition strategy that involves Product/Service bundling and Price Warriorship is gaining traction and helping us develop a new customer base.
3. Feedback from the industry and the scholarly community is highly encouraging. HighWire and MPS offer the only "serious" independent choice since two of MPS' larger competitors have been acquired by publishers.

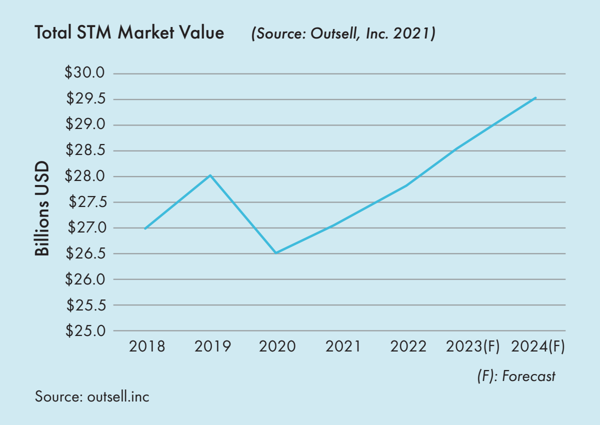
eLearning is now the second-largest business segment. Revenues were at INR 127 crores in FY23 ~25 percent of Total Revenue. Profitability improved by more than double during By the end of FY23, all four entities were performing, including the Swiss entity, which finally recovered from the decline during the Pandemic. The acquisition of EI Design confirmed the validity of the new acquisition playbook of acquiring growth assets at compelling valuations. In addition to substantial financial indicators, including significant margin improvement, operational indicators were highly positive. MPS is now market-leading in-service delivery and quality in the eLearning practice, reflected in high CSAT scores across the portfolio. Growth operations in the eLearning practice have matured and are setting the benchmark for the other business segments.

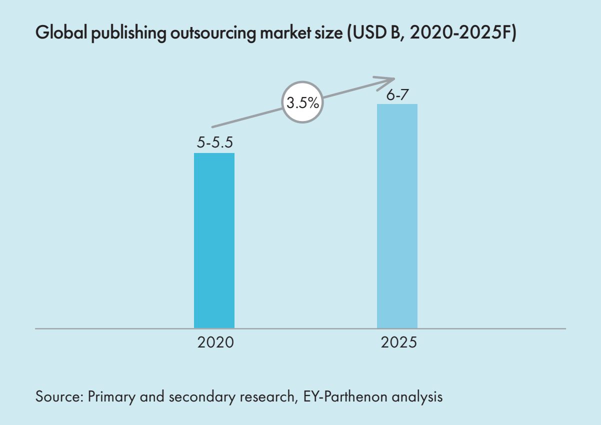
INDUSTRY OVERVIEW

Educational publishing: school, higher education, and continuing education

Printed curriculum material, consisting of textbooks, workbooks, test papers, and even story books, formed the core of educational publishing until the 21st century. However, the $16 billion industry is undergoing a major transformation with technological disruptions. The traditional business structures are replaced with an increasing focus on online courses and course materials across grades. The educators are also provided with professional development services. Some major disruptive technologies in this space include e-books, video streaming, digital distribution, gaming, and cloud computing.

Rising higher education enrolment is a critical growth factor, which rose by 14% (23.9 million students)





by 2020.[1] Pent-up demand in the K-12 education market can enhance state spending on instructional resources, such as textbooks, software, and other instructional media for the 48 million public school students. The focus on print was already existent and is further boosted in the current scenario. The digital educational publishing business is likely to grow by $6.96 billion between 2020 and 2024.[2]

UPCOMING TRENDS IN THE EDUCATIONAL PUBLISHING INDUSTRY

Authoring a course

With rapid digitization in the industry, almost 58% of publishers are likely to employ course creation tools.[3] These tools make learning a lot more interactive by integrating multimedia components into learning materials. The course authoring software is extremely cost-effective and optimizes time and labor.

Interactive study material

To keep up with the transforming landscape, providing interactive books facilitates business growth. The interactive books market is likely to grow at a CAGR of 16.5%, to be worth $2.3 billion by 2027.[4]

Rental e-books

The e-book phenomenon is likely to dominate the rental sector. The market is expected to grow at a CAGR of 22% between 2020 and 2024 and be valued at $295 million by 2024.[5] The digital transformation is beyond being a byproduct of the pandemic, and thus provides a significant impetus to educational publishers to streamline operations by considering robust digital platforms and henceforth stay relevant.

Academic and Scientific, Technical, and Medical (STM) Publishing

Notwithstanding the challenges, the scholarly publishing sector offers several growth indications. The global market is likely to restore to the pre-pandemic value of $28 billion by 2023.

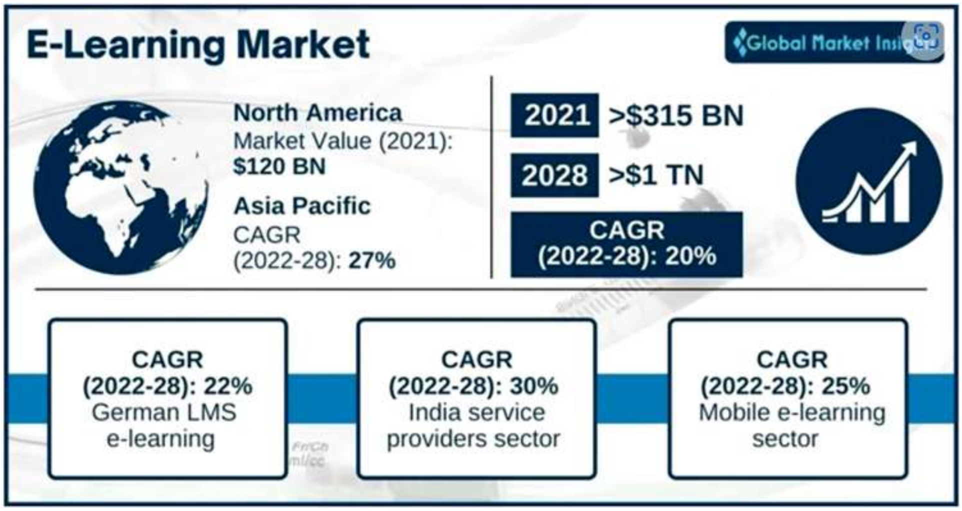
RESEARCH CONTENT OUTSOURCING

The publishing outsourcing market growth is driven by growth in demand for digital content and print-on-demand solutions. India will continue to remain the largest outsourcing destination due to the availability of necessary IT infrastructure and skilled workforce. Based on the primary and secondary research by EY-Parthenon, the industry is expected to grow at 3-5% per annum in the five years from 2020 to 2025 (Source: EY Parthenon; Global Industry Analysts; Global Market Insights).

The key drivers anticipated for the industry are as follows:

- Vendor consolidation in mature areas of outsourcing to provide further impetus to scaled players

[1] https://www.marketresearch.com/Technology-Media-c1599/Media-c92/Education-Publishing-c1660/
[2] Technavio Analysis
[3] https://www.getmagicbox.com/blog/look-at-future-educational-publishing-2021-and-beyond/
[4] Marketresearch.com
[5] Technavio Analysis



- Customer preference to work with partners who own technology IP that will support efficiency requirements and future proof customer needs
- Drive to automate the new processes and applications of AI/ML to mature processes

eLEARNING

The eLearning market size surpassed $315 billion in 2021 and is likely to record growth at a CAGR of more than 20 percent between 2022 and 2028.[6] The pandemic drastically disrupted the industry, leading organizations to digitize their entire operational models, including training and development programs. This reflects how digitization has impacted every sphere of life.

The advent of advanced technologies, such as AI, VR, and cloud-based learning management systems (LMS), are key growth drivers. Furthermore, the emergence of an AI-enabled eLearning solution facilitates the development of smart content, digitized study guides, and real-time questioning.

eLearning platforms have been experiencing a major upswing in the last few years. The US Edtech sector gained investments worth $2.2 billion in 2020[7]. Schools and businesses are adopting interactive tools to enhance student engagement and to further improve the learning experience. As a result, service providers are expanding their Edtech products and services.

The pandemic undoubtedly transformed the global eLearning market. Consequently, the sector is expecting a dramatic growth across geographies such as Germany, which is expecting a 22% growth in market size through 2028, and the service providers segment in the US market, which is likely to grow at a CAGR of 17%. The UAE education sector is drastically growing, with the government significantly prioritizing education. The UAE Vision 2021 strongly emphasizes top-rated education system along with its further expansion plan. The India service providers sector is set to register around 30% gain during 2022 to 2028 driven by the growing focus of companies on increasing their portfolios.[8]

Major eLearning Trends

Mobile learning: This undoubtedly remains an under-explored trend among corporations, higher education institutions, and other organizations in the eLearning sector. There are an estimated 4 billion smart phone users overall, thus keeping a lot of room for the trend to pick up.

Micro-learning: Micro-learning offers a very distinct effect, yet is mutually inclusive with macro-learning. This

[6]https://www.gminsights.com/industry-analysis/elearning-market-size

[7]A Record Year Amid a Pandemic: US Edtech Raises $2.2 Billion in 2020 | EdSurge News

[8]https://www.gminsights.com/industry-analysis/elearning-market-size

looks like a promising trend to achieve macro-learning/ training objectives.

Video-based learning: Ever since the pandemic, video-based learning has been gaining significant traction. Almost 3 trillion minutes (5 million years) of video material is likely to cross the Internet each month in 2022. To put things into perspective, every second, 1.1 million minutes of video content is streamed or downloaded.

Interactive content: Engagement is the fulcrum of this surging trend. By 2022, interactive content is likely to be a major part of eLearning deliverables.

Social learning: Several eLearning platforms are now integrating forums, chatrooms, and file-sharing possibilities among learners and instructors. COVID-19 created the need for this segment, causing a significant upswing.

STRENGTHS

We are a market-focused organization and have built capabilities to help our customers achieve their business outcomes. The strengths that allow us to retain our market and capability positioning include the following:

Learning focus

Our mission is to help make learning smarter and accessible to all. We lay a strong emphasis on learning outcomes enabled by efficient yet immersive learning paths. We provide services across the entire learner's journey. In the educational publishing segment, these services include content assembly, media asset development, project management, rights and permissions, design, rich media, and digital learning objects. On the enterprise side, these services include content consultation, content authoring and curation, content organization, content delivery, and content upgrade.

Unparalleled platform-based approach

MPS platforms have gained significant momentum in the last five years, and the value proposition of this business is product leadership. Smart and reliable engineering, dedicated customer support, and innovative marketing power our platforms. With the consolidation of our entire tech IP under the HighWire umbrella brand, we have further strengthened our platform suite. We are relentlessly focused on leveraging our combined knowledge to enhance our products.

Focus on meaningful innovation

MPS has a strong focus on developing and implementing highly automated, efficient, scalable, and technologically superior workflows across all stages of content creation. These workflows bring together an optimum combination of input file structuring and validation, XML transformation, pagination, and quality assurance (QA) processes. We are also leveraging our strong technological capabilities to significantly reduce the production time for eLearning solutions. We have empowered employees at all levels in the organization to propose and deliver meaningful changes in the way we produce content.

Financial stability and transparency

MPS is listed on the Indian stock exchanges and had a market capitalization of around INR 1,800 crores as of March 31, 2023. We have recently entered a new phase of growth, with a revenue and PBT CAGR of 9% and 25%, respectively, between FY21 and FY23. We have an active acquisition strategy that is focused on purchasing assets that will enable us to be a more meaningful partner to our customers. Our financial stability enables us to reinvest in our platform technology, production processes, and infrastructure (IT and facilities). This reinvestment further allows us to ramp up production quickly, manage the operational risk, and attract the best talent to service our customers in the best possible way.

Employer brand

MPS is one of the most desired employers in its industry with unrivaled experience, people, and breadth of expertise, all of which contribute to award-winning solutions. The company fosters an inclusive, healthy, and nurturing work environment, which supports and promotes the well-being and growth of 2500+ experts. MPS is a combination of various leading institutions across content outsourcing (Macmillan, 1970), eLearning (TIS – the division was part of one of India's largest conglomerates for more than twenty-seven years, & EI Design) and independent platform (Stanford, 1995). With a diverse clientele and long history of excellence, the goodwill accumulated in the brand is hard to replicate with newer and smaller companies.

Continuous improvement mindset

MPS has a dedicated Center of Operational Excellence that serves as a consultant and auditor to enhance the company's operations. We have integrated real-time analytics into the operational processes and employed machine learning and natural language processing to build advanced services like content profiling and cognitive quality control. We optimize the workflows, processes, and systems for all our customers leveraging on its scale of operations.

Change design and implementation

MPS has successfully implemented change programs and analytics-led innovation over the 50-year legacy in publishing outsourcing, 30-year leadership status in eLearning, and 25-year innovation status in platforms. As a result, we have a unique vantage point: we have learned from the past, have enabled the present, and are now well positioned to define the future.

OPPORTUNITIES

Total addressable market that is growing

MPS caters to a USD 310 billion+ total addressable market that includes research content outsourcing, digital education content, and corporate eLearning. The market has a significant runway for growth across research content outsourcing, digital education content, and corporate eLearning end-markets. There is a secular shift to digital and increased outsourcing across all end markets with an increased need for an end-to-end solutions provider.

Vendor consolidation

In the markets that MPS serves, customers prefer to reduce the total number of vendors for ease of management and cost advantages. This tilts the balance in favor of the larger providers such as MPS, which have been regularly augmenting their services through organic and inorganic strategies. Another round of vendor consolidation emerged as a consequence of the COVID-19 pandemic as stronger vendor partners such as MPS have been able to create harder lines of differentiation, while smaller companies have been unable to adapt to the new operating model.

Higher demand for remote learning

The eLearning industry is growing at more than 10% per annum and presents opportunities for growth. Educational institutions are expanding their digital presence, and corporates are increasingly enhancing their ratio of virtual training to total learning and development. MPS Interactive is well positioned to capitalize on these forces.

Rapid digitization

The pandemic confined everyone to their homes. Due to the constraints on movement, audiences are consuming more content online and on mobile devices, leading to a surge in traffic for platforms. Businesses are looking for eLearning solutions that will help them adapt to the new normal and regain their level of productivity. In the long run, this represents a positive development as companies emerge from the crisis with an increased acceptance of digital learning methods. In the medium term, we will balance the impact of our clients' economic pressures and delayed expenditures with our ability to focus on healthy sectors, mission-critical expenditures, price-competitive solutions, and an altered (increasingly digital) business development model. We will leverage our comprehensive suite of learning services and platforms to help our customers navigate the new normal.

THREATS

A possible threat to the business model could be customers trying to own their offshore operations for control. Having said that, this does not appear to be a probable scenario as most captive units owned by customers have either been closed or sold to third parties.

RISK MANAGEMENT

Type of Risks	Description	Mitigation
Pricing risk	Due to increased competition, the company is witnessing high price pressures. This might have an adverse impact on the company's profitability.	MPS has established strong brand loyalty in the segment. Moreover, its emphasis on increasing productivity and automating its operations has allowed it to maintain its profitability alongside improving the overall efficiency of its operations.
Currency risk	Given its vast presence, the company is exposed to risks associated with the fluctuation of currency value.	MPS has adequate foreign exchange forward covers to cope with currency fluctuations. The forward cover is booked for foreign currency fluctuation risk in US dollars and GBP. The company has also hired a consultant to advise on currency and booking of contracts.
Technology risk	The company is exposed to risks associated with malware and system hacks. This might lead to data loss, which could result in financial losses, company disruptions, and the loss or leakage of personal information.	MPS is always working to strengthen the security of its digital assets by implementing steps to effectively combat and manage cyber-attacks. The company has implemented cutting-edge technologies to boost operational efficiency and cross-departmental communication. To avoid cyber-attacks, a variety of cybersecurity measures, such as firewalls and port restrictions, have already been implemented.
Talent acquisition risk	It is vital to improve skills and knowledge on a regular basis to thrive in a competitive environment. The company's prospects may be harmed if it is unable to retain competent experts or does not have enough training opportunities for its workforce.	The organization conducts necessary training and development programs on a regular basis to involve its staff in various activities and motivate them through mentorship programs. It hires a multigenerational team to create industry-leading content, learning, and platform solutions. Employees at all levels of the company are empowered to suggest and implement beneficial improvements in the way they produce content.

INTERNAL CONTROL

The company has well-equipped and effective internal control systems in place that match the scale of its sector and the complexity of the market it works in. Internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization, and ensuring compliance with corporate policies.

The Audit Committee of the Board of the Company undertakes a comprehensive system of internal audits and periodic assessments to ensure compliance with best practices. The company has laid down internal financial controls as detailed in the Companies Act, 2013.

For the financial year 2022-2023, the company has engaged M/s. PricewaterhouseCoopers Services LLP as the internal auditors of the Company to report on the financial controls of the company and M/s. Walker Chandiok & Co. as the statutory auditors of the company to report on the financial statements (standalone & consolidated financials) of the company.

The internal audit team conducts quarterly audits across the company, which include a review of the operating effectiveness of internal controls. The audit committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action.

HUMAN RESOURCES

The company considers its people and their well-being to be the most crucial factor in its success and growth. A capable and motivated HR team works round the clock to ensure that a culture of inclusion and engagement exists in the organization. Throughout the year, staff were reminded of the need for proper hygiene and encouraged to maintain social distancing.

The HR department took on several projects to improve the workplace culture and employee well-being. Below are a few initiatives taken by the team:

- Interactive sessions with experts for the mental and physical well-being of all employees.
- During troubled times, insurance coverages were expanded and restructured to provide maximum benefits to employees and their dependents.
- Strict protocols for social distancing and hygiene were implemented to ensure the safety and well-being of all employees.
- The company bore the cost of vaccination drives conducted at all company locations for every employee.
- The company's infrastructure was upgraded to provide a state-of-the-art work environment, which makes collaboration between teams more accessible and efficient.
- The leadership team conducts sessions for key employees at various locations with the objectives of inculcating team spirit, negotiation skills, and cross-team engagement.
- Various engagement events such as team lunch, outdoor fun, and gaming activities are conducted regularly to provide a refreshing change to the employees.

In addition to the activities mentioned above, the organization has a performance-based reward and recognition program in place that allows the leadership team to recognize and motivate talent at the individual, team, and company levels. The CEO leads Zoom meetings to identify and announce the accomplishments of individual members and groups who collaborated to achieve the company's goal.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

MPS collaborates with NGOs and charitable trusts to assist marginalized populations to positively reinforce its objectives. Its social mission is driven by its fundamental triple E principles, which ensure the safety and growth of all those involved. During the post-COVID times, the MPS family works even harder to uplift the community and areas it operates in.

Education is the most valuable gift that MPS offers to the society to ensure its long-term viability. The company's CSR initiatives strive to empower the communities it operates in by facilitating their educational needs.

Resultantly, the employees put in significant efforts and engage in bringing a healthy change. The company essentially supports programs that provide education for girls as well as vocational and computer skills training. It also works with humanitarian groups to construct homes for children suffering from mental and physical ailments and works toward educating students with learning challenges. Through the efforts the company has made, it has been successful in making a significant difference in the society as a whole.

CSR initiatives taken during FY 2022-23

Educating girls: MPS works with IIMPACT, a non-profit organization, to adopt schools that provide high-quality education to girls from underserved regions. They aim to shatter the cycle of illiteracy through local community-based learning centers that provide girls with meaningful and stimulating education up to class 5 and guide them for their entry into mainstream education.

The Company has supported 51 learning centers during the financial year 2022-23 in the states of Uttarakhand (Dehradun, Haridwar) and Haryana (Mewat), wherein education is provided to underprivileged girls.

Instilling higher values: MPS works with Vedanta Cultural Foundation and Vedanta Institute Delhi towards promoting life, education, knowledge and research in philosophy, culture, and heritage. The Foundation is involved in promoting a life of mental peace and dynamic action. It equips people with clarity of intellect to deal with the challenges of life that lead them to the ultimate goal of inner peace and self-realization.

During the financial year 2022-23, the Company supported the CSR projects of Vedanta Cultural Foundation by way of conducting educational programs directed towards inculcating higher values of life. The Company has contributed to providing a continuous three-year residential program at Vedanta Academy, value-based short-term educational programs at different locations in India, public lecture series to develop an awareness of the educational program, and weekly study classes by the alumni of the academy for those interested in delving deeper into the knowledge.

Raising awareness: MPS believes in normalizing mental health issues and further promotes awareness about it through its collaboration with the Sambandh Health Foundation. They are committed to improving public health with a focus on mental health and tobacco control. The foundation provides support to people living with mental illnesses, educates people about mental illnesses along with the harmful effects of tobacco consumption, and advocates for better treatment and community support for the quick recovery of patients.

During the financial year 2022-23, the Company supported the CSR projects of Sambandh Health Foundation in Gurgaon, Gandhi Nagar, Basai, and Jharsa towards mental illness and the promotion of mental health of persons in India. Sambandh offers a healing community for those who have their lives disrupted by mental illness.

Supporting special children: MPS works with Prem Charitable Trust, which provides a loving and caring home to mentally and physically challenged and less fortunate children. They work tirelessly with these special children and their families, irrespective of their caste, creed, religion, and financial background, to unlock their potential and enable them to serve others.

The Company has contributed to the maintenance of homes for mentally and physically challenged children, and has been paying salaries to the physiotherapist, occupational therapist, and special educator.

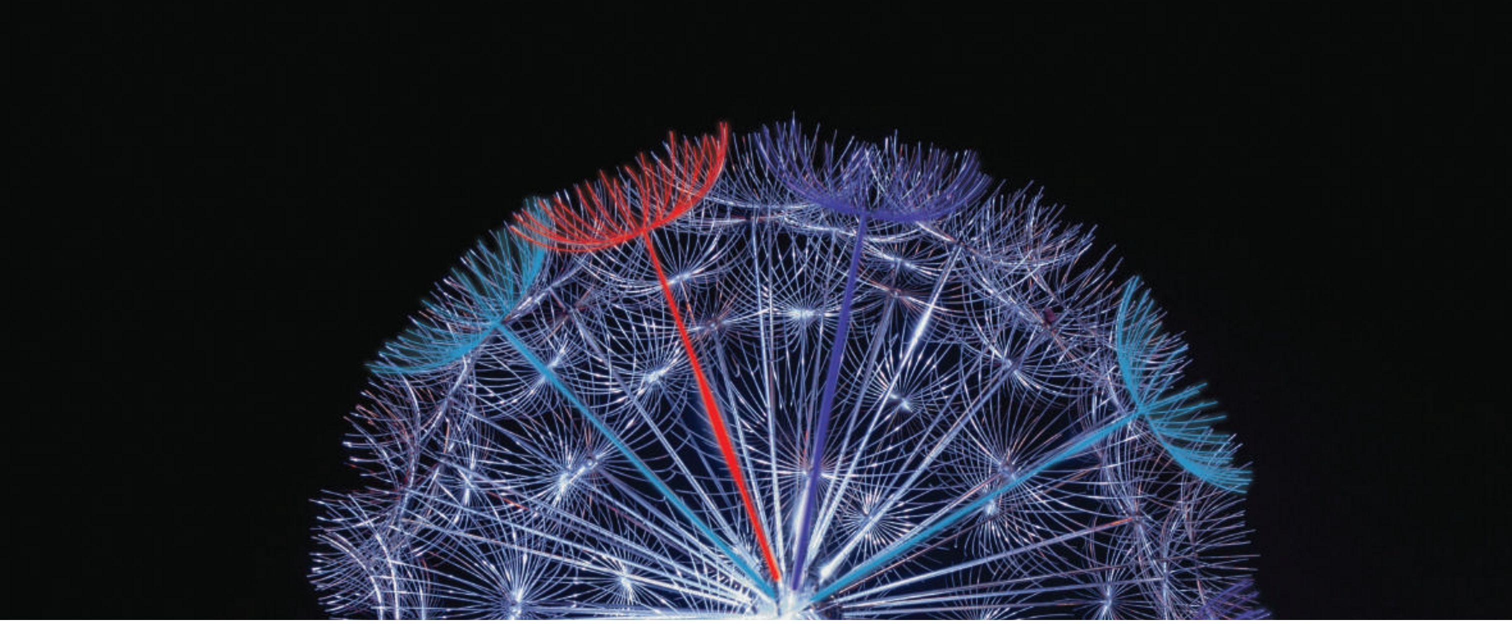
Learning disability: MPS works with Seth GS Medical College and KEM Hospital, Diamond Jubilee Society

Trust, that undertake research in the field of medicine, promote medical education, and undertake development programs to upgrade healthcare facilities in various sectors of the society. The trust passes the benefits arising from the research to the slum dwellers of Mumbai through their public hospitals.

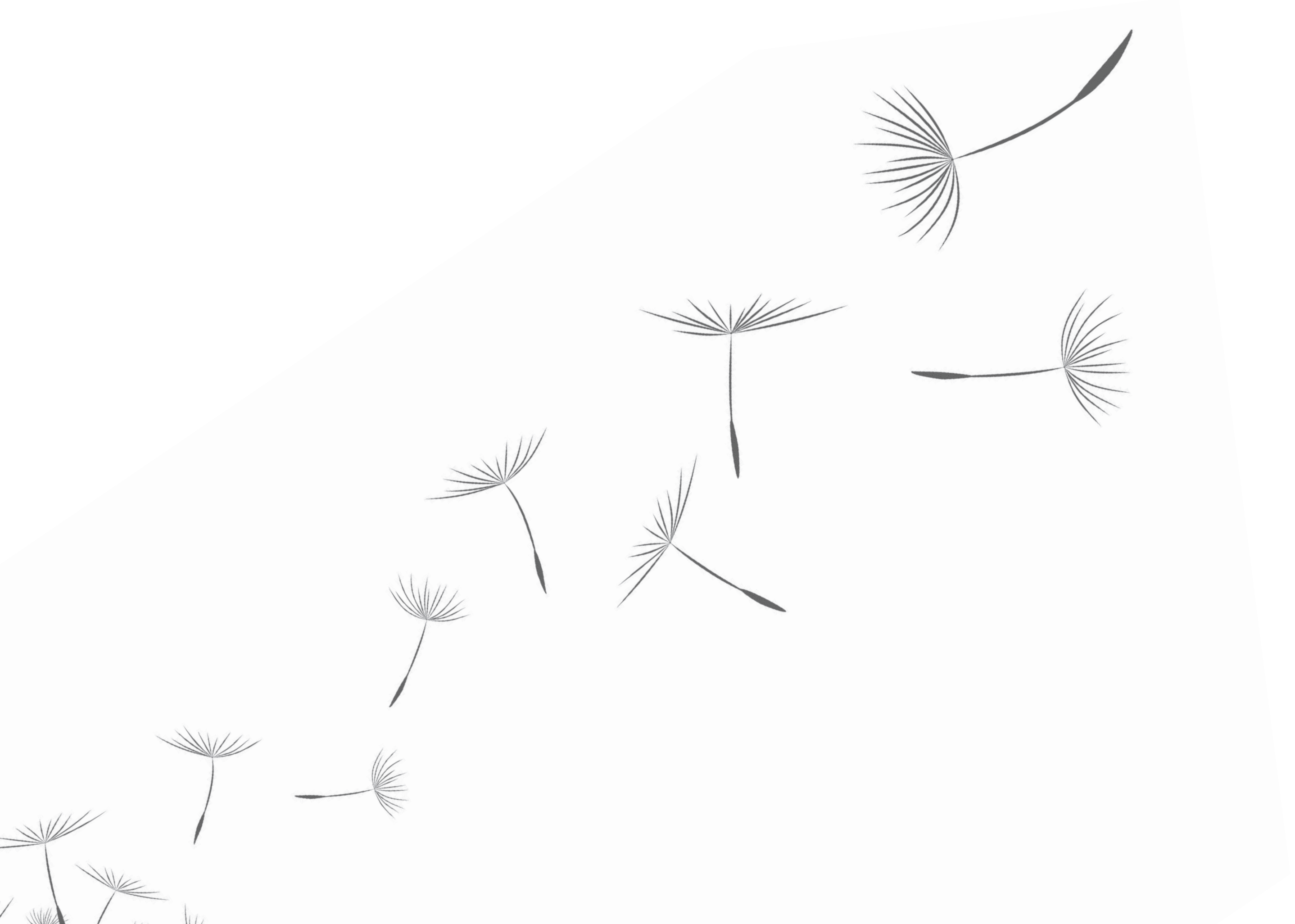
The Company has provided financial assistance to support the learning disability project of KEM Hospital. They assist disabled children through the child's detailed clinical and neurological examination, followed by the testing of the child's intellectual capacity (IQ testing), and, finally, the educational testing of the child.

Cautionary Statement

Certain statements in the Annual Report, including this analysis concerning the company's objectives, expectations, estimates, projections, and future growth prospects, may be regarded as forward-looking statements, which involve some risks and uncertainties that could cause actual results to differ materially. The risks and uncertainties relating to these statements include, but are not limited to, fluctuations in earnings and intense competition in publishing and eLearning services business, including those factors that may affect our cost advantage, wage increase in India, reduced demand for services in our key focus areas, and general economic conditions affecting our businesses over which the company does not have any control.



Statutory Reports



Directors' Report

To
The Members,

Your Directors take pleasure in presenting the 53rd Annual Report on the business and operations of the Company along with the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31 March 2023.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

Key highlights of the financial performance of your Company for the financial year 2022-23 along with previous year's figures are summarized below:

(INR in Lakhs)

Particulars	Standalone		Consolidated	
	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from operations	29,801.28	28,401.73	50,104.68	44,888.18
Other income	911.43	1,118.63	1,077.30	1,408.87
Total income	30,712.71	29,520.36	51,181.98	46,297.05
EBITDA	12,034.68	10,183.81	15,675.50	12,627.86
Finance costs	102.07	116.21	110.78	153.22
Depreciation and amortization expense	1,183.98	1,347.11	1,949.08	2,087.72
Profit Before Tax (PBT)	11,660.06	9,839.12	14,692.94	11,795.79
Tax expense	3,031.65	2,693.12	3,773.61	3,083.74
Profit for the year	8,628.41	7,146.00	10,919.33	8,712.05
Total other comprehensive income for the year, net of tax	383.02	140.63	1,175.52	421.76
Total comprehensive income for the year	9,011.43	7,286.63	12,094.85	9,133.81
Earnings per equity share (nominal value of share INR 10) Basic and diluted (earnings per equity share expressed in absolute amount in INR)	50.47	39.87	63.87	48.61

2. OPERATIONAL HIGHLIGHTS

Backed by revenue growth and strong financial discipline, we continued to generate healthy cash flows and showcased a strong performance during the financial year 2022-23.

The operational highlights of the performance on a Standalone and Consolidated basis are as under:

Standalone

The Revenue from operations for the year ended 31 March 2023 stood at INR 29,801.28 Lakhs as against INR 28,401.73 Lakhs for the previous year. Total comprehensive income for the year ended 31 March 2023 was INR 9,011.43 Lakhs and EPS INR 50.47 per share as against INR 7,286.63 Lakhs and INR 39.87 per share respectively, for the previous year.

The Standalone Ind AS Financial Statements ("financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act are separately disclosed in the Annual Report.

Consolidated

The Revenue from operations for the year ended 31 March 2023 stood at INR 50,104.68 Lakhs as against INR 44,888.18 Lakhs for the previous year. Total comprehensive income for the year ended 31 March 2023 was INR 12,094.85 Lakhs and EPS INR 63.87 per share as against INR 9,133.81 Lakhs and INR 48.61 per share respectively, for the previous year.

The Consolidated Ind AS Financial Statements ("financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and all other relevant provisions of the Act are separately disclosed in the Annual Report.

3. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the financial year ended 31 March 2023.

4. DIVIDEND

The Board of Directors of the Company, in their meeting on 16 May 2023, had recommended a final Dividend of INR 20/- per equity share of the face value of INR 10/- each. The Final dividend, if approved by the shareholders, would be paid to those shareholders whose name appears on the register of members as on the record date mentioned in the notice convening the 53rd Annual General Meeting ("AGM") of the Company.

The Final Dividend as recommended by the Company is in accordance with the Dividend Distribution Policy of the Company framed pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") which can be accessed at the web link: https://www.mpslimited.com/Policies/Dividend-Distribution-Policy.pdf

5. TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to the general reserve and the entire amount of profit for the year forms part of the 'Retained Earnings'.

6. SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31 March 2023 is INR 1,710.58 Lakhs. There has been no change in the paid-up Equity Share Capital of the Company during the financial year. Further, the Company has no other type of securities except equity shares forming part of the Share Capital of the Company.

7. STATUTORY AUDITORS AND AUDIT REPORT

Statutory Auditors

Pursuant to the provisions of Section 139(1) of the Companies Act, 2013, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), were appointed as the Statutory Auditors of the Company by the Shareholders at the 51st AGM of the Company for a period of 5 years i.e. to hold office till the conclusion of the 56th AGM to be held in the calendar year 2026.

Statutory Auditors' Report

The Auditor's Report on the Financial Statements of the Company for the financial year ended 31 March 2023 read with relevant Notes thereon are self-explanatory and does not call for any further explanations. The

Auditor's Report does not contain any qualification, reservation, or adverse remark.

Details in respect of frauds reported by auditors

During the year under review, the Statutory Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013, and therefore no details are required to be disclosed under Section 134 (3)(ca) of the Companies Act, 2013.

8. SUBSIDIARY COMPANIES AND THEIR FINANCIAL STATEMENTS

The Company has 4 subsidiaries as on 31 March 2023. There has been no material change in the nature of the business of the subsidiaries during the financial year ended 31 March 2023. Besides, there are no companies which have become or ceased to be subsidiaries of the Company during the Financial Year ended 31 March 2023.

As per the requirements of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of subsidiaries in Form AOC-1, is attached to the Consolidated Financial Statement of the Company.

MPS North America, LLC (MPS North America), a wholly owned subsidiary of the Company, is focused on content creation and development, project management, and media asset development for K12, Higher Education, Academic and STM publishers.

The revenue of MPS North America LLC for the year ended 31 March 2023 was INR 8,720.48 Lakhs as compared to INR 9,236.50 Lakhs during the previous year. The Profit before tax for the year was INR 472.25 Lakhs and Profit after tax and before other comprehensive income was INR 350.97 Lakhs as compared to the previous year's Profit before tax of INR 564.49 Lakhs and Profit after tax and before other comprehensive income of INR 390.62 Lakhs respectively.

The Company also has two downstream subsidiaries named Highwire Press Limited (under process of Strike off) and Semantico Limited. Semantico Limited is a wholly owned subsidiary of MPS North America LLC.

MPS Interactive Systems Limited, wholly owned subsidiary of your Company is focused on high end custom digital learning delivery including web-based learning, simulations, serious games, custom apps, and micro learning.

The revenue of MPS Interactive Systems Limited for the year ended 31 March 2023 was INR 6,949.71 Lakhs compared to INR 5,387.14 Lakhs during the previous year. The profit before tax for the year was INR 1,958.20 Lakhs and profit after tax and before other comprehensive income was INR 1,437.08 Lakhs as compared to the previous year's Profit before tax of INR 1028.86 Lakhs and Profit after tax and before other comprehensive income of INR 767.80 Lakhs respectively.

During the year the Company has acquired one downstream subsidiary named E.I. Design Private Limited on 30 May 2022.

MPS Europa AG: The Company is focused on Assessment Engine, Learning Management Platform for management education.

The revenue of MPS Europa AG for the year ended 31 March 2023 was INR 1,016.07 Lakhs compared to INR 1,518.51 Lakhs during the previous year. The Loss before tax for the year was INR 76.45 Lakhs and loss after tax and before other comprehensive income was INR 76.45 Lakhs as compared to the previous year's Profit before tax of INR 29.32 Lakhs and Profit after tax and before other comprehensive income of INR 25.00 Lakhs respectively.

TOPSIM GmbH: The Company is focused on multiplayer workshop-based simulations platform for management education.

The revenue of TOPSIM GmbH for the financial year ended 31 March 2023 was INR 1,569.47 Lakhs compared to INR 1,490.83 Lakhs during the previous year. The profit before tax for the year was INR 234.72 Lakhs and profit after tax and before other comprehensive income was INR 258.53 Lakhs as compared to the previous year's profit before tax of INR 249.81 Lakhs and profit after tax and before other comprehensive income of INR 273.80 Lakhs respectively.

Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, the Financial Statements including the Consolidated Financial Statements, Financial Statements of Subsidiaries and all other documents are also available on the website of the Company viz. https://www.mpslimited.com/financial-information/

9. BOARD MEETINGS

During the Financial Year ended 31 March 2023, the Board of Directors of the Company met 6 (Six) times to transact the business of the Company. Details of the Board Meetings, including the attendance of Directors at these meetings are covered in the Corporate Governance Report forming part of the Annual Report. The maximum interval between any two consecutive Board meetings did not exceed 120 days.

10. AUDIT COMMITTEE

In compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, as on 31 March 2023, the Audit Committee of MPS Limited comprises of 3 (Three) Members, out of which 2 (Two) Members are Independent Non- Executive Directors and 1 (One) is Executive Director. The Composition, role, terms of reference, and details of meetings of the Audit Committee are provided in the Report on Corporate Governance forming part of the Annual Report.

11. FORMAL ANNUAL EVALUATION

The Companies Act, 2013 and SEBI Listing Regulations, contain provisions for the evaluation of the performance of:

(i) the Board as a whole;

(ii) various Committees of the Board; and

(iii) the individual directors (including independent directors and Chairperson)

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The performance of the Board was evaluated based on inputs received from the Board Members, on the composition of the Board, the effectiveness of Board processes, information and functioning, areas and quality of review, establishment and delineation of responsibilities to Committees.

The performance of the Committees was evaluated based on inputs received from the Committee Members, covering the inputs on the composition of Committees, effectiveness of Committee meetings, degree of fulfillment of key responsibilities, Committee dynamics, and quality of the relationship of the Committee with the Board and the management.

The Performance of the Individual Directors was reviewed based on inputs received from the Board Members, covering the inputs on the contribution of the individual Director to the Board and Committee meetings.

The performance of the Chairperson was evaluated based on inputs received from the Board Members, on his leadership, stakeholder management, vision and strategy.

Pursuant to the requirements of Schedule IV to the Companies Act, 2013 and the SEBI Listing Regulations, separate Meeting of the Independent Directors of the Company was also held on 25 January 2023, without the presence of Non-Independent Directors and members of the management, to review the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairperson of the Company, taking into account the views of Executive Directors, Non-Executive Non-Independent Directors and also to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

The Board at its meeting reviewed the performance of the Independent Directors and the performance of the Committees.

12. DECLARATION BY INDEPENDENT DIRECTOR(S)

All the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules thereof.

In the opinion of the Board, the Independent Directors fulfil the criteria of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the management. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics laid down for the Board of Directors, Senior Management Personnel and other Employees.

13. DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

Director Retiring by Rotation

In accordance with the provisions of Section 152 of Act and the Articles of Association of the Company, Ms. Yamini Tandon, retires by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. Accordingly, a resolution is included in the Notice of the forthcoming 53rd Annual General Meeting of the Company for seeking approval of members for her re-appointment as a Director of the Company.

Changes in the Board

During the year, there was no change in the composition of Board of Directors of the Company.

Board Composition

As on 31 March 2023, the Company's Board has a strength of 6 (Six) Directors including 3 (Three) Woman Directors. The Chairman of the Board is an Executive Director. The composition of the Board is as below:

Category	Number of Directors
Executive Director	1
Independent Non-Executive Directors	4
Non-Independent Non-Executive Director	1

The detailed section on 'Board of Directors' is also given in the 'Report on Corporate Governance' forming part of this Report.

Key Managerial Personnel

The details of Key Managerial Personnels (KMPs) of the Company in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act, 2013, read with rules framed thereunder on 31 March 2023 are as below:

S.No.	Name of KMPs	Designation
1.	Mr. Rahul Arora	Chairman and CEO
2.	Mr. Sunit Malhotra	Chief Financial Officer*
3.	Mr. Raman Sapra	Company Secretary#

*During the year, the Board in its meeting held on 03 May 2022 accepted the resignation of Mr. Ratish Mohan Sharma, from the position of Chief Financial Officer with effect from the close of business hours on 18 May 2022 and considered and approved the appointment of Mr. Sunit Malhotra, as the Chief Financial Officer of the Company with effect from 19 May 2022.

#During the year, the Board in its meeting held on 28 July 2022, accepted the resignation of Mr. Utkarsh Gupta, from the position of Compliance Officer with effect from the closure of business hours on 28 July 2022 and considered and approved the appointment of Mr. Sunit Malhotra, as the Compliance Officer of the Company with effect from 29 July 2022. Subsequently, the Board in its meeting held on 16 December, 2022 appointed Mr. Raman Sapra, as Company Secretary and Compliance Officer of the Company with effect from 17 December 2022 in place of Mr. Sunit Malhotra, who relinquished from the position of Company Secretary and Compliance Officer of the Company with effect from the closure business hours of 16 December 2022.

14. TRANSFER OF UNCLAIMED DIVIDEND/ SHARES TO INVESTOR EDUCATION & PROTECTION FUND AUTHORITY

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules), all dividend which were unpaid or unclaimed for seven consecutive years or more are liable to be transferred to the Investors Education and Protection Fund (IEPF) Authority. Accordingly, the Company transferred an amount aggregating INR 11,12,663 to the Investor Education and Protection Fund during the financial year 2022-23. This amount was lying unclaimed with the Company for a period of seven years after the declaration of dividend for the financial year 2014-15 and 2015-16.

Further, pursuant to the provisions of Section 124(6) of the Act read with the Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) during the financial year 2022-23, the Company has transferred 3,263 equity shares whose dividend has not been paid or claimed for seven consecutive years or more to the demat account of IEPF Authority i.e. INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY, MINISTRY OF CORPORATE AFFAIRS. Before transferring the above-mentioned shares, the Company had published a newspaper advertisement and had also sent individual letters to the concerned shareholders who hadn't claimed or encashed their dividend for seven or more consecutive years.

15. SECRETARIAL AUDIT AND COMPLIANCE

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, R. Sridharan & Associates, Company Secretaries, the Secretarial Auditors of the Company, had carried out the Secretarial Audit for the financial year 2022-23.

Secretarial Audit Report

In terms of Section 204 of the Companies Act, 2013and Regulation 24A of the SEBI Listing Regulations, a Secretarial Audit Report as given by the Secretarial Auditors of the Company in Form No. MR-3 is annexed to this Report as "**Annexure-A.I".**

In terms of the aforementioned provisions, the Secretarial Audit Report of the Material Unlisted Indian Subsidiary of the Company i.e. MPS Interactive Systems Limited, for the financial year 2022-23 is annexed to this Report as "**Annexure-A.II".**

The Secretarial Auditors have not expressed any qualification or reservation in their report and their report is self-explanatory. The Secretarial Auditors have not reported any matter under Section 143 (12) of the Act, and therefore no details are required to be disclosed under Section 134 (3)(ca) of the Act.

16. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

17. DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on public deposits was outstanding as of the date of the balance sheet.

18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

During the year, the Company has granted a loan of INR 1,500 Lakhs to MPS Interactive Systems Limited, its Wholly-Owned Subsidiary Company for the acquisition of 100% Equity Shares of E.I. Design Private Limited.

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of loans and investments made by it, as applicable. The particulars of the same are furnished in the Notes to the Standalone Financial Statements of the Company.

19. NOMINATION AND REMUNERATION POLICY

The remuneration paid to the Directors, KMPs, and Senior Management Personnel of the Company is in accordance with the Nomination and Remuneration Policy of MPS Limited formulated in accordance with Section 134(3)(e) and Section 178(3) of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy has been outlined below:

- To lay down criteria with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions of the Company and recommend to the Board their appointment and removal.
- To lay down the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board a policy relating to, the remuneration of directors, key managerial personnel, senior management and other employees based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies engaged in the industry as the Company.

- To lay down the criteria for evaluation of the performance of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.
- To determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To devise a policy on diversity of board of directors.
- To retain, motivate and promote talent and to ensure long term sustainability of talented Managerial Persons and create competitive advantage.

The full version of the Nomination and Remuneration policy of MPS Limited may be accessed on the Company's website at the weblink https://www.mpslimited.com/Policies/Nomination-and-Renumeration.pdf

20. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

The particulars regarding the remuneration of the Directors and the KMPs as per Section 197 of the Companies Act, 2013, read with rules framed thereunder, is annexed to this Report as "**Annexure-B**".

In terms of the first proviso to Section 136(1) of the Act, the report and accounts are being sent to the members and others entitled thereto, excluding the information on Employees' remuneration particulars mentioned under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The said information is available for inspection by the Members during business hours on all days except Sunday and Holidays. Any Member interested in inspecting the same may write to the Company Secretary at the Registered Office/Corporate Office of the Company.

21. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge, hereby state and confirm the following:

a. In the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. The Directors had prepared these Annual Accounts on a going concern basis;

e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. RISK MANAGEMENT COMMITTEE

Pursuant to the provisions of Regulation 21(5) of SEBI Listing Regulations, the company has constituted a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Risk Management Committee monitors and reviews the risk management plan and such other functions as assigned from time to time. The Company has a robust Risk Management Policy which identifies and evaluates business risks and opportunities, strategies for timely evaluation, reporting, and monitoring of the key business risks and their mitigation. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the stakeholders and to achieve business objectives.

The Company's risk management approach comprises the components i.e. Risk Governance, Risk Classification, Risk Origination, Risk Description & Mitigation, and Risk Monitoring.

Further, Mr. Vijendra Narendra Kumar is acting as Chief Technical Officer and Chief Risk Officer of the Company.

He plays a pivotal role in the oversight and execution of a Company's risk management functions. The Risk Management Committee met on a half-yearly basis in order inter-alia to discuss the methodology processes and systems to monitor and evaluate the risks associated with the business of the Company and the process of monitoring and overseeing of the implementation of the risk management policy, including evaluating the adequacy of current risk management systems.

23. INTERNAL FINANCIAL CONTROL (IFC) SYSTEM AND THEIR ADEQUACY

Pursuant to the provisions of Section 134(3)(q) of the Companies Act, 2013 and Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, the term Internal Financial Control (IFC) means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has well-equipped and effective internal control systems in place that match the scale of its sector and the complexity of the market it works. Internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.

The Audit Committee is undertaking a periodic assessment to ensure compliance with best practices. The Company has laid down Internal Financial Controls as detailed in the Act.

For the Financial year 2022-23, the Company had availed services of PricewaterhouseCoopers Services LLP ('PWC'), the Internal Auditors of the Company to verify and report on the operational and financial controls of the Company and M/s. Walker Chandiok & Co LLP, Chartered Accountants, the Statutory Auditors of the Company to report on the financial statements (Standalone & Consolidated) of the Company.

The Internal Audit team of PWC, conducts quarterly internal audits across the Company, which includes review of operating effectiveness of internal controls. The audit committee reviews the reports submitted by the management and audit reports submitted by internal auditors and statutory auditors. The suggestions for improvement are considered and the audit committee follows up on corrective action.

24. RELATED PARTY TRANSACTIONS

All related party transactions entered during the financial year 2022-23, were in the ordinary course of business and on an arm's length basis and are in accordance with the provisions of the Companies Act, 2013 read with the rules framed thereunder and SEBI Listing Regulations. The Audit Committee reviews all the related party transactions and approves wherever such approval is required as per the provisions of Section 188 of the Act, rules made thereunder, Regulation 23 of the Listing Regulations, and applicable Accounting Standards. During the year, the Company has not entered into any related party transaction that had a conflict with that of the Company at large. Further during the year, the Company has not entered into any material related party transactions, as specified in Section 188(1) of the Act, with any of its related parties. The details of related party transactions as entered into by the Company are disclosed in the Standalone and Consolidated Financial Statements.

Further, pursuant to the provisions of Section 188 of the Act read with rules framed thereunder, the disclosure of particulars of contracts/arrangements with Related Parties in Form AOC-2 is annexed to this Report as "**Annexure-C**".

The Company has also adopted a Policy on Related Party Transactions, the same is also available on the Company's website at the weblink https://www.mpslimited.com/Policies/Related-Party-Transaction.pdf

25. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM (WHISTLE BLOWER POLICY)

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI Listing

Regulations, the Company has established a mechanism called 'Vigil Mechanism (Whistle Blower Policy)' for Directors and Employees to report unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics, policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the Directors and Employees to report their concerns directly to the Chairman of the Audit Committee of the Company. The Company has not received any complaint from any Whistle Blower during the financial year 2022-23.

The Whistleblower Policy of the Company is available on the website of the Company and can be accessed at the web link: https://www.mpslimited.com/Policies/Whistle-Blower.pdf

26. PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE

The Company has zero tolerance towards sexual harassment and is committed in providing a protective environment at the workplace. The Company dedicatedly emphasised on creating a work environment where every employee is treated with dignity and respect. The Company has in place a formal policy on the Prevention and Prohibition of Sexual Harassment at the Workplace and has also put in place a redressal mechanism for resolving complaints received with respect to sexual harassment. Internal Complaint Committees have been constituted at all the locations of the Company in India to redress the complaints, if any, received.

The details of the complainant are kept confidential. During the year under review, no complaint was received from any employee of the Company involving sexual harassment and thus, no case was filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

27. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Annual Return of the Company containing the particulars as prescribed under Section 92 of the Act, in Form MGT-7, is available on the Company's website https://www.mpslimited.com/investors-overview/.

28. CORPORATE SOCIAL RESPONSIBILITY

MPS has been an early adopter of Corporate Social Responsibility ("**CSR**") initiatives. In terms of the provisions of Section 135 of the Companies Act, 2013, the Company has constituted a CSR Committee. The composition and terms of reference of the CSR Committee are provided in the Corporate Governance Report forming part of this Annual Report. The Company has also formulated a CSR Policy which is available on the website of the Company viz. https://www.mpslimited.com/Policies/Corporate-Social-Responsibility.pdf

During the year under review, your Company spent INR 158 Lakhs on CSR activities i.e. 2% of the average of the net profits of the Company during the past three financial years. In accordance with the provisions of Section 134(3)(o) of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, a report on Corporate Social Responsibility covering a brief extract of the CSR policy of the Company and the CSR projects undertaken during the financial year 2022-23, is annexed to this Report as **Annexure-D**. The composition, role and terms of reference of the CSR Committee are stated in the Corporate Governance Report forming part of the Annual Report.

29. CORPORATE GOVERNANCE

Your Company believes in adopting best practices of corporate governance and adheres to the standards set out by the Securities and Exchange Board of India. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

A detailed Report on Corporate Governance, pursuant to the requirements of Regulation 34 of the SEBI Listing Regulations, forms part of the Annual Report together with a certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of Corporate Governance.

30. ENVIRONMENT, HEALTH AND SAFETY

The Company continues to focus on employee well-being, developing safe and efficient products and minimizing the environmental impact of our operations on society. The Company is conducting its operations in such a manner so as to ensure the safety of all concerned compliances of environmental regulations and preservation of natural resources.

For the safety and protection of Employees, the Company has formulated and implemented a policy on the prevention of Sexual Harassment at the Workplace with an effective mechanism of lodging complaints.

31. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI Listing Regulations is presented in a separate section forming part of the Annual Report.

32. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Pursuant to the Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company is having the Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The said Code is available on the website of the Company viz. https://www.mpslimited.com/Policies/Prevention-of-insider-trading.pdf

33. EMPLOYEE STOCK OPTION SCHEME

The shareholders of the Company vide Postal Ballot Resolution dated 21 January 2023, had approved 'MPS Limited- Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme") authorizing the Nomination and Remuneration Committee to grant to the eligible employees of the Company and its subsidiary(ies) not exceeding 4,00,000 (Four Lakhs) employee stock options, convertible into not more than equal number of equity shares of face value of Rs. 10/- (INR Ten) each fully paid up upon exercise, out of which not more than 2,00,000 (Two Lakhs) equity shares to be sourced from Secondary Acquisition, from time to time through an employee welfare trust namely 'MPS Employee Welfare Trust' ("Trust").

The Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 11 April 2023, had considered and approved the grant of 74,030 (Seventy Four Thousand and Thirty) options exercisable into not more than 74,030 (Seventy Four Thousand and Thirty) equity shares of the Company of the face value of INR 10/- (INR Ten Only) each fully paid-up, to eligible employees under the Scheme.

All the existing and proposed benefit under this scheme is administered by MPS Employees Welfare Trust under the supervision of the Nomination and Remuneration Committee of the Company.

The Promoters, Independent Directors, Directors directly or indirectly holding 10% or above of the equity share capital of the Company, are not eligible for the grant of options/issue of shares under this Scheme.

The Certificate from R. Sridharan & Associates, Company Secretaries, Secretarial Auditors of the Company confirming that the 'MPS Limited - Employee Stock Option Scheme 2023' has been introduced and implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection through electronic mode at the forthcoming AGM.

34. CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION AND FOREIGN EXCHANGE EARNINGS AND OUT-GO

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the following information is provided:

A. Conservation of Energy

The provisions regarding disclosure of particulars with respect to Conservation of Energy are not applicable to the publishing services industry as the operations are not energy-intensive. However, constant efforts are being made to make the infrastructure more energy-efficient.

B. Research & Development and Technology Absorption, Adaptation &Innovation

The disclosure of particulars with respect to Research & Development and Technology Absorption, Adaptation and Innovation are annexed to this Report as **Annexure-E**.

C. Foreign Exchange Earnings and Outgo

During the year under review, foreign exchange earned through exports was INR 29,621.20 Lakhs as against

INR 28,069.79 Lakhs for the previous year ended 31 March 2022. Foreign exchange outgo was INR 3,608.15 Lakhs as against INR 4,770.00 Lakhs for the previous year. Thus, the net foreign exchange earned by the Company during the year ended 31 March 2023 was INR 26,013.05 Lakhs as against INR 23,299.79 Lakhs for the previous year.

35. ACQUISITION OF E.I. DESIGN PRIVATE LIMITED

During the year the Company had through MPS Interactive Systems Limited, a wholly-owned subsidiary of the Company acquired the 100% of the issued and paid-up equity share capital of E.I. Design Private Limited, one of the most respected names in the custom eLearning content development industry for a total purchase consideration of INR 4,209 Lakhs.

36. MERGER OF E.I. DESIGN PRIVATE LIMITED INTO AND WITH MPS INTERACTIVE SYSTEMS LIMITED

The board of directors of E.I. Design Private Limited ("Transferor Company") and MPS Interactive Systems Limited ("Transferee Company") in their respective meetings held on 21 February 2023, considered and approved the scheme of merger of the Transferor Company into and with the Transferee Company ("Scheme") and recommended the same to shareholders, which was approved by the shareholders of the Transferor Company and the Transferee Company at their respective extraordinary general meeting held on 31 March 2023. Pursuant to the aforesaid approvals, the Transferee Company filed the Scheme with Regional Director, Southern Region, Chennai, Tamil Nadu ("Regional Director") for approval on 06 April 2023. The Transferor Company and the Transferee Company have determined the Appointed Date as 31 May 2022. However, the Scheme will become operative only from the effective date subject to necessary approval and such other permissions, sanctions and statutory approvals, as may be required.

37. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ("BRSR")

As the Environmental, Social and Governance (ESG) issues become increasingly important for Companies, the way in which they report on these issues has also progressed. As the world becomes increasingly aware of the impact of business on society and the environment, the concept of ESG reporting warrants significant attention.

Pursuant to Regulation 34(2)(f) of SEBI Listing Regulations, your Company is providing the prescribed disclosures on ESG parameters as part of the Business Responsibility and Sustainability Report ("BRSR"), the same are annexed to this Report as **Annexure-F**.

38. SIGNIFICANT DEVELOPMENTS AFTER THE CLOSE OF THE FINANCIAL YEAR

The Board of Directors of the Company, at its meeting on 11 April 2023, has considered and approved the raising of funds through the issuance of equity shares of the Company ("Equity Shares") or any other Equity-linked Securities of the Company or other securities convertible into or exchangeable for Equity Shares by way of Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws, and/or any other permissible modes, in one or more of the tranches for an aggregate amount up to INR 250 Crores (Rupees Two Hundred and Fifty Crores Only), subject to necessary approval and such other permissions, sanctions and statutory approvals, as may be required. The same was approved by the Shareholders vide Postal Ballot Resolution dated 14 May 2023.

Apart from this and except for the events disclosed elsewhere in the Annual Report, no significant change or development, that could affect the Company's financial position, has occurred between the end of the financial year and the date of this Report.

39. SIGNIFICANT AND MATERIAL ORDERS PASSED BY ANY REGULATORS OR COURT

During the year under review, no significant material order was passed by any regulator or court that would impact the going concern status or future business operations of the Company.

40. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year under review, no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year.

41. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Clause is not applicable to the Company.

42. APPRECIATION

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/ associates, and Central and State Governments for their consistent support and encouragement of the Company. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation, and support.

For and on behalf of the Board of Directors

Date: 16 May 2023
Place: New York, USA

Rahul Arora
Chairman and CEO

ANNEXURE-A.I

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended]

The Members,
MPS LIMITED
RR Tower IV, Super A, 16/17,
Thiru-VI-KA Industrial Estate, Guindy,
Chennai – 600032

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MPS LIMITED** (hereinafter called as "the Company") [Corporate Identification Number: L22122TN1970PLC005795] for the financial year ended 31st March, 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2023 and on the basis of our review, we hereby report that during the year under review, the Company has complied with the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) The Company has complied with the applicable provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment. There was no Foreign Direct Investment and External Commercial Borrowings during the year under review.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- **a)** The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- **b)** The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- **c)** The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- **d)** The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review);

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the year under review);

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the company is not registered as Registrar to an Issue and Share transfer Agent during the year under review);

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the year under review); and

i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review).

(vi) The Management has identified and confirmed the following Laws as being specifically applicable to the Company:

1. The Information Technology Act, 2000 and the Rules made thereunder
2. The Special Economic Zones Act, 2005 and the Rules made thereunder
3. The Software Technology Parks of India rules and regulations
4. The Trade Marks Act, 1999
5. The Patents Act, 1970
6. The Copyrights Act, 1957

We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the systems and mechanisms established by the Company are adequate to ensure compliance of laws as mentioned above.

We have also examined compliance with the applicable clauses / regulations of the following:

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) (revised effective from October 1, 2017) and Guidance Note on Meetings of the Board of Directors and General Meetings (revised) issued by The Institute of Company Secretaries of India.

(ii) The Uniform Listing Agreement entered with BSE Limited and National Stock Exchange of India Limited pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. (hereinafter referred to as "Listing Regulations")

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Director, Women Independent Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the financial year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Meetings which are convened at shorter notice and agenda / notes on agenda which are circulated less than the specified period, the necessary compliances under the Companies Act, 2013 and Secretarial Standards on Meetings of the Board of Directors are complied with. The Directors participated through video conferencing or other audio-visual means during the period under review, the necessary compliances of Rule 3 of the Companies (Meetings of Board and its powers) Rules, 2014 have been complied with. Further, the Circulars, Regulations and Guidelines issued by the Ministry of

Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities in view of the pandemic pertaining to General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

Based on the verification of the records and minutes, the decisions at the Board / Committee Meetings were taken with the consent of the Board of Directors / Committee Members and no Director / Member had dissented on any of the decisions taken at such Board / Committee Meetings. Further, in the minutes of the General Meeting, the number of votes cast against the resolutions has been recorded.

We further report that based on review of compliance mechanism established by the Company and on basis of the Compliance certificates issued by the Chief Financial Officer and Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws.

We further report that the above mentioned Company being a Listed entity, this report is also issued pursuant to Regulation 24A of the Listing Regulations and circular No.CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by the Securities and Exchange Board of India.

We further report that as per the information and explanations provided by the Management, the Company has a Material Unlisted Subsidiary, viz. MPS Interactive Systems Limited, incorporated in India as defined under Regulation 16(1)(c) and Regulation 24A of the Listing Regulations.

We further report that during the audit period, the Company had

1. at the meeting of the Board of Directors held on 3rd November, 2022 accorded in-principle approval for merger of E.I. Design Private Limited ("E.I. Design") (Wholly Owned Subsidiary of MPS Interactive Systems Limited) and MPS Interactive Systems Limited ("MPSI") (Material Unlisted Wholly Owned Subsidiary of the Company). Upon Merger, all of E.I. Design's rights, interests, assets and liabilities etc. will be transferred to MPSI and MPSI will be the surviving entity post the merger.
2. at the meeting of the Board of Directors held on 16th December, 2022 had considered and approved the introduction and implementation of the 'MPS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2023' with a view to create, and grant from time to time, in one or more tranches, not exceeding 4,00,000 (Four Lakh) employee stock options ("Options") exercisable into not more than 4,00,000 (Four Lakh) equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up including grating of options to the employees of Subsidiary Company(ies). Further, the said proposals were approved by the equity shareholders of the Company by way of postal ballot on 21st January, 2023.

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R.SRIDHARAN
CP No. 3239
FCS No. 4775
PR NO. 657/2020
UIN: S2003TN063400
UDIN:F004775E000289611

PLACE : CHENNAI
DATE : 16TH MAY, 2023

This report is to be read with our letter of even date which is annexed as ***"ANNEXURE –A"*** *and forms an integral part of this report.*

"Annexure–A"

The Members
MPS LIMITED
RR Tower IV, Super A, 16/17,
Thiru-VI-KA Industrial Estate, Guindy,
Chennai – 600032

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records as per the Auditing Standards (CSAS-1 to CSAS-4) and Guidance Notes on ICSI Auditing Standards and Guidance Note on Secretarial Audit issued by The Institute of Company Secretaries of India. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be filed by the company under the specified laws.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. It is the responsibility of the management of the company to devise proper systems to ensure compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R. SRIDHARAN
CP No. 3239
FCS No. 4775
PR NO. 657/2020
UIN: S2003TN063400
UDIN: F004775E000289611

PLACE : CHENNAI
DATE : 16TH MAY, 2023

ANNEXURE-A.II

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
MPS INTERACTIVE SYSTEMS LIMITED
CIN: U74999TN2018PLC122594
RR Tower IV, Super A, 16/17,
Thiru-VI-KA Industrial Estate, Guindy,
Chennai – 600032.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MPS INTERACTIVE SYSTEMS LIMITED (hereinafter called "the Company") [Corporate Identification Number: U74999TN2018PLC122594] for the financial year ended 31st March, 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period for the financial year ended 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (Not applicable as the Company is an Unlisted Public Company);

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (Not applicable during the year under review);

(iv) The Company has not dealt with the matters relating to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings under FEMA during the year under review and hence, the question of complying with the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder does not arise;

(v) Since the Company is an unlisted Company, the following Regulations (a to i) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the company during the period under review.

   a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

   b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- **d)** The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- **e)** The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- **f)** The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- **g)** The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- **h)** The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- **i)** The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

(vi) The Management of the Company identified and confirmed the following Laws/ Rules are specifically applicable to them:

1. The Information Technology Act, 2000 and the Rules made thereunder
2. The Special Economic Zones Act, 2005 and the Rules made thereunder
3. The Software Technology Parks of India rules and regulations
4. The Trade Marks Act, 1999
5. The Patents Act, 1970
6. The Copyrights Act, 1957

We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the systems and mechanisms established by the Company are adequate to ensure compliance of laws as mentioned above.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) (revised effective from October 1, 2017) and Guidance Note on Meetings of the Board of Directors and General Meetings (revised) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered with Stock Exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Not applicable as the Securities of the Company are not listed on any Stock Exchange).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Director and Independent Director of MPS Limited, the holding Company, on the Board of the Company as per Regulation 24 of the Listing Regulations. There were no changes in the composition of the Board of Directors during the financial year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Meetings which are convened at shorter notice and agenda/notes on agenda which are circulated less than the specified period, the necessary compliances under the Companies Act, 2013 and Secretarial Standards on Meetings of the Board of Directors are complied with. The Directors participated through video conferencing or other audio visual means during the period under review, the necessary compliances of Rule 3 of the Companies (Meetings of Board and its powers) Rules, 2014 have been complied with. Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs and other relevant regulatory authorities in view of the pandemic pertaining to General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

Based on the verification of the records and minutes, the decisions were carried out with the consent of the Board of Directors and no Director dissented on the decisions taken at such Board Meetings. Further, as per the minutes of the general meetings duly recorded and signed by the Chairman, the decisions were unanimous and no dissenting views have been recorded.

We further report that based on review of compliance mechanism established by the Company and on basis of the Compliance certificates issued by the Chief Financial Officer and Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws.

We further report that as per the information and explanations provided by the Management, the company is a material unlisted wholly owned subsidiary of MPS Limited (Listed entity) as per Regulation 24A read with Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that during the audit period, the Company had Obtained in-principle approval at the meeting of the Board held on November 03, 2022, for merger of E.I. Design Private Limited ("Transferor Company/ E.I. Design") into and with MPS Interactive Systems Limited ("Transferee Company/ MPSI"). Upon Merger, all of E.I. Design's rights, interests, assets and liabilities etc. will be transferred to MPSI and MPSI will be the surviving entity post the merger.

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R. SRIDHARAN
CP No. 3239
FCS No. 4775
PR NO. 657/2020
UIN: S2003TN063400
UDIN:F004775E000289466

PLACE : CHENNAI
DATE : 15TH MAY, 2023

*This report is to be read with our letter of even date which is annexed as **ANNEXURE -1** and forms an integral part of this report*

'Annexure -1'

The Members
MPS INTERACTIVE SYSTEMS LIMITED
CIN: U74999TN2018PLC122594
RR Tower IV, Super A, 16/17,
Thiru VI KA Industrial Estate, Guindy,
Chennai–600032.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records as per the Auditing Standards (CSAS-1 to CSAS-4) and Guidance Notes on ICSI Auditing Standards and Guidance Note on Secretarial Audit issued by The Institute of Company Secretaries of India. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be filed by the company under the specified laws.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. It is the responsibility of the management of the company to devise proper systems to ensure compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R. SRIDHARAN
CP No. 3239
FCS No. 4775
PR NO. 657/2020
UIN: S2003TN063400
UDIN: F004775E000289466

PLACE : CHENNAI
DATE : 15TH MAY, 2023

ANNEXURE-B

Disclosure pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

A. Details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

I. The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2022-23:

S.No.	Name of Directors and Nature of Directorships Held & Name of Directors	Ratio to median remuneration
Chairman and CEO		
1.	Mr. Rahul Arora	130:1
Independent Non-Executive Directors*		
2.	Ms. Achal Khanna	2:1
3.	Mr. Ajay Mankotia	3:1
4.	Ms. Jayantika Dave	3:1
5.	Dr. Piyush Kumar Rastogi	3:1
Non-Independent and Non-Executive Director*		
6.	Ms. Yamini Tandon	3:1

*Non-Executive Directors of the Company are paid the sitting fees for attending the Meetings.

II. The percentage increase in Remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the Financial Year 2022-23:

S.No.	Name	% Increase in remuneration
1.	Mr. Rahul Arora*	37%
2.	Ms. Achal Khanna^	Not Applicable
3.	Mr. Ajay Mankotia^	Not Applicable
4.	Ms. Jayantika Dave^	Not Applicable
5.	Dr. Piyush Kumar Rastogi^	Not Applicable
6.	Ms. Yamini Tandon^	Not Applicable
7.	Mr. Sunit Malhotra, Chief Financial Officer#	69%
8.	Mr. Ratish Mohan Sharma, Chief Financial Officer#	Not Applicable
9.	Mr. Raman Sapra, Company Secretary##	Nil

*The remuneration of Mr. Rahul Arora was increased w.e.f 01 August 2022.

^Non-Executive Directors of the Company are paid the sitting fees for attending the Meetings.

#Mr. Ratish Mohan Sharma relinquished from the position of Chief Financial Officer w.e.f the closure of business hours on 18 May 2022 and Mr. Sunit Malhotra, Company Secretary was appointed as Chief Financial Officer of the Company w.e.f 19 May 2022.

##Mr. Raman Sapra was appointed, as Company Secretary and Compliance Officer of the Company with effect from 17 December 2022 in place of Mr. Sunit Malhotra, who relinquished from the position of Company Secretary of the Company with effect from the closure business hours on 16 December 2022.

III. The percentage increase in the Median Remuneration of Employees in the Financial Year 2022-23: There was an increase of 3% in the Median Remuneration of Employees in the financial year 2022-23.

IV. The Number of Permanent Employees on the rolls of the Company: 2,210.

V. Average Percentile increase already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year and its Comparison with the Percentile Increase in the Managerial Remuneration: The average increase in salary of employees other than Managerial Personnel in 2022-23 was 2%, the average percentage increase in the Managerial Remuneration for the year was 24%.

VI. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remunerations during the financial year 2022-23 are as per the Nomination and Remuneration Policy of the Company.

B. Statement showing particulars of Employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Employees employed throughout the financial year ended on 31 March 2023 and was in receipt of Remuneration for that financial year, in the aggregate not less than Rupees One Crore Two Lakhs only or for a part of the financial year, was in receipt of remuneration for any part for that financial year, in the aggregate, not less than Rupees Eight Lakhs and Fifty Thousand only per month:-

Name	Designation	Remuneration (INR in Lakhs)	Age (In years)	Date of Commencement of Employment	Qualifications	Experience (In Years)	Name of Previous Employer	Nature of Employment
Mr. Rahul Arora	Chairman and CEO	413.60	38	06 August 2012	B.Sc in Business Management-Babson College. MBA in Strategy and Marketing-Indian School of Business. Advanced Management Program- the Wharton School at the University of Pennsylvania. Pursuing the Owner/President Program from Harvard Business School	11	-	Contractual

For and on behalf of the Board of Directors

Date: 16 May 2023
Place: New York, USA

Rahul Arora
Chairman and CEO

ANNEXURE-C

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:**
   NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.

   (a) Name(s) of the related party and nature of relationship: **N.A.**

   (b) Nature of contracts/ arrangements/ transactions: **N.A.**

   (c) Duration of the contracts/ arrangements/ transactions: **N.A.**

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **N.A.**

   (e) Justification for entering into such contracts or arrangements or transactions: **N.A.**

   (f) Date(s) of approval by the Board: **N.A.**

   (g) Amount paid as advances, if any: **N.A.**

   (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: **N.A**.

2. **Details of material contracts or arrangement or transactions at arm's length basis:**
   NONE; DURING THE REPORTING PERIOD, THERE WAS NO MATERIAL* CONTRACT OR ARRANGEMENT.

   (*As defined under SEBI Listing Regulations and adopted by the Board of Directors in the Policy on Related Party Transactions of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction/ transactions to be entered into individually or taken together with previous transactions during a Financial Year, exceeds INR 1000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company, whichever is lower)

   (a) Name(s) of the related party and nature of relationship: **N.A.**

   (b) Nature of contracts/ arrangements/ transactions: **N.A.**

   (c) Duration of the contracts/ arrangements/ transactions: **N.A.**

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **N.A.**

   (e) Date(s) of approval by the Board, if any: **N.A.**

   (f) Amount paid as advances, if any: **N.A.**

For and on behalf of the Board of Directors

Date: 16 May 2023
Place: New York, USA

Rahul Arora
Chairman and CEO

ANNEXURE-D

ANNUAL REPORT ON CSR PURSUANT TO RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

1. **Brief outline of the CSR Policy of the Company:**

   Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules"), as amended and modified from time to time, the Company has framed Corporate Social Responsibility (CSR) Policy which aimed at demonstrating care for the community through its focus on education and health amongst the disadvantaged and marginalized cross-section of society. The CSR Policy of the Company specifies the projects and programmes that can be undertaken by the Company, directly or indirectly, the modalities of execution and the monitoring thereof. The CSR Policy has been uploaded on the website of the Company at https://www.mpslimited.com/Policies/Corporate-Social-Responsibility.pdf

2. **Composition of CSR Committee:**

S. No.	Name of CSR Committee Member	Designation / Nature of Committee Membership	Number of meetings of the CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Rahul Arora	Chairman	1	1
2	Jayantika Dave	Member	1	1
3	Yamini Tandon	Member	1	1

3. **Provide the web link where the Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

   CSR Committee: https://www.mpslimited.com/corporate-governance/

   CSR Policy: https://www.mpslimited.com/Policies/Corporate-Social-Responsibility.pdf

   CSR Projects/Programmes: https://www.mpslimited.com/csr/

4. **Provide the details of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:** Not Applicable

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the amount required for set off for the financial year, if any:** Not Applicable

6. **(a) Average net profit of the company as per Section 135(5):** INR 7,905 Lakhs

   (b) Two percent of the average net profit of the company as per section 135(5): INR 158 Lakhs

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(d) Amount required to be set off for the financial year, if any: Nil

(e) Total CSR obligation for the financial year 2022-23 (6b+6c-6d): INR 158 Lakhs

7. (a) CSR amount spent or unspent for the financial year 2022-23:

Total Amount Spent for the Financial Year (INR in Lakhs)	Amount Unspent (INR in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		The amount transferred to any fund specified under Schedule VII as per the second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
158	NIL				

(b) Details of CSR amount spent against ongoing projects for the financial year 2022-23:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Companies Act, 2013	(4) Local area (Yes/ No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in INR)	(8) Amount spent in the current financial Year (in INR)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	(10) Mode of Implementation - Direct (Yes/ No)	(11) Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
NOT APPLICABLE												

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2022-23:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Companies Act, 2013	(4) Local area (Yes/ No)	(5) Location of the project	(6) Amount spent for the project (INR in Lakhs)	(7) Mode of Implementation - Direct (Yes/ No)	(8) Mode of implementation - Through implementing agency	
				District, State			Name	CSR registration number
1.	IIMPACT Girls Child Education Program	Promoting Education, including Special Education	No	Pan India	70.00	No	IIMPACT	CSR00002935
2.	Village Community Mental Health Programme	Promoting health care including preventive healthcare	Yes	Delhi/NCR	35.00	No	Sambandh Health Foundation	CSR00003568
3.	Education on Intellectual Development and Higher Values	Promoting Education, including Special Education	No	Pan India	25.00	No	Vedanta Cultural Foundation	CSR00004887
4.	PremaVasam	Promoting health care including preventive healthcare	Yes	Kancheepuram, Tamil Nadu	15.00	No	Prem Charitable Trust	CSR00005828
5.	Vedanta Institute Delhi	Promoting Education, including Special Education	No	Pan India	7.00	No	Vedanta Institute Delhi	CSR00012578
6.	Learning Disability Clinic Project	Promoting Education, including Special Education	No	Mumbai, Maharashtra	6.00	No	Seth G S Medical College & Kem Hospital-DJST	CSR00024435
Total					**158.00**			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment: Nil

(f) Total amount spent for the Financial Year (7b+7c+7d+7e): INR 158 Lakhs

(g) Excess amount for set off:

Sl. No.	Particular	Amount (INR in Lakhs)
(i)	Two percent of the average net profit of the company as per Section 135(5)	158.00
(ii)	Total amount spent for the Financial Year	158.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

8. **(a) Details of Unspent CSR amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in INR)	Amount spent in the reporting Financial Year (in INR)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in INR)
				Name of the Fund	Amount (in INR)	Date of transfer	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in INR)	Amount spent on the project in the reporting Financial Year (in INR)	Cumulative amount spent at the end of reporting Financial Year (in INR)	Status of the project - Completed/ Ongoing
NIL								

9. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year**: Nil

(a) Date of creation or acquisition of the capital asset(s): Not Applicable

(b) Amount of CSR spent for the creation or acquisition of capital assets: Not Applicable

(c) **Details of the entity or public authority or beneficiary under whose name the such capital asset is registered, their address etc.:** Not Applicable

(d) **Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):** Not Applicable

10. **Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5):** Not Applicable

For and on behalf of the Board of Directors

Date: 16 May 2023
Place: New York, USA

Rahul Arora
Chairman and CEO &
Chairman-CSR Committee

ANNEXURE-E

Disclosure of Particulars with respect to Research & Development:

1. Specific areas in which R & D was carried out by the Company	• Cloud-based platforms and SaaS offerings across the end-to-end publishing workflow • API development and integration between products for seamless content and metadata interchange • Artificial Intelligence and Machine Learning Technologies to further automate production processes across content profiling, structuring, editorial, composition, and proofing services • Development of workflow, tools, and processes for achieving accessibility standards • Further consolidation and migration of key applications to the cloud for increased availability and scalability • Implementation of modular architecture in new applications developed for higher performance, increased scalability, and easier maintenance • Further integration with various open-source libraries and databases for enhancing automation and quality of deliverables • Further automation and optimization of workflows and processes for reducing turnaround time and increasing efficiencies • Implementation of automated workflows and tools for content production services with exception-based services • Performing research for building new features/enhancements/roadmap to existing platforms based on customer requirements and market needs • Upgrading Servers, Systems & Storage to the latest technologies to ensure higher security, availability, and scalability • Further upgradation of Disaster Recovery and Business Continuity Plans
2. Benefits derived from the above	• Increased customer satisfaction and delight • Volume growth across key customer accounts and acquiring new projects • Effective utilization and optimization of on-prem and cloud-based infrastructure • Enhanced interoperability across platforms, less maintenance, and easy adaptability, in addition to reduced cost • Enabling secured work from home for staff as determined by company policy • Expanding the range of offerings across end-to-end publishing workflow • Higher performance, availability, and scalability of products and SaaS offerings • Reduction in downtime and maintenance-related activities • Increased adoption of open-source technologies • Usage of AI/MI technologies bringing in higher efficiencies, reduced touch time, and consistent quality

3. Future plan of action	• Multiple AI/ML use case projects are underway to yield efficiencies in the area of content summarization, assessment creation, image creation, and Alt text creation • Adopt a cybersecurity-centric approach to enhance data security and privacy and improve MPS' overall security framework • Invest in tools and software that prevent data leakage and unauthorized access to systems and data • Upgrading the IT infrastructure components to enable high-speed and secure connectivity for end-users and customers • Use the latest and updated endpoint security solutions on all servers and systems, reducing risks of malware • Leveraging HTML5 technologies for Digital-First workflows and automation while increasing user friendliness • Increased consolidation and migration of applications to cloud infrastructure
4. Expenditure on R & D result	• Expenditure on R&D on new products/modules, revamping existing products, and building new service offerings is charged to the profit & loss account of the Company

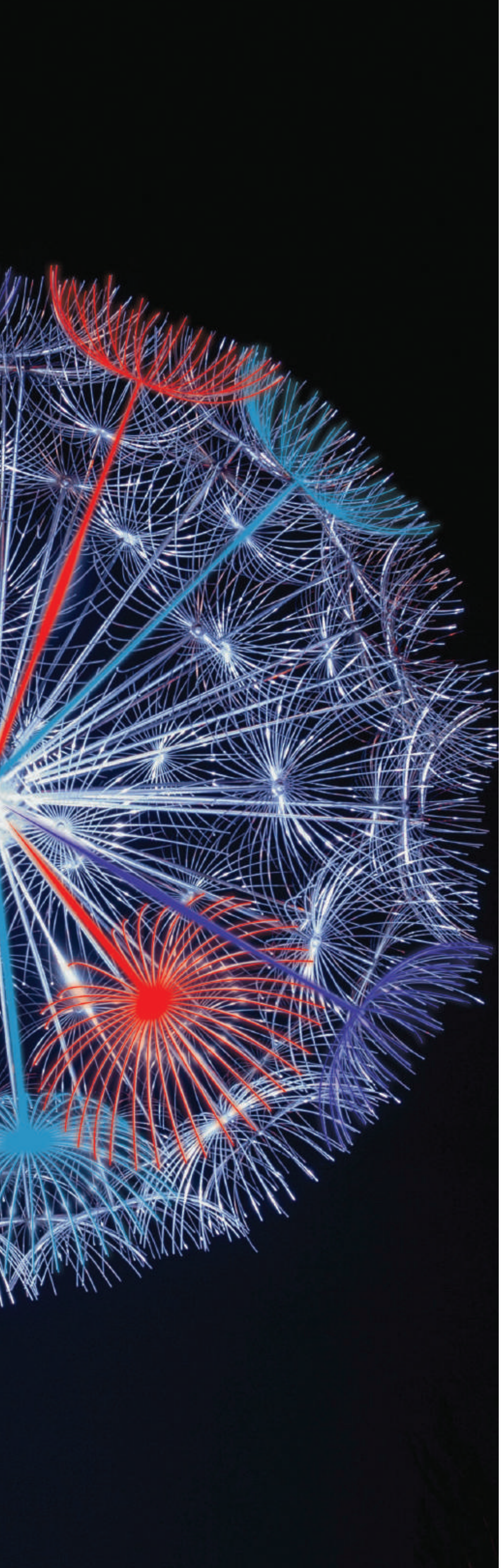
Disclosure of Particulars with respect to Technology Absorption, Adaptation and Innovation:

Efforts in brief made towards technology absorption, adaptation, and innovation.	• Deployed new Patch Management software across the MPS network to perform regular and timely patch updates for operating systems and application software • Invested in new firewall hardware with AI/ML-based security and protection against modern cyber threats • Configured failover-clustering for key database and application servers • Implementing projects using the latest technologies like Machine Learning, Artificial Intelligence, and Natural Language Processing to achieve higher automation and reduce touch time • Development and implementation of innovative cloud-based systems for end-to-end publishing services
Benefits derived from the above	• Automated protection against malicious codes and malware attacks over the network and servers • Increased uptime for key servers and applications on both on-prem data centers and cloud infrastructure • Increased customer satisfaction and value addition • Ensuring a reduction in turnaround time for customers while optimizing costs • Ensuring higher scalability and productivity
Imported Technology	No technologies were imported

For and on behalf of the Board of Directors

Date: 16 May 2023
Place: New York, USA

Rahul Arora
Chairman and CEO



Business Responsibility & Sustainability Report

Foreword

MPS Limited recognizes the importance of integrating sustainability practices into our business operations and strives to positively impact the world around us. Our sustainability philosophy is built on smarter learning for everyone. By creating technology driven smart learning solutions and by imbibing learning within the organization, we create impact for all our stakeholders.

As a company committed to driving positive change and creating long-term value, we proudly present our very first Business Responsibility and Sustainability Reporting (BRSR) for FY 2022–2023. Our BRSR includes our responses to questions on practices and performance on key principles as outlined in the BRSR directive of May 2021.

This disclosure marks a significant step forward in our dedication to transparent and comprehensive reporting that encompasses not only financial performance but also our environmental, social, and governance (ESG) practices. In this report, we outline the key metrics and initiatives of MPS Limited in the areas of business resilience and sustainability.

Our focus is on creating long-term value for our stakeholders while minimizing our environmental footprint, promoting employee welfare and adhering to highest standards of governance.

We invite you to peruse our inaugural BRSR and appreciate how we are integrating sustainability into every aspect of our business.

Business Responsibility and Sustainability Report

SECTION A: GENERAL DISCLOSURES

I	Details of the listed entity	
1	Corporate Identity Number (CIN) of the Listed Entity	L22122TN1970PLC005795
2	Name of the Listed Entity	MPS Limited
3	Year of incorporation	1970
4	Registered office address	RR Tower IV, Super A,16/17 Thiru-VI-KA Industrial Estate, Guindy Chennai - TN 600032
5	Corporate address	Windsor IT Park, A-1, Tower A, 4th Floor, Sector-125, Noida - 201303
6	E-mail	investors@mpslimited.com
7	Telephone	Tel: (+91-120-4599750)
8	Website	www.mpslimited.com
9	Financial year for which reporting is being done	01 April 2022 to 31 March 2023
10	Name of the Stock Exchange(s) where shares are listed	1) National Stock Exchange of India Limited (NSE) 2) BSE Limited (BSE)
11	Paid-up Capital	INR 17,10,58,160
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Raman Sapra Company Secretary **Phone:** (+91-120-4599750) **E-mail:** investors@mpslimited.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosures are made on a standalone basis.

II Products / Services

14 Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Content Solutions	Providing a wide range of content solutions, which involves the creation of the content and its delivery across all the media channels that help in driving competitiveness and differentiates all the educational, academic, STM, and professional publishers.	66%
2	Platform Solutions	Providing a complete range of configurable platform solutions throughout the entire content lifecycle primarily delivered as SaaS. Foremost when it comes to delivering innovation in platform offerings and known to be the thought leader in the space.	34%

15 Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Content Solutions	620	66%
2	Platform Solutions	631	34%

III Operations

16. No. of locations where plants and/or operations/offices of the entity are situated:

Location	No. of plants	No. of offices	Total
National	0	6	6
International	0	2	2

17	Markets served by the entity	
a	No. of Locations	
	Location	**Number**
	National (No. of States and union territories)	14
	International (No. of Countries)	23
b	What is the contribution of exports as a percentage of the total turnover of the entity?	99.40%
c	A brief on types of customers	We provide services like content development and production, editorial services, project management, creative services, digital conversion, technical services, license, hosting and Annual Maintenance Charge (AMC). These services are rendered to various research and educational institutes for research content and educational purposes.

IV Employees

18 Details as at the end of Financial Year:

a Employees and workers (including differently abled):

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Employees					
Permanent (D)	2210	1499	68%	711	32%
Other than Permanent (E)	26	15	58%	11	42%
Total employees (D + E)	2236	1514	68%	722	32%

Note: The workforce of MPS Limited is categorized as 'Employees' and none as 'Workers'.

b Differently abled Employees and workers:

MPS Limited has no differently abled employee.

19 Participation/Inclusion/Representation of Women

Category	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	3	50%
Key Management Personnel	3	0	0%

20 Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Category	FY (2022-23) (Turnover rate in current FY)			FY (2021-22) (Turnover rate in previous FY)			FY (2020-21) (Turnover rate in year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	11%	5%	16%	19%	8%	27%	16%	7%	23%

V Holding, Subsidiary, and Associate Companies (including joint ventures)

21. a Names of holding/subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	ADI BPO Services Limited	Holding Company	68.34%	No
2	MPS North America, LLC	Subsidiary Company	100%	No
3	MPS Interactive Systems Limited	Subsidiary Company	100%	No
4	MPS Europa AG	Subsidiary Company	100%	No
5	Topsim GmbH	Subsidiary Company	100%	No

VI CSR Details

22 a	Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
b	Turnover (in Rs.)	29,801 lacs
c	Net worth (in Rs.)	35,199 lacs

VII Transparency and Disclosures Compliances

23 Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, https://www.mpslimited.com/corporate-governance/	0	0	-	0	0	-
Investors (other than shareholders)	Yes, concerns and suggestions received through the mail are addressed.	0	0	-	0	0	-
Shareholders	Yes, as per SEBI Regulations.	1	0	Compliant received from the shareholder for non-receipt of the Annual report. The same was resolved immediately.	0	0	-
Employees	Yes, concerns and suggestions received through various formal and informal modes.	0	0	-	0	0	-
Customers	Yes, concerns and suggestions received on social media, consumer email id and Escalation mechanisms are defined in individual client contracts and addressed as per MPS Policy.	0	0	-	0	0	-
Value Chain Partners	Yes	0	0	-	0	0	-

MPS has established a structured grievance redressal mechanism. We also have a strong whistle blower policy for reporting complaints. Our policy is available to all our stakeholders https://www.mpslimited.com/Policies/Whistle-Blower.x26787.pdf. Further, we have the committees in place, where based on the severity of the issues, specific actions are taken to address the concern on a timely basis.

24 Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Data privacy and security	Risk	This topic is primarily a risk to the company, as being a content and platform solutions provider, customer data represents the most significant input which needs to be protected.	The company prioritizes strong data privacy and security measures and regularly report on progress in this area to demonstrate its commitment to protecting customer data.	This can lead to financial risks for the company, as breaches of data privacy and security can result in significant legal and financial penalties, as well as damage to the company's reputation.
2	Diversity and inclusion	Opportunity	Promoting diversity and inclusion can help attract and retain top talent, enhance the company's reputation, and lead to improved decision-making and innovation.	-	We believe that an inclusive and diverse work culture would help the company's performance through sharing of knowledge and inputs from various set of people which can improve innovation and sustained team culture.
3	Business ethics and anti-corruption	Risk	ESG-related business ethics, including corporate governance, employee conduct, and customer relationships can pose various risks, such as legal, reputational, financial, and market risks. As ESG gains importance, governance-related issues are being closely examined by potential investors and large customers, underscoring the need for strong systems and processes to manage business ethics issues.	To mitigate business ethics risks, we have implemented various measures, including a Code of Conduct for the Board of Directors, Senior Management, and Employees, as well as Code of Conduct which sets in place the principle to eliminate bribery, corruption, and fraud .	Negative financial implications could involve loss of customers / market share, financial losses due to legal exposure, etc. resulting from adverse business ethics related issues.
4	Legal and statutory compliance	Risk	MPS serves various types of customers across different countries who have their sets of legal and statutory compliance requirement which must be followed strictly.	Regulatory compliances and filings are managed with internal systems, risk registers and process controls. The organization is preparing for enhancing ESG disclosures to ensure transparency to all its stakeholders.	Legal and regulatory matters if unresolved could lead to potential fines and penalties as prescribed by the statutory authorities.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Human Rights	Risk/ Opportunity	As digital platforms increasingly become a primary source of information and communication, companies need to ensure that their operations and services respect human rights, including the rights to freedom of expression, privacy, and non-discrimination.	By conducting a human rights impact assessment, establishing policies and procedures, conducting due diligence on suppliers and partners, establishing grievance mechanisms, and providing training and awareness-raising, companies can mitigate risks and promote opportunities associated with human rights.	From a risk perspective, failure to respect human rights can lead to legal and reputational risks, as well as potential loss of customer trust and loyalty. From an opportunity perspective, respecting human rights can help build a positive reputation and attract socially conscious customers and investors.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

P1 Business should conduct and govern themselves with Ethics, Transparency and Accountability

P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

P3 Businesses should promote the wellbeing of all employees

P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

P5 Businesses should respect and promote human rights

P6 Business should respect, protect, and make efforts to restore the environment

P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

P8 Businesses should support inclusive growth and equitable development

P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Web Link of the Policies, if available	Policies, which are internal to the company, are available on the intranet portal of the company. Other policies are available on the website of Company- https://www.mpslimited.com/corporate-governance/								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	-	ISO 9001:2015	ISO 9001:2015	-	-	-	-	-	ISO/IEC 27001:2013, PCI Data Security Standard Version 1.2, COUNTER5 compliance
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	A formal approach on ESG reporting has been taken up from FY 23-24 and specific commitments and targets regarding Diversity and Human Rights will be taken up from FY 23-24. Please refer to the Management Discussion and Analysis for our management approach and commitments.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	A formal approach on ESG reporting has been taken up from FY 23-24 and specific commitments and targets regarding Diversity and Human Rights will be taken up from FY 23-24.								

The policies of the Company are compliant with the applicable laws in India and uploaded on the website of the Company at www.mpslimited.com

Governance, leadership and oversight

	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	As a content and platform solutions provider in India, we recognize the growing importance of ESG factors in our industry and the impact they have on our business and stakeholders. We are committed to addressing the ESG challenges that our company faces and continuously improving our ESG performance. We believe that our commitment to ESG not only benefits our stakeholders but also strengthens our business and helps us to achieve our long-term goals.								
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Currently, the Board of Directors keep in check the policies and are responsible for the implementation of the same.								
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	No, the Board of Directors is responsible for the decision-making on sustainability and ESG-related issues.								

10 Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Every quarter, a review is conducted internally with regard to the policies.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Every quarter, Statutory Compliance Certificate on applicable laws is provided to the Board of Directors. During the year, no non-compliance has been received.																	

	Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Yes, Quarterly Internal Audits are conducted by M/s. PricewaterhouseCoopers Services LLP (PWC) and half-yearly, secretarial audits are conducted by R. Sridharan and Associates for external evaluations of all compliances including but not limited to the policies.								

12 If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated, as below:

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA								

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)					NA				
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)					NA				
It is planned to be done in the next financial year (Yes/No)					NA				
Any other reason (please specify)					NA				

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

P1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

ESSENTIAL INDICATORS

1 Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	2	Familiarization programs are carried out by way of exhaustive presentations and various topics/areas are covered.	100%
Key Managerial Personnel	2	Familiarization programs are carried out by way of exhaustive presentations and various topics/areas are covered.	100%
Employees other than BoD and KMPs	7	All employees undergo training regularly on skill upgradation, process orientation, soft skill development, and safety. These are conducted online as well as on the job.	100%

2 Details of fines/penalties /punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors /KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website

No fines/penalties/punishment/ award/ compounding fees/settlement amount was paid in proceedings during the FY 2022-23.

3 Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Not applicable.

4 Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Code of Conduct, applicable to employees, encourages all to conduct business ethically. It forbids the employees from obtaining any uncompetitive favours. It promotes transparency to prohibit unlawful acts of commission or bribes. It sets in place the principle to eliminate bribery, corruption, and fraud.

5 Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

There have been no disciplinary actions taken against any Director/KMP/employee by any law enforcement agency for the charges of bribery/corruption in FY 2022-23.

6 Details of complaints with regard to conflict of interest

No complaints were received concerning conflict of interest in FY 2022-23.

7 Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

There were no cases of corruption or conflict of interest which required action by regulatory/law enforcement agencies/judicial institutions.

P2 Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Not applicable.

2 Does the entity have procedures in place for sustainable sourcing? (Yes/No) If yes, what percentage of inputs were sourced sustainably?

Not applicable.

3 **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:**

Plastics (including packaging)	As an IT Services Company, MPS follows the Fixed Assets Disposal policy. MPS IT team evaluates the life of an IT hardware asset based on its usability and age. IT assets past their use date and beyond repair, qualify for scrapping. IT team selects an e-waste-certified vendor who collects such scrap assets from MPS and disposes of them safely as per the government or environmental norms. A material disposal certificate is issued to the company based on this e-disposal.
E-waste	
Hazardous waste	
Other waste	

4 Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not applicable.

P3 Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1a **Details of measures for the well-being of employees:**

Category	% of employees covered by									
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)
Permanent Employees									
Male	1499	1151	77%	1499	100%	-	-	1499	100%
Female	711	479	67%	711	100%	711	100%	-	-
Total	2210	1630	74%	2210	100%	-	-	-	-

Other than Permanent Employees

Male	15	0	0%	0	0%	-	-	0	0%
Female	11	0	0%	0	0%	0	0%	-	-
Total	26	0	0%	0	0%	-	-	-	-

2 **Details of retirement benefits, for Current and Previous FY**

Benefits	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	-	Y	100%	-	Y
Gratuity*	100%	-	Y	100%	-	Y
ESI	-	-	-	-	-	-
Others - please specify	-	-	-	-	-	-

*Note-All regular employees who completed 4.7 (Four Years and 240 days) years of continuous tenure of their service are eligible for Gratuity.

3 **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises/offices of the entity are made accessible to the differently-abled.

4 Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we have a Diversity, Equity, and Inclusion policy that gives equal opportunity to all.

5 **Return to work and Retention rates of permanent employees and workers that took parental leave.***

Gender	Permanent employees	
	Return to work rate	Retention rate
Male	100%	78%
Female	100%	79%

*Note: Data specific to India.

6 **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief**

Category	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Employees	The Grievance procedure given by the company applies to all employees of the company. It promotes open conversation and solving concerns quickly and fairly. The grievance can be solved through informal or formal procedures depending on the seriousness of the issue.
Other than Permanent Employees	There is no restriction on receiving complaints, sometimes it may occur via emails, in-person meetings, Zoom meetings, etc.

7 Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees						
Male	1499	25	2%	1522	25	2%
Female	711	19	3%	696	19	3%

8 Details of training given to employees and workers:

Category	FY 2022-23 (Current Financial Year)					FY 2021-22 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	1499	467	31%	0	0%	1522	516	34%	0	0%
Female	711	231	33%	0	0%	696	285	41%	0	0%
Total	2210	698	32%	0	0%	2218	801	36%	0	0%

9 Details of performance and career development reviews of employees and worker:

Category	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Total Permanent Employees						
Male	1499	1499	100%	1522	1522	100%
Female	711	711	100%	696	696	100%
Total	2210	2210	100%	2218	2218	100%

10 Health and safety management system:

a Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

MPS Limited has a Health and Safety Policy to ensure the safety and well-being of its employees. The policy provides adequate control on safety, health and welfare of people engaged in work or employment.

b What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Nil

c Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

The Health and Safety policy states that the staff is to report any current or potential situation at work which is a threat to personal safety. All incidents or situations are to be reported to the management.

d Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, we regularly conduct health check-ups for our employees.

11 Details of safety related incidents

No safety-related incident was reported in FY 2021-22 or FY 22-23.

12 Describe the measures taken by the entity to ensure a safe and healthy work place.

A Health and Safety Policy is in place to address health, safety, and welfare needs of employees, consultants, contractors, vendors, and visitors of the company. It includes various procedures to ensure the health and safety in the workplace. A few examples are as follows:

- Department heads and the Administration Department are responsible for the correct execution of the given procedures.
- Good housekeeping is followed to keep the aisles and gangways obstruction-free in case of any emergency.
- Ventilation, temperature, lighting, and noise are kept in check. Smoking is prohibited.
- For fire safety, awareness regarding fire hazards and fire drills are conducted.
- First Aid provision is available at all times.

13 Number of Complaints on the following made by employees and workers:

No complaints were made by employees on the working conditions and health and safety in FY 2021-22 and FY 2022-23.

14 Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties
Health & Safety Practices	100%
Working Conditions	100%

15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

1) Safety at the workplace is one of the highest priorities at MPS Limited. We have always focused on building a culture of safety, emphasizing individual responsibility.
2) To raise safety awareness and reinforce that safety is everyone's responsibility, we put placards, posters and signboards at strategic places.
3) We regularly conduct mock drills related to Fire and Safety.

P4 Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1 Describe the processes for identifying key stakeholder groups of the entity.

We have based our stakeholder identification process on the fundamentals of inclusivity, materiality, and responsiveness. Our stakeholder groups are those which are directly or indirectly impacted by the MPS. It also includes stakeholders identified to which MPS has a legal, financial or moral responsibility. In addition, we have evaluated from the perspective of a stakeholder having an influence or impact on MPS strategy and decision making as well. All this stems from our belief of building mutual trust-based relationship with our stakeholders and understanding their priorities in creating shared value for all.

2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employee	No	Meetings	Quarterly	Scope of engagements including performance and career reviews, training, programs
2	Supplier	NA			
3	Customer/ Client	No	Email, website	As and when required	Purpose of engagements including customer feedback and testimonials
4	Investors (Other than shareholders)	No	Online meetings	Quarterly	Meetings conducted to discuss business strategies, performance, CSR
5	NGOs; Government; Regulatory bodies (SEBI, stock exchanges, etc.)	No	Meetings, email, seminars, press releases	As and when required (at least annually)	Ensure 100 % compliance

P5 Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	2210	2210	100%	2218	2218	100%
Other than permanent	26	26	100%	26	26	100%
Total	2236	2236	100%	2244	2244	100%

2 Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F/ D)
Employees										
Permanent										
Male	1499	40	3%	1459	97%	1522	40	3%	1482	97%
Female	711	6	1%	705	99%	696	6	1%	690	99%

Other than permanent										
Male	15	0	0%	15	100%	15	0	0%	15	100%
Female	11	0	0%	11	100%	11	0	0%	11	100%

3 **Details of remuneration/salary/wages, in the following format (in lacs):**

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	Refer to *Annexure B* of Director's report.			
Key Managerial Personnel				
Employees other than BoD and KMP	1502	3.28	705	3.00

4 Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? **(Yes/ No)**

Yes

5 Describe the internal mechanisms in place to redress grievances related to human rights issues.

A grievance mechanism procedure is established for resolving any concerns and applies to all employees of the company. It encourages open communication and to resolve fairly and quickly. The mechanism involves two types of procedures namely an informal and a formal procedure. In an informal one, the work-related grievance is to be discussed with the manager who will work to resolve the issue. The formal procedure involves a notification i.e., the grievance in writing, a meeting, and an appeal stage.

6 **Number of Complaints on the following made by employees and workers:**

No complaint was made on Sexual Harassment/Discrimination/Child or Forced Labour/Wages by any employee in FY 2021-22 and FY 2022-23.

7 **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

A policy for the prevention of sexual harassment is in place to prevent the occurrence of acts of sexual harassment at the workplace. The policy extends to all employees and the grievance redressal will be looked upon by an Internal Complaints Committee.

8 **Do human rights requirements form part of your business agreements and contracts? (Yes/ No)**

Yes, they do, as per the request of our Customers/Vendors. We are progressively looking to encourage our suppliers and vendors to establish sustainable practices.

9 **Assessments for the year:**

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	MPS internally monitors compliance for all relevant laws and policies pertaining to these issues. There have been no observations received during FY 2023.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

10 **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.**

No incidence required any corrective actions during FY 2021-22 and FY 2022-23.

P6 Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1 **Details of total energy consumption (in Gigajoules (GJ) or multiples) and energy intensity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A) (in GJ)	10589.84	8240.14
Total fuel consumption (B) (in GJ)	762.76	666.58
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	11352.60	8906.72
Energy intensity per rupee of turnover GJ per lakh (Total energy consumption/ turnover in rupees)	0.38	0.31
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency.	No	

2 Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable.

3 Provide details of the following disclosures related to water, in the following format:

S. No.	Parameter	FY 2022-2023	FY 2021-2022
	Water withdrawal by source (in kilolitres)		
i	Surface water	0	0
ii	Groundwater	0	0
iii	Third party water	78	68
iv	Seawater / desalinated water	0	0
v	Other	0	0
	Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	78	68
	Total volume of water consumption (in kilolitres)	78	68
	Water intensity per rupee of turnover Kilolitres per lakh (Water consumed / turnover)	0.0026	0.0024
	Water intensity **(optional)** – the relevant metric may be selected by the entity	NA	NA
	Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency.	No	

4 Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation

Not applicable.

5 Please provide details of air emissions (other than GHG emissions) by the entity:

MPS is a service sector company and does not have any significant air emissions.

6 Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	CO_2e in MT	276.75	176.37
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	CO_2e in MT	2382.68	1808.23
Total Scope 1 and Scope 2 emissions per rupee of turnover	CO_2e in MT per lakh	0.08	0.06
Total Scope 1 and Scope 2 emission intensity **(optional)** – the relevant metric may be selected by the entity	kg.CO_2e/ person	1071.70	981.11

7 Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Not applicable.

8 **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	4708	1293
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	250	250
Total (A+B + C + D + E + F + G + H)	**4958**	**1543**

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

	Category of waste		
i	Recycled	-	-
ii	Reused	-	-
iii	Other recovery operations	-	-
	Total	-	-

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

	Category of waste		
i.	Incineration	-	-
ii.	Landfill	-	-
iii.	Other disposal methods	-	-
	Total	-	-
	Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency.	No	

9 **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

MPS being an IT services organization does not manufacture physical products and therefore does not use any hazardous or toxic chemicals in any of its processes. Further to note that, building managements are fully compliant and certified by authorities on 'Door to door collection of Municipal Solid Waste which includes its scientific handling, storage, and transportation to designated waste processing and disposal site'.

10 **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

Not applicable.

11 **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Not applicable.

12 **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances:**

Yes, we are compliant with the applicable environmental law/regulations/guidelines in India.

P7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1 **Number of affiliations with trade and industry chambers/associations.**

1 (one)

List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:

MPS Limited is a member of "Services Export Promotion Council (SEPC)"

2 **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Not Applicable as no adverse order received in previous Financial Year.

P8 Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1 **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Not applicable.

2 **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format**

Not applicable.

3 **Describe the mechanisms to receive and redress grievances of the community.**

The company has a feedback portal to receive any complaints or critics from the community. All agreements between MPS and the stakeholders contain clauses on handling of grievances, disputes etc. Additionally, we work closely with the community by making CSR contributions in identified areas through CSR Agencies in the education and healthcare facilities.

4 **Percentage of input material (inputs to total inputs by value) sourced from suppliers**

Not applicable.

P9 Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1 **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Yes, a web portal is available where Stakeholders can submit their complaints: https://www.mpslimited.com/contact-us/. Each customer concern is addressed with utmost care at all levels. MPS teams acknowledge and analyse the incidents and develop an action plan to resolve it. We engage with the customer and regularly update customers about the progress of action taken. Any feedback from the customer is taken positively and action plans are refined to ensure utmost customer satisfaction.

2 **Turnover of products and/services as a percentage of turnover from all products/services that carry information about:**

Not applicable.

3 **Number of consumer complaints:**

No consumer complaints were received concerning data privacy, advertising, cyber-security, delivery of essential services, and restrictive or unfair trade practices in FY 2021-22 and FY 2022-23.

4 **Details of instances of product recalls on account of safety issues:**

Not applicable

5 **Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, there is a framework for cyber-security and risks related to data privacy. https://www.mpslimited.com/privacy-notice/

6 **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

There were no complaints reported in FY 2021-22 and FY 2022-23.

Report On Corporate Governance

In terms of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a Report on Corporate Governance for the year ended 31 March 2023 is presented below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

MPS Limited ("MPS" or "Company") Corporate Governance ensures high standards of transparency, accountability, ethical operating practices, and professional management thereby enhancing shareholder's value and protecting the interest of the stakeholders such as shareholders, suppliers, customers and employees. The Company is committed to good Corporate Governance, based on an effective Independent Board, separation of supervisory roles from the executive management and constitution of Committees to oversee critical areas thus upholding the standards practically in every sphere ranging from action plans to performance measurement and customer satisfaction. The philosophy of the Company aligns with the accepted principles of good governance.

At MPS, it is imperative that your Company affairs are managed in a fair and transparent manner. Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policymakers. This approach to value creation emanates from our belief that a sound governance system, based on relationship and trust, is integral to creating enduring value for all.

The Board of Directors are responsible for and committed to sound principles of Corporate Governance in the Company. The Board of Directors plays a crucial role in overseeing how the Management serves the short and long-term interests of Members and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

The Company is compliant with the mandatory requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") formulated by the Securities and Exchange Board of India.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed hereinafter.

The Corporate Governance framework of the Company is based on the following broad practices:

a. Engaging a diverse and highly professional, experienced and competent Board of Directors, with versatile expertise in industry, finance, management and law.

b. Deploying well-defined governance structures that establish checks and balances and delegate decision-making to appropriate levels in the organization.

c. Adoption and implementation of fair, transparent, and robust systems, processes, policies and procedures.

d. Making high level of disclosures for dissemination of corporate, financial and operational information to all its stakeholders.

e. Having strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements and zero tolerance for non-compliance.

2. BOARD OF DIRECTORS

The Board of Directors is the apex body constituted by the Shareholders for overseeing the Company's overall functioning. The Board critically reviews and evaluates corporate strategies, business plans, governance practices, annual budgets, operational performance, financial results, transactions with related parties, risk assessment and mitigation plans, the status of applicable legal compliances, etc. The Company places all statutory and other significant and material information before the Board to enable it to discharge its duties and responsibility effectively and efficiently.

A. COMPOSITION OF THE BOARD OF DIRECTORS

i. The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors along with Women Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. Independent Directors play a critical role in imparting balance to the Board processes by bringing independent judgments on issues of strategy, performance, resources, conduct, and standards of the Company.

ii. As on 31 March 2023, the Board comprises of 6 (Six) Directors, Out of which 1 (One) is the Executive Chairman and CEO, 4 (Four) are Independent and Non-Executive Directors, and 1 (One) is Non-Executive Non-Independent Director. The brief profile of each director is available at https://www.mpslimited.com/investors-overview/

iii. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (hereinafter referred to as the "Act"). As per Regulation 17(1)(b) of the SEBI Listing Regulations, where the listed entity does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. Since the Chairperson on the Board of MPS Limited is an Executive Director and Promoter, more than half of the Board of MPS Limited comprises of Independent and Non-Executive Directors.

B. LIMIT ON THE NUMBER OF DIRECTORSHIPS

No Director on the Board holds directorships in more than ten public companies. No Independent Director serves as an Independent Director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on 31 March 2023 have been made by the Directors.

Accordingly, all the Directors of MPS Limited are holding directorships in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

C. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

None of the Directors is related to each other except Mr. Rahul Arora (Husband) and Ms. Yamini Tandon (Wife).

D. DECLARATION SUBMITTED BY THE INDEPENDENT DIRECTORS FULFILLING THE CONDITIONS SPECIFIED IN THESE REGULATIONS AND ARE INDEPENDENT OF THE MANAGEMENT

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the Management.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct & Ethics for the Board of Directors and Senior Management Personnel.

All Independent Directors are drawn from eminent professionals with relevant expertise in Business/ Finance/Law/Public Enterprises and other allied field. The maximum tenure of the Independent Directors is in compliance with the bylaws. Further, the Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management, or its subsidiaries, which may affect the independence or judgment of the Directors.

E. DETAILED REASONS FOR THE RESIGNATION OF THE INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS TENURE ALONG WITH A CONFIRMATION BY SUCH DIRECTOR THAT THERE

ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED:

None

F. DIRECTORS ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIP(S) AND COMMITTEE MEMBERSHIP(S)

The names and categories of the Directors on the Board, name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them as on 31 March 2023 is given below. Further, none of them is a Member of more than ten committees or Chairman of more than five committees across all the public companies in which he/she is a Director. For the purpose of determination of the limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of the SEBI Listing Regulations.

Details of Directorship in other listed companies including MPS Limited and the category of their directorship as on 31 March 2023.

Name of Directors	Name of Listed Entity in which the Director holds Directorship	Category of Directorship
Mr. Rahul Arora	MPS Limited	Chairman and CEO
Ms. Achal Khanna	MPS Limited	Independent Director
Mr. Ajay Mankotia	MPS Limited	Independent Director
Ms. Jayantika Dave	MPS Limited and Ingersoll- Rand(India) Limited	Independent Director
Dr. Piyush Kumar Rastogi	MPS Limited	Independent Director
Ms. Yamini Tandon	MPS Limited	Non-Executive Director

[1]The count for the number of listed entities on which a person is a Director/ Independent Director is of only those whose equity shares are listed on a Stock Exchange.

[2]Data presented above is after taking into account the disclosures furnished by the Directors till the first Board Meeting of the Company held during the Financial Year 2023–24.

Director's Name & DIN	Category	Number of Directorship in other Indian Companies#	No. of Membership/ Chairpersonship in other Board Committees	
			Chairperson*	Member*
Mr. Rahul Arora DIN: 05353333	Chairman and CEO	3	1	2
Ms. Achal Khanna DIN: 00275760	Independent and Non-Executive Director	1	Nil	Nil
Mr. Ajay Mankotia DIN: 03123827	Independent and Non-Executive Director	2	1	1
Ms. Jayantika Dave DIN: 01585850	Independent and Non-Executive Director	2	Nil	3
Dr. Piyush Kumar Rastogi DIN: 02407908	Independent and Non-Executive Director	1	Nil	1
Ms. Yamini Tandon DIN: 06937633	Non-Executive Non-Independent Director	2	1	1

#Directorship indicates directorship in Indian Public Companies including MPS Limited.

*Chairpersonship/Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies including MPS Limited.

During the Financial Year 2022-23, Six (6) Board Meetings were held and the gap between two the meetings did not exceed one hundred and twenty days. The said meetings were held on: 03 May 2022, 17 May 2022, 28 July 2022, 03 November 2022, 16 December 2022 and 25 January 2023. The necessary quorum was present for all the meetings.

Name of the Directors	Number of Board Meetings held during the year	Number of Meetings attended	Whether the last AGM Attended
Mr. Rahul Arora	6	6	Yes
Ms. Achal Khanna	6	6	Yes
Mr. Ajay Mankotia	6	6	Yes
Ms. Jayantika Dave	6	6	Yes
Dr. Piyush Kumar Rastogi	6	6	Yes
Ms. Yamini Tandon	6	6	Yes

The Board periodically reviews the compliance reports of all laws applicable to the Company.

G. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS;

The Non-Executive Directors of the Company does not hold any Equity Shares. Further, the Company does not have any convertible instruments.

H. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

During the Financial Year 2022-23, one meeting of the Independent Directors was held on 25 January 2023. The Independent Directors, *inter-alia*, reviewed the performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors. Also, reviewed the quality, quantity and timelines of the flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The views of the Independent Directors of the Company were also communicated to the Chairman of the Board.

I. APPOINTMENT TO INDEPENDENT DIRECTORS

i. The Independent Directors were issued the letter of appointment containing the terms of appointment, roles, duties and code of conduct in accordance with the provisions of the SEBI Listing Regulations read with Schedule IV of the Companies Act, 2013.

ii. The Company has adopted the Terms and Conditions of the appointment of Independent Directors which have been uploaded on the website of the Company and can be accessed at the weblink at https://www.mpslimited.com/Policies/Terms-and-Conditions-of-Independent-Directors.pdf

J. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors are periodically updated about the Company's policies, business, ongoing events and roles and responsibilities of the Directors.

Executive Management, through presentations at Board and Committee Meetings, provides them with regular updates on the Company and its subsidiaries including, financial and business performance, operational highlights, business risks and their mitigation plans, new offerings, major clients, material litigations, regulatory compliance status, forex exposures and relevant changes in statutory regulations.

The Company has adopted familiarization programs which have been uploaded on the website of the Company and can be accessed at the weblink at https://www.mpslimited.com/Policies/Familiarization-Programme.pdf

K. BOARD MEMBERSHIP CRITERIA AND LIST OF CORE SKILLS/EXPERTISE/ COMPETENCIES IDENTIFIED IN THE CONTEXT OF THE BUSINESS

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Global Business	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in an uncertain environment
Governance	Experience in developing governance practices, serving the best interests of all the stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

List of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business and sector for it to function effectively and those available with the Board:

Name	Skill	Description
Mr. Rahul Arora	Global Business	Rahul Arora is the Chairman and CEO of MPS Limited. Under his leadership, MPS has significantly diversified its business interests, transitioning from an India-based content services provider to a Global market leader in learning and platform solutions. Today, MPS is powered by over 2,500 professionals across five delivery centers in India, three European subsidiaries, and multiple cities in North America. Rahul joined MPS in Noida, India, in August 2012 as Chief Marketing Officer to lead and develop the growth of the company. Rahul relocated to the U.S. in early 2013 to jump-start the first wave of US-based acquisitions (2013–15) via a newly established subsidiary, MPS North America LLC. After the successful integration and growth of these assets, Rahul was promoted by the Board of Directors to lead the diversification agenda as CEO and Managing Director of the Company. Rahul powered the diversification phase between 2015 and 2020 with the acquisitions of marquis market players, including HighWire Press (founded at Stanford University) and the purchase of TIS (a division, founded in 1990, as part of one of the largest Indian conglomerates), which propelled MPS further into an accelerated trajectory. Much of MPS' story during this period was inorganic. And each acquisition was unlocked for tremendous synergies, enhancing MPS' long-term competitive advantage.

Name	Skill	Description
		Rahul holds a Bachelor of Science degree in Business Management with concentrations in Economics and Entrepreneurship from Babson College (Class of 2007). In 2011, he completed his full-time residential Post Graduate Program in Management with majors in Marketing and Strategy from the Indian School of Business, Hyderabad, India. He then completed the Advanced Management Program at the Wharton School of the University of Pennsylvania in 2017. Rahul is pursuing the Owner/President Program from Harvard Business School and is expected to complete the program as part of its 60th class in November 2023.
Ms. Achal Khanna	HR	Ms. Achal Khanna is the CEO for SHRM India and Asia Pacific Head for Business Development. SHRM India is a wholly owned subsidiary of the Society for Human Resource Management (SHRM), which is the world's largest association devoted to human resource management with more than 2,90,000 members worldwide. Achal is responsible for leading the India operations of SHRM, as well as Asia Pacific operations, including Middle-East. She serves on the global SHRM Leadership Team and is responsible for building the brand, expanding its business, and developing professional relationships with government agencies, and other HR and business associations in the region. Achal has over 30 years of work experience. Prior to joining SHRM, she was Managing Director for Kelly India operations, Vice President for GE, and Country Manager for Polaroid India. She has also worked with Dupont, ITC, and Cosmo Group in various capacities. She has been a recipient of the "Best Women Executive in India" award. Achal holds a Bachelor's degree in Economics, a Master's Degree in English Literature, and she is an MBA from Delhi.
Mr. Ajay Mankotia	Taxation	Mr. Ajay Mankotia pursued BA in Economics (Honours) from St. Stephen's College, Delhi University, followed by a Master's Degree in Economics from the Delhi School of Economics, Delhi University. He has a Diplôme D'études Superiéures Spécialisées (DESS) in Diplomacy and Administration of International Organizations from the University of Paris-XI, Paris, Diploma in International Economic Relations from the Institute International d'Administration Publique (IIAP), Paris, and Bachelor's Degree in Law (LL.B) from the Law Centre, Delhi University.

Name	Skill	Description
		Mr. Ajay Mankotia, who joined the Indian Revenue Service in 1982, has worked in a wide variety of posts in the Income Tax Department – Assessments, Appeals, Administration, Central Board of Direct Taxes, and Search and Seizure. During the course of his career, he was also deputed as Chief Vigilance Officer of a few public sector fertilizer companies and was deputed for foreign courses in Vigilance and Internal Affairs. When he was Commissioner of Income Tax, he decided to opt for Voluntary Retirement in 2008 after having spent 26 years as an IRS officer, and joined a media company as President (Corporate Planning and Operations). He presently runs his own Tax and Legal Advisory.
Ms. Jayantika Dave	HR and Governance	Jayantika is an Independent, Non-Executive Director on the Ingersoll Rand India Board, and is a Founder Trustee of the KN Dave Educational Trust. She is also an Executive Coach, and a consultant on HR Strategy. Prior to these roles, she was the Vice-President – Human Resources in Ingersoll Rand India, and led the Human Resource strategy and direction for Ingersoll Rand's aggressive growth plans in India. Under her leadership, Ingersoll Rand India was repeatedly recognized as an Employer of Choice, and the Human Resources team won a number of awards for excellence in Leadership Development and for Innovative HR Practices. Before this, she was the Vice-President of Human Resources for Agilent Technologies in India, and also Head, Leadership Development, Hewlett Packard India. She has also worked as a consultant in different areas of business and as an entrepreneur. Throughout her multifaceted, 35-year-long career, she has always been a key business consulting partner, as well as the architect for senior leadership development, a coach for the senior leaders in the organization in India, and a mentor for the HR team. Her role has involved growing, acquiring, and divesting businesses, and building organization capability. She has had multisector experience in the Industrial, Hi-Tech, and Financial Services sector, and with diverse teams – Sales, R&D, and Support. She is a certified Executive and Life Coach from ICF, a certified Assessor for the Intercultural Development Inventory (IDI), for Myers Briggs Type Indicator (MBTI), and for Personality & Profiles Inventory (PAPI). She is an Economics Honours graduate from Lady Shri Ram College, Delhi University, and has a Master's in Business Administration from the Faculty of Management Studies, Delhi University.

Name	Skill	Description
Dr. Piyush Rastogi	Financial and Law	Dr. Piyush Kumar Rastogi is Senior Partner with Rastogi and Donald, a leading Chartered Accountants' firm with offices in New Delhi and Noida, UP, that was established in 1986. The firm is registered with the Comptroller and Auditor General of India and leads public sector audits. The firm is on the panel of nationalized banks and financial institutions and leads statutory audits of banks and provides consultancy services to financial institutions. Additionally, the firm provides financial consultancy services to public and private limited companies. Previously, Dr. Rastogi has been a Lecturer at Rohilkhand University teaching Audit, Financial Accounting, Corporate Law, and Financial Management, and continues his teaching passion as a Visiting Professor at Ishan Institute of Management in Greater Noida, Uttar Pradesh. Dr. Rastogi is a Fellow Member of the Institute of Chartered Accountants of India and holds a Doctorate Degree in Commerce (Banking) from Rohilkhand University. Piyush also completed his LLB and his Masters in Commerce from the same University, while he completed his Bachelor's Degree in Commerce from Agra University. Piyush also completed a Training programme on the Internal Audit of Stock Brokers organized by the NISM and Training programme on International Taxation and Peer Review Audit organized by the ICAI.
Ms. Yamini Tandon	Post-merger Integration and Turnaround Management	Yamini is a graduate from Lady Shri Ram College and a post graduate from the Indian School of Business, Hyderabad, with a specialization in Marketing and Strategy. She previously served as Executive Vice President of MPS North America, LLC (Subsidiary of MPS Limited). Ms. Tandon has previously worked as a Senior Consultant with Gallup Consulting across their US and India offices, and as a Strategic Planner at Euro RSCG in New Delhi, India.

L. Change in Key Managerial Person (KMP) during the year

During the year, the Board in its meeting held on 03 May 2022, accepted the resignation of Mr. Ratish Mohan Sharma, from the position of Chief Financial Officer with effect from the close of business hours on 18 May 2022, and considered and approved the appointment of Mr. Sunit Malhotra, as the Chief Financial Officer of the Company with effect from 19 May 2022.

During the year, the Board in its meeting held on 28 July 2022, accepted the resignation of Mr. Utkarsh Gupta, from the position of Compliance Officer with effect from the closure of business hours on 28 July 2022 and considered and approved the appointment of Mr. Sunit Malhotra, as the Compliance Officer of the Company with effect from 29 July 2022. Subsequently, the Board in its meeting held on 16 December, 2022, appointed Mr. Raman Sapra, as Company Secretary and Compliance Officer of the Company with effect from 17 December 2022 in place of Mr. Sunit Malhotra, who relinquished from the position of Company Secretary and Compliance Officer of the Company with effect from the closure business hours of 16 December 2022.

3. BOARD COMMITTEES

With a view to having more focused attention on business and for better governance and accountability, the Board has the following mandatory committees:

A. Audit Committee
B. Nomination and Remuneration Committee
C. Stakeholders Relationship Committee
D. Corporate Social Responsibility Committee
E. Risk Management Committee

A. AUDIT COMMITTEE

Composition, Meetings and Attendance

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations read with Section 177 of the Companies Act, 2013. The Audit Committee comprises three (3) directors, out of whom two are Independent Directors. All the members of the Audit Committee are financially literate. The Chairman of the Committee, Mr. Ajay Mankotia, has expertise in accounting, taxation and financial management. The Statutory Auditors, the Internal Auditors and other Senior Management Personnel of the Company attend the meetings of the Committee, as and when required.

During the Financial Year 2022-23, the Audit Committee met five (5) times on 03 May 2022, 17 May 2022, 27 July 2022, 03 November 2022 and 24 January 2023.

The necessary quorum was present at all the meetings.

The composition and the attendance of members at the Audit Committee meetings held during the financial year 2022-23, are given below:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Ajay Mankotia	Chairman– Independent and Non-Executive Director	5	5
Dr. Piyush Kumar Rastogi	Member- Independent and Non-Executive Director	5	5
Mr. Rahul Arora	Member– CEO	5	5

The Company Secretary acts as the Secretary to the Audit Committee.

Role/Terms of Reference

Terms of reference of the Audit Committee (as per the Companies Act, 2013 and the SEBI Listing Regulations) includes the following:

- Examination and overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient, and credible.
- Reviewing, with the management, the annual and quarterly financial statements and auditor's report thereon before submission to the Board for approval.
- Recommending to the Board, the appointment, remuneration and terms of appointment of the statutory, secretarial and internal auditors of the Company.
- Reviewing and monitoring the auditor's independence and performance and effectiveness of the audit process.
- Approving payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing the application of funds raised through public issue, rights issue, preferential issue, etc. and related matters.
- Approving, recommending or any subsequent modification of transactions of the Company with related parties as applicable.

- Scrutinizing inter-corporate loans and investments.
- Approving the valuation of undertakings or assets of the Company, whenever it is necessary.
- Reviewing the Internal Audit Reports.
- Reviewing and evaluating internal financial controls, adequacy of the internal control and risk management systems.
- Discussion with internal auditors of any significant findings and follow up thereon.
- Discussion with statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the functioning of the Whistle Blower Mechanism.
- Approving the appointment of Chief Financial Officer after assessing the qualifications, experience, suitability and background, etc. of the candidate.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary.

The Audit Committee considers the matters which are specifically referred to it by the Board of Directors besides considering the mandatory requirements of Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and provisions of Section 177 of the Companies Act, 2013.

The Audit Committee inter-alia reviews the following information from time to time:

- Management Discussion and Analysis of financial condition and result of operations.
- Management letter/letter of internal control weaknesses issued by the Statutory Auditors.
- Internal Audit Reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the Internal Auditor.
- Statement of deviations:
  a) quarterly statement of deviation(s) including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

B. NOMINATION AND REMUNERATION COMMITTEE

Composition, Meetings and Attendance

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations read with Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises three (3) directors, out of whom two are Independent Directors. During the Financial Year 2022-23, the Nomination and Remuneration Committee met three (3) times on 13 April 2022, 03 May 2022 and 16 December 2022. Ms. Jayantika Dave, Independent and Non-Executive Director is the Chairperson of the Nomination and Remuneration Committee.

The composition and the attendance of members at the Nomination & Remuneration Committee meetings held during the Financial Year 2022-23, is given below:-

Members	Position and Category	Number of Meetings held	Number of Meetings Attended
Ms. Jayantika Dave	Chairperson – Independent and Non-Executive Director	3	3
Ms. Achal Khanna	Member-Independent and Non-Executive Director	3	3
Ms. Yamini Tandon	Member-Non-Executive and Non-Independent Director	3	3

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

Role / Terms of Reference

Terms of Reference of the Nomination and Remuneration Committee as per the requirements of the Companies Act, 2013 and the SEBI Listing Regulations includes the following:

- Formulation of criteria for determining qualification, positive attributes, and independence of Directors and recommendation of the remuneration policy for the Directors, Key Managerial Personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and based on such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may use the services of an external agency, if required, considering candidates from a wide range of backgrounds, having due regard to diversity and also considering the time commitments of the candidates.
- Formulation of criteria for evaluation of the performance of Independent Directors and the Board of Directors.
- Devising a policy on Board diversity for the Board of Directors.
- Recommendation of remuneration of the Managing Director(s) based on their performance and defined assessment criteria and commission to Non-Executive Directors
- Identifying persons who are qualified to become Directors and/or who may be appointed as Key Managerial Personnel in accordance with the criteria laid down and recommending to the Board their appointment, removal, and other terms as may be referred by the Board from time to time.
- To extend or continue the term of an Independent Director on the basis of the report of performance evaluation of the Independent Director.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration policy of the Company lays down the criteria for appointment and remuneration of Directors/Key Managerial Personnel and Senior Management Personnel including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition, Meetings and Attendance

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations read with Section 178 of the Companies Act, 2013. The Stakeholders' Relationship Committee looks into various aspects of the interest of shareholders and other security holders.

It comprises three (3) directors, out of whom one is an Independent Director. During the Financial Year 2022-23, the Stakeholders Relationship Committee met once on 25 January 2023. Ms. Yamini Tandon, Non-Executive and Non-Independent Director, is the Chairperson of the Stakeholders Relationship Committee.

The composition and the attendance of members at the Stakeholder Relationship Committee meeting held during the Financial Year 2022-23, is given below:

Members	Position and Category	No. of Meetings held	No. of Meeting Attended
Ms. Yamini Tandon	Chairperson- Non - Executive Non-Independent Director	1	1
Ms. Jayantika Dave	Member - Independent and Non - Executive Director	1	1
Mr. Rahul Arora	Member - CEO	1	1

The Company Secretary acts as the Secretary to the Stakeholder's Relationship Committee.

Role / Terms of Reference

- Resolving the grievances of the security holders of the listed entity including complaints related to the transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for the effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Compliance Officer of the Company may be reached at the following address:

Mr. Raman Sapra
Company Secretary and Compliance Officer
4th Floor, Tower A, Windsor IT Park,
A-1, Sector 125, Noida
Uttar Pradesh-201303
Phone: +91 – 120-4599750
E-mail: investors@mpslimited.com

Stakeholders Grievance Redressal

The Company with the help of the Cameo Corporate Services Limited ('Registrar to an Issue and Share Transfer Agent') attends to all the grievances/queries received from the shareholders, either directly or through the SEBI Complaints Redress System (SCORES), Stock Exchanges, Registrar of Companies or at dedicated email id (i.e. investors@mpslimited.com) which was created to receive the shareholder's grievances. The Company takes appropriate actions with the assistance of the Registrar to an Issue and Share Transfer Agent, to resolve all the grievances of the shareholders expeditiously and satisfactorily.

Details of the complaint received from the shareholders and redressed upto their satisfaction during the Financial Year 2022-23 is as follows:

No. of complaints pending at the beginning of the financial year i.e. 01 April 2022	0
No. of complaints received during the financial year 2022-23	1
No. of complaints resolved during the financial year 2022-23	1
Complaint pending at the end of the financial year i.e. 31 March 2023	0

As per the provisions of Regulation 39 (4) of the SEBI Listing Regulations, the Company does not have any unclaimed shares.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition, Meeting and Attendance

The Corporate Social Responsibility Committee currently comprises three Directors. The composition of the Corporate Social Responsibility ("CSR") Committee confirms to the requirements of Section 135 of the Companies Act, 2013.

During the Financial Year 2022-23, the Corporate Social Responsibility Committee met once on 16 May 2022. Mr. Rahul Arora, Chairman and CEO of the Company, is the Chairman of the Corporate Social Responsibility Committee.

The composition and the attendance of members at the Corporate Social Responsibility Committee meeting held during the financial year 2022-23, are given below:

Members	Position and Category	No. of Meetings held	No. of Meeting Attended
Mr. Rahul Arora	Chairman- CEO	1	1
Ms. Jayantika Dave	Member - Independent and Non-Executive Director	1	1

Members	Position and Category	No. of Meetings held	No. of Meeting Attended
Ms. Yamini Tandon	Member- Non – Executive Non-Independent Director	1	1

The Company Secretary acts as the Secretary to the Corporate Social Responsibility Committee.

The CSR Report as required under the Companies Act, 2013 for the year ended 31 March 2023 is annexed as Annexure-C to the Directors Report.

Role / Terms of Reference

The CSR Committee recommends and monitors the implementation of CSR projects of the Company.

Terms of Reference of the CSR Committee as per the provisions of the Companies Act, 2013, includes the following:

- To formulate, modify and recommend to the Board the CSR Policy along with the Annual Action Plan as per the requirements under the Companies Act, 2013, which shall include the following:
  - To identify the list of CSR projects/programmes or activities, that are approved to be undertaken as specified under Schedule VII of the Companies Act, 2013;
  - The manner of execution of CSR projects or programmes;
  - The modalities of utilization of funds and implementation schedules for the CSR projects or programmes;
  - To monitor the execution of CSR projects or programmes and adherence to the CSR Policy from time to time; and
  - To conduct impact assessment, if required.
- To hold meetings at regular intervals to review and monitor the progress of the various projects/activities undertaken.
- To recommend to Board, the projects that are in line with the CSR Policy.
- To recommend to the Board the amount of expenditure to be incurred on CSR projects or programmes.
- To monitor the CSR policy of the Company from time to time.
- To ensure that any surplus arising out of the CSR projects/programmes or activities will not form part of the business profit of the Company and will be dealt with in accordance with the Companies Act, 2013.
- To regularly monitor the implementation of the CSR projects/programmes or activities undertaken by the Company.
- To perform any other functions and ensure due compliance with the provisions of the Companies Act, 2013, its Rules, the SEBI Listing Regulations, and any other laws or regulations from time to time.
- To obtain the views of the CSR Monitoring Committee and the Unit CSR Teams in developing annual activity plans, budgets and to ensure the effective execution of the approved annual plans.

E. RISK MANAGEMENT COMMITTEE

Composition, Meeting and Attendance

Pursuant to the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 dated 05 May 2021, the Company has revised the Risk Management Policy and reconstituted Risk Management Committee w.e.f. 26 May 2021 to frame, implement and monitor the Risk Management Plan for the Company and ensures its effectiveness.

The Company has developed and implemented a risk management framework for identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company.

During the Financial Year 2022-23, the Risk Management Committee met twice on 16 May 2022 and 03 November 2022. Mr. Rahul Arora, Chairman and CEO of the Company, is the Chairman of the Risk Management Committee.

The composition and the attendance of members at the Risk Management Committee meetings held during the financial year 2022-23, are given below:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Rahul Arora	Chairman-CEO	2	2
Mr. Ajay Mankotia	Member – Independent and Non-Executive Director	2	2
Ms. Yamini Tandon	Member - Non-Executive Non-Independent Director	2	2

The Company Secretary acts as the Secretary to the Risk Management Committee.

Role / Terms of Reference

- To formulate a detailed risk management policy which shall include a). Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG-related risks), information, cyber security risks or any other risk as may be determined by the Committee, b). Measures for risk mitigation including systems and processes for internal control of identified risks, c). Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

4. DIRECTORS' REMUNERATION DURING THE FINANCIAL YEAR 2022-23

Independent Directors are not paid any remuneration other than by way of sitting fees for attending meetings of the Board and the Committees. Remuneration to Executive Directors is paid based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board and shareholders of the Company.

Director	Jayantika Dave	Achal Khanna	Piyush Rastogi	Ajay Mankotia	Rahul Arora	Yamini Tandon
Pecuniary relationships or transactions	Nil	Nil	Nil	Nil	Chairman and Director of Holding Company i.e. ADI BPO Services Limited[1]	Nil
Remuneration during the Financial Year ended 2022-2023 (INR in Lakhs)						
Sitting Fees	8.40	7.20	9.40	10.60	Nil	8.40
Salary and Perks	Nil	Nil	Nil	Nil	413.60	Nil
Total	8.40	7.20	9.40	10.60	413.60	8.40
Severance / Notice Period		-		-	180 days as per the agreement or otherwise decided by the Board.	-

[1]During the year ended 31 March 2023, the Company paid INR 263.46 Lakhs plus applicable GST to ADI BPO Services Limited, the promoter company wherein Mr. Rahul Arora is a Director. The above amount represents the rent paid for the Dehradun facility taken on lease and the charges for infrastructure services provided by ADI BPO Services Limited.

[2]Mr. Rahul Arora was paid a remuneration of INR 413.60 Lakhs.

Apart from the above there was no other pecuniary relationship or transaction between the Non-Executive Directors and the Company or Executive Director and the Company. The criteria for making the payment of remuneration to Non-Executive Directors as per Schedule V(C)(6)(b) of the SEBI Listing Regulations is available at the website of the Company at https://www.mpslimited.com/Policies/Criteria-of-Payments-to-Non-Executive-Directors.pdf

5. EMPLOYEE BENEFITS

The shareholders of the Company vide Postal Ballot Resolution dated 21 January 2023, had approved 'MPS Limited- Employee Stock Options Scheme 2023' ("ESOS 2023" or "Scheme") authorizing the Nomination and Remuneration Committee to grant to the eligible employees of the Company and its subsidiary(ies) not exceeding 4,00,000/- (Four Lakh) employee stock options, convertible into not more than an equal number of equity shares of the face value of INR 10/- (Rupees Ten) each fully paid up upon exercise, out of which not more than 2,00,000 (Two Lakh) equity shares to be sourced from Secondary Acquisition, from time to time through an employee welfare trust namely 'MPS Employee Welfare Trust' ("Trust").

Subsequent to the year ended 31 March 2023, the Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 11 April 2023, had considered and approved the grant of 74,030 (Seventy Four Thousand and Thirty) options exercisable into not more than 74,030 (Seventy Four Thousand and Thirty) of equity shares of the Company of the face value of INR 10/- (Rupees Ten Only) each fully paid-up, to eligible employees under the Scheme.

6. SUBSIDIARY COMPANIES

The Company has the below subsidiary Companies:

- MPS North America LLC
- MPS Interactive Systems Limited
- MPS Europa AG
- Topsim GmbH

As per Regulation 24 of the SEBI Listing Regulations, minutes and all the significant transactions and arrangements entered into by the unlisted Indian subsidiary company are reported to the Board. Audit Committee also reviews the financial statements of and investments made by the Subsidiary Companies.

The Policy for determining Material Subsidiary has also been uploaded on the website of the Company at https://www.mpslimited.com/Policies/Determining-material-subsidiary.pdf

7. CODE OF CONDUCT

The Board has adopted a Code of Conduct (the "**Code**") for its business and operations. The Code is applicable to the Directors and Senior Management Personnel of the Company. It also enumerates the duties and responsibilities of Independent Directors. The Code requires the Directors and Senior Management Personnel of the Company to act honestly, ethically and with integrity. The Company has adopted the Code of Conduct which has also been uploaded on the website of the Company and can be accessed at the weblink at https://www.mpslimited.com/Policies/Code-of-Conduct.pdf

The Company has also obtained affirmation for adherence to the Code. The Chairman and CEO has also provided the following declaration to this effect:

Declaration as required under Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

"It is hereby certified that all the members of the Board and Senior Management Personnel have confirmed the compliance with the Code during the financial year 2022-23 and there have been no instances of violation of the Code."

Rahul Arora
Chairman and CEO
16 May 2023

8. GENERAL BODY MEETINGS

Details of the Annual General Meetings of the Company held during the last 3 years are as below:

Year	Day, Date and Time of Meeting	Venue	Special Resolutions Passed
2021-22	Monday, 27 June 2022 Time: 11:30 A.M.	Through Video Conferencing and Other Audio Visual Means	• No special resolution was passed in the financial year 2021-22.
2020-21	Wednesday, 30 June 2021 Time: 05:30 PM	Through Video Conferencing and Other Audio Visual Means	• Re-appointment of Dr. Piyush Kumar Rastogi as an Independent Director of the Company.
2019-20	Wednesday, 12 August 2020 Time: 02:30 PM	Through Video Conferencing and Other Audio Visual Means	• No special resolution was passed in the financial year 2019-20.

All resolutions placed before the shareholders at the last Annual General Meeting of the Company were passed with the requisite majority.

As per Section 108 of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of the SEBI Listing Regulations, an e-voting facility was provided to the Shareholders of the Company for electronically voting on the resolutions passed at the Annual General Meeting and voting during the Annual General Meeting.

9. POSTAL BALLOT

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated 16 December 2022 and the results of which were announced on 23 January 2023 for the following Items:

S. No.	Year	Date of the passing of Special Resolutions	Special Resolutions
1	2022-23	21 January 2023	• To Introduce and Implement 'MPS Limited- Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme") • To Grant Employee Stock Options to the Employees of Subsidiary Company(ies) of the Company under 'MPS Limited- Employee Stock Option Scheme 2023' • To Approve the Secondary Acquisition of Shares through the trust route for the Implementation of 'MPS Limited-Employee Stock Option Scheme 2023' • To Approve the Provision of Money by the Company for Subscription and Purchase of its Own Shares by the Trust under the 'MPS Limited-Employee Stock Option Scheme 2023'

a) **Procedure for Postal Ballot:** The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder and read with the General Circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 dated 08 April 2020, 13 April 2020, 15 June 2020, 28 September 2020, 31 December 2020, 23 June 2021, 08 December 2021, 05 May 2022, 28 December 2022 respectively issued by the Ministry of Corporate Affairs.

b) **Person who conducted the Postal Ballot Exercise:** Mr. R Sridharan (CP No. 3239- FCS No. 4775) of R. Sridharan & Associates, Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means i.e. remote e-voting in a fair and transparent manner. Details of the voting pattern are provided below:

i. Approval of the 'MPS Limited- Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme")

Votes in favour of the resolution			Votes against the resolution			Invalid votes	
Number of members voted (E-voting and Postal Ballot)	Number of valid Votes cast (Shares)	Percentage of the total number of valid votes cast	Number of members voted (E-voting and Postal Ballot)	Number of valid votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
82	12308480	99.903	7	11901	0.097	2	203

ii. Approval for Grant Employee Stock Options to the Employees of Subsidiary Company(ies) of the Company under 'MPS Limited- Employee Stock Option Scheme 2023'

Votes in favour of the resolution			Votes against the resolution			Invalid votes	
Number of members voted (E-voting and Postal Ballot)	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted (E-voting and Postal Ballot)	Number of valid votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
81	12308430	99.903	8	11951	0.097	2	203

iii. Approval of Secondary Acquisition of Shares through the trust route for the Implementation of 'MPS Limited- Employee Stock Option Scheme 2023'

Votes in favour of the resolution			Votes against the resolution			Invalid votes	
Number of members voted (E-voting and Postal Ballot)	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted (E-voting and Postal Ballot)	Number of valid votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
82	12308480	99.903	7	11901	0.097	2	203

iv. Provision of Money by the Company for Subscription and Purchase of its Own Shares by the Trust under the 'MPS Limited-Employee Stock Option Scheme 2023'

Votes in favour of the resolution			Votes against the resolution			Invalid votes	
Number of members voted (E-voting and Postal Ballot)	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted (E-voting and Postal Ballot)	Number of valid votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
83	12310861	99.923	6	9520	0.077	2	203

The shareholders approved the above Special Resolutions with the requisite majority on 21 January 2023, and the results were declared on 23 January 2023.

c) Detail of any special resolution proposed to be conducted through Postal Ballot

The Company had sought the approval of the shareholders by way of a Special Resolution, to Consider and Approve the Proposal for Capital Raising in one or more tranches by way of Issuance of Equity Shares and/or Equity Linked Securities, through notice of postal ballot dated 11 April 2023, the results of which were announced on 14 May 2023.

Currently, there is no proposal to pass any resolution through Postal Ballot except those required to be passed pursuant to the Companies Act, 2013/the SEBI Listing Regulations, if any proposal arises, the same will be done after providing adequate notice to the shareholders.

10. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF DISCRETIONARY REQUIREMENT

The Company has complied with the mandatory requirements of the Corporate Governance norms as per the SEBI Listing Regulations during the financial year ended March 31, 2023. The Company has also complied with the disclosure requirements of sub-paras (2) to (10) of Schedule V of the SEBI Listing Regulations. Pursuant to Schedule V of the SEBI Listing Regulations, the Practicing Company Secretary's Certificate regarding compliance with the conditions of Corporate Governance is annexed and forms part of this report as **"Annexure A"**.

11. MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with shareholders and giving a balanced reporting of results and progress. Complete and timely disclosure of information regarding the Company's financial position and performance is an important part of the Company's corporate governance ethos.

a) **Annual Report:** The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report, Business Responsibility & Sustainability Report(BRSR) and other important information is circulated to the shareholders and others, entitled thereto. The Management Discussion & Analysis Report forms part of this Annual Report. The Company's Annual Report is also available in downloadable form on the Company's website. For the Annual General Meeting held during this year under review, Annual Reports, notices, and other communications to the shareholders were communicated electronically on their email IDs registered in the depository system.

b) **Website:** The Company is maintaining a website viz., www.mpslimited.com which contains a dedicated section "Investors" which displays details/ information of interest of various stakeholders.

c) **Financial Results:** The quarterly, half-yearly and annual results are published in the leading English and Hindi Newspapers, Financial Express (all editions) and Makkal Kural (Tamil Chennai Edition) and also displayed on the website of the Company – www.mpslimited.com where the official news releases, financial results, consolidated financial highlights, quarterly shareholding pattern and presentations made to institutional investors or the analysts are also displayed.

d) **Business Review:** The Management Perspective, Business Review and Financial Highlights are part of the Annual Report.

e) **Earnings Call and Presentations:** The Company holds Earnings Calls in each quarter, to apprise and make public information relating to the Company's working and future outlook.

All material information about the Company is promptly uploaded with the stock exchanges where the shares of the Company are listed and also on the website of the Company.

12. GENERAL SHAREHOLDERS' INFORMATION

a. Annual General Meeting

Day, Date and Time	Monday, 31 July 2023 at 11.30 A.M. (IST)
Venue/ Mode	Through Video Conferencing / Other Audio Visual Means facility
Date of Book closure	24 July 2023 to 31 July 2023 (both days inclusive)
Cut off Date for Dividend	24 July 2023

b. Financial Calendar (Tentative)

Financial Year: 01 April to 31 March

Tentative and subject to change the date for the declaration of results for the financial year 2023-24 are given below:

Results for the Quarter / Year ending	Date of Declaration
1st Quarter ended on 30 June 2023	By the last week of July 2023
2nd Quarter and Half Year ended 30 September 2023	By the third week of October 2023
3rd Quarter ended 31 December 2023	By the last week of January 2024
4th Quarter and Year ended 31 March 2024 (Annual Audited)	By the Second week of May 2024

c. Dividend

For the financial year 2022-23, The Board of Directors of the Company, in their meeting held on 16 May 2023, had recommended a final Dividend of INR 20 per equity share of the face value of INR 10 each. The proposed Dividend shall be paid subject to the approval of shareholders in the ensuing Annual General Meeting (hereinafter referred to as "AGM") of the Company. The dividend would be payable to all Shareholders whose names appear in the Register of Members as on the record date mentioned in the notice of AGM.

d. Listing of Equity Shares

The Company's Equity Shares are listed on NSE and BSE since 21 January 2002 and 10 December 2001 respectively. The Company has paid the annual listing fees to both the Stock Exchanges, for the financial year 2022-23 and 2023-24.

e. Details of the Company's scrip code and ISIN no. are as follows:

Stock Exchange and addresses	Code – Equity
BSE Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	532440
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	MPSLTD
ISIN of Equity Shares	INE943D01017

f. **Stock Market Data**

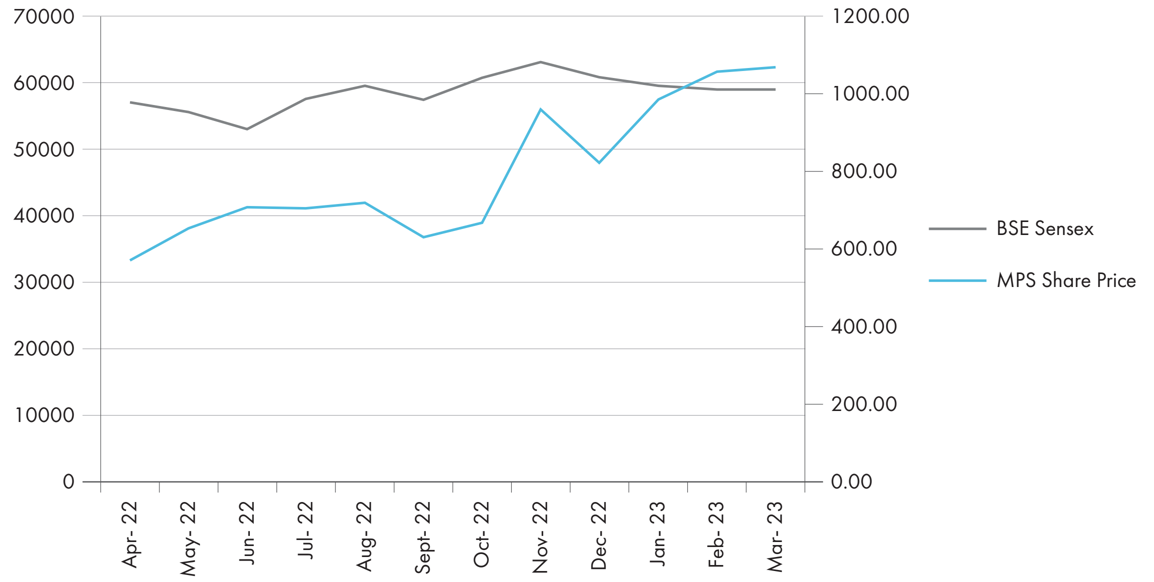
The monthly high and low share prices and volume of equity shares of the Company traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) from 01 April 2022 to 31 March 2023 and the comparison in performance of share price of the Company vis-à-vis broad-based Indices are given below:

Month	National Stock Exchange of India Limited			BSE Limited		
	High (INR)	Low (INR)	Volume-Number of Shares Traded	High (INR)	Low (INR)	Volume-Number of Shares Traded
April 2022	645	535	3,70,488	645	539	35,958
May 2022	656	515	3,37,960	656	506	29,992
June 2022	745	636	4,45,153	745	636	40,927
July 2022	786	701	3,22,542	786	701	21,114
August 2022	757	661	2,03,961	730	656	20,654
September 2022	744	630	2,10,707	729	630	15,985
October 2022	685	620	1,86,723	698	620	9,152
November 2022	997	672	19,42,870	995	674	1,22,178
December 2022	1,027	781	12,27,677	1,026	783	1,20,869
January 2023	1,010	827	5,96,257	1,009	825	83,549
February 2023	1,165	960	8,42,372	1,169	954	84,479
March 2023	1,148	988	3,91,668	1,249	988	43,921

STOCK PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES:

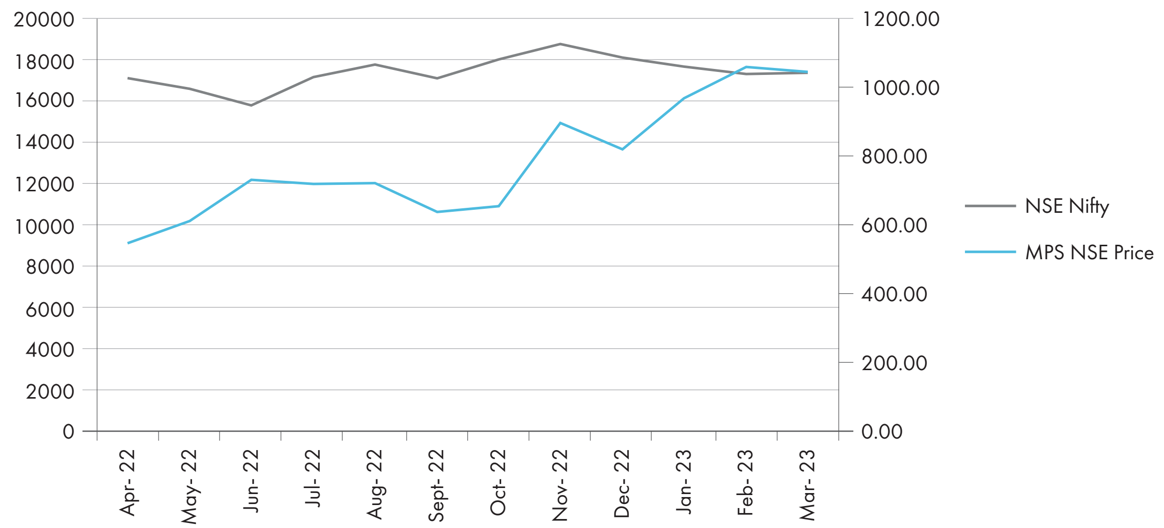
BSE Sensex and MPS Share Price

Month	BSE Sensex Close (In INR)	MPS Share Price Close (In INR)
April 2022	57,061	571
May 2022	55,566	653
June 2022	53,019	708
July 2022	57,570	704
August 2022	59,537	720
September 2022	57,427	632
October 2022	60,747	667
November 2022	63,100	961
December 2022	60,841	823
January 2023	59,550	987
February 2023	58,962	1,057
March 2023	58,992	1,068



NSE Nifty and MPS Share Price

Month	NSE Nifty Close (In INR)	MPS NSE Price Close (In INR)
April 2022	17,103	571
May 2022	16,585	654
June 2022	15,780	719
July 2022	17,158	703
August 2022	17,759	719
September 2022	17,094	633
October 2022	18,012	676
November 2022	18,758	961
December 2022	18,105	827
January 2023	17,662	989
February 2023	17,304	1,054
March 2023	17,360	1,062



g. Unclaimed/Unpaid Dividends and Transfer to IEPF

Pursuant to the provisions of Section 124 of the Companies Act 2013 read with of Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividend are required to be transferred by the Company to the Investors Education and Protection Fund (IEPF) established by the Central Government of India, after the completion of seven years. Further, according to Section 124(6) of the Companies Act, 2013 and the rules made therein, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF.

During the Financial Year 2022-23, the Company has transferred the below amount to IEPF:

Year	Dividend	Transfer of Unpaid or Unclaimed Dividend Account to IEPF	Date of Transfer of Unclaimed Dividend Account	Transfer of corresponding shares on the same to IEPF	Date of Transfer of Shares
2014-15	2nd Interim Dividend	270,440	22 March 2022	264	19 May 2022
	1st Interim Dividend	216,167	20 October 2022	642	12 November 2022
2015-16	2nd Interim Dividend	220,696	08 December 2022	15	21 December 2022
	3rd Interim Dividend	405,360	14 March 2023	2342	29 March 2023

h. Distribution of Shareholding as on 31 March 2023:

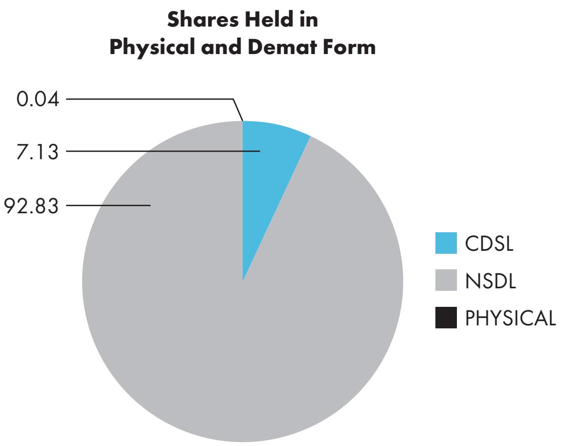
Category of Shareholdings From – To	No. of Shareholders	% of Total Shareholders	Total Shares	% of Shares
1-50	8,671	65.15	1,38,966	0.81
51-100	1,819	13.67	1,46,155	0.85
101-500	1,872	14.06	4,43,316	2.59
501-1000	400	3.01	3,07,048	1.79
1001-5000	421	3.16	9,05,451	5.29
5001-10000	58	0.44	4,35,241	2.54
10001-50000	56	0.38	11,27,777	6.59
50001-100000	7	0.06	5,30,381	3.10
100001-1000000	5	0.04	13,80,866	8.07
10,00,001 & Above	1	0.01	1,16,90,615	68.34
Total	**13,310**	**100.00**	**1,71,05,816**	**100.00**

i. Dematerialization of Shares and Liquidity

The shares of the Company are compulsorily traded in demat form and are available for trading under both the Depository Systems in India – National Securities Depository Limited (the "**NSDL**") and Central Depository Services (India) Limited (the "**CDSL**"). As on 31 March, 2023, a total of 1,70,98,519 shares of the Company, constituting 99.96% of the total Share Capital, were in demat form. Details of the Demat and Physical shareholding of the Company are as under:

Particulars	Number of Shareholders	Number of shares	Percentage (%)
At National Securities Depository Limited	6940	1,58,79,863	92.83
At Central Depository Services (India) Limited	6747	12,18,656	7.13
In Physical Form	45	7,297	0.04
Total Paid-up Share Capital	**13,732***	**1,71,05,816**	**100.00**

*Total No of Shareholders as on 31 March 2023 is 13,310 after merging of first Holder PAN.



j. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity;

As of date, there are no outstanding warrants/bonds/other instruments which are convertible into equity shares, which are likely to have an impact on the equity of the Company.

k. Share Transfer System

As per amended Regulation 39 and 40 of the SEBI Listing Regulations, the Company shall issue securities in dematerialised form only while processing any requests from shareholders holding shares in a physical mode in respect of:

i. Issue of duplicate securities certificate;

ii. Claim from Unclaimed Suspense Account;

iii. Renewal / Exchange of securities certificate;

iv. Endorsement;

v. Sub-division / Splitting of securities certificate;

vi. Consolidation of securities certificates/folios;

vii. Transmission and

viii. Transposition ("service requests").

Shareholders holding shares in physical mode are requested to refer to note no. (m) to the Notice of AGM for details regarding service requests. All queries and requests relating to service requests shall be addressed to RTA in the prescribed form along with requisite documents.

l. Reconciliation of share capital Audit and Regulation 40 (9) & (10) certificates

A Company Secretary in-Practice carries out a reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities

Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in the dematerialized form held with Depositories.

The Company obtains from a Company Secretary in Practice for the financial year ended March, 2023 certificate of compliance with the share transfer, transmission, Duplicate, etc formalities as required under Regulation 40(9) of the SEBI Listing Regulations and files a copy of the certificate with the Stock Exchanges.

13. DISCLOSURES AND AFFIRMATION

i. Compliances

The Company has complied with all the applicable provisions of the SEBI Listing Regulations, other guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and applicable provisions of other statutes.

The Company has complied with all the mandatory requirements as per the provisions of Regulation 34, 53 and Schedule V of the SEBI Listing Regulations.

There have been no instances of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties have been imposed on the Company by Stock Exchanges or SEBI or any such other statutory authority.

ii. Related Party Transactions

All transactions of the Company with related parties, as defined in the Companies Act, 2013 and the SEBI Listing Regulations, during the year ended 31 March 2023, were made in the ordinary course of business and were on an arm's length basis. There was no material related party transaction of the Company, which may have a potential conflict with the interest of the Company at large. The same is reported under notes to the financial statements.

As required under Regulation 23 of the SEBI Listing Regulations, the Company has adopted a policy on Related Party Transactions which has been uploaded on the website of the Company and can be accessed at the weblink at https://www.mpslimited.com/Policies/Related-Party-Transaction.pdf

iii. Subsidiary Monitoring Framework

All the subsidiary companies of the Company are managed by their Boards having the rights and obligations to manage these companies in the best interest of respective stakeholders. The Company nominates its representatives on the Board of subsidiary companies and monitors the performance of such companies, inter alia, by reviewing:

a) Financial statements, investments, inter-corporate loans/advances made by the unlisted subsidiary companies, statements containing all significant transactions and arrangements entered by the unlisted subsidiary companies forming part of the financials.

b) Minutes of the meetings of the unlisted subsidiary companies, if any, are placed before the Company's Board.

c) Providing necessary guarantees, letter of comfort and other support for their day-to-day operations from time to time.

As required under Regulation 16(1)(c) and 24 of the SEBI Listing Regulations, the Company has adopted a policy on determining "material subsidiary" and the said policy is available on the Company's website at https://www.mpslimited.com/Policies/Determining-material-subsidiary.pdf

In terms of the Company's Policy on determining "material subsidiary", during the financial year ended 31 March 2023, MPS Interactive Systems Limited and MPS North America LLC, were determined as a material subsidiary whose income exceeds 10% of the consolidated income of the Company and its subsidiaries in the immediately preceding financial year.

MPS Interactive Systems Limited was incorporated on 10 May 2018 in the State of Tamil Nadu, India. M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), were appointed as the Statutory Auditors of the Company by the Shareholders in the 3rd Annual General Meeting ("AGM") of the Company for a period of 5 years i.e. to hold office till the conclusion of the 8th AGM to be held in the calendar year 2026.

MPS North America LLC was incorporated on 29 May 2013 in the State of Orlando, United States of America. As local audit is not applicable, no statutory auditors are appointed. M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), reviewed the financials under the Indian Accounting Standard (Ind AS).

iv. **Vigil Mechanism/Whistle Blower Policy**

In view of the requirement, as stipulated by Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has complied with all the provisions of the Section and has a Whistle Blower Policy duly approved by the Audit Committee to report concerns about unethical behavior, actual & suspected frauds, or violation of Company's Code of Conduct and Ethics. The Company hereby affirms that no person has been denied access to the Audit Committee.

The Company has adopted a policy on Whistle Blower Policy which has been uploaded on the website of the Company and can be accessed at the weblink at https://www.mpslimited.com/Policies/Whistle-Blower.pdf

v. **Disclosure on Sexual Harassment at the Workplace**

The Company has a policy on the Prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The policy is set up for providing a redressal mechanism pertaining to sexual harassment to employees at the workplace.

The Company has adopted a policy that is available on the intranet site of the Company. During the financial year 2022-23, no complaint with allegations of sexual harassment was received by the Company.

vi. **Details of total fees for all services paid/payable by the Company and its Subsidiaries, on a consolidated basis to Statutory Auditors of the Company and all their network firms/entities during the financial year 2022-23.**

Pursuant to Part C of Schedule V of the SEBI Listing Regulations, information on total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s Walker Chandiok & Co., LLP, Statutory Auditor during Financial Year 2022-23 is INR 75.78 Lakhs consisting of INR 45.17 Lakhs from MPS Limited, INR 17.36 Lakhs from MPS Interactive Systems Limited and INR 13.25 Lakhs from E.I. Design Private Limited.

vii. **Disclosure by the listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount'.**

The Company has granted a loan of INR 1,500 Lakhs to MPS Interactive Systems Limited, its wholly-owned subsidiary for the acquisition of 100% Equity Shares of E.I. Design Private Limited.

viii. **Details of the utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations:**

During the year under review, the Company had not raised any money from public issues, rights issues, preferential issues, or any other issues.

ix. **Compliance with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI Listing Regulations:**

The Company has complied with all the relevant corporate governance requirements stipulated in the SEBI Listing Regulations.

x. **Management Discussion and Analysis**

Management Discussion & Analysis is annexed to the Board's Report which forms part of this Annual Report.

xi. **Accounting Principles**

The consolidated financial statement ('financial statement') has been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, issued by the Ministry of Corporate Affairs ('MCA').

The Financial Results for the year 2022-23, both standalone and consolidated are separately disclosed in the Annual Report. During the year, the Company has given a loan of INR 1,500 Lakhs to MPS Interactive Systems Subsidiary Limited, towards the acquisition of 100% equity shares of E.I. Design Private Limited. Accordingly, the funds were utilized towards the acquisition of 100% outstanding equity shares of E.I. Design Private Limited.

xii. **Foreign Exchange Risk and Hedging**

During the Financial Year 2022-23, the Company managed the foreign exchange risk by entering into forward contracts for hedging foreign exchange exposures against its exports to the extent considered necessary as per the policy approved by the Board. The details of foreign currency exposure are disclosed in Notes to the Audited Financial Statements of the Company, forming part of the Annual Report for the financial year ended 31 March 2023.

xiii. **Details of recommendations of any committee of the Board which are not accepted by the Board**

There was no instance of any non-acceptance by the Board of Directors of the recommendations of any Committee of the Board, where it is mandatorily required, during the financial year under review.

xiv. **Adoption of Non-Mandatory Requirements of the SEBI Listing Regulations**

The Board of Directors periodically reviews the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of the SEBI Listing Regulations.

xv. **Penalties**

The Company has complied with the requirements of the Stock Exchange(s)/SEBI and Statutory Authority(ies) on all matters related to the capital market during the last three years. There are no penalties imposed on the Company by Stock Exchange(s) or SEBI or any Statutory Authority(ies) relating to the above.

14. CERTIFICATION BY PRACTICING COMPANY SECRETARY

The Company has received the Certificate from R.Sridharan & Associates, Company Secretaries, certifying that none of the Directors of the Company as on 31 March 2023, have been debarred or disqualified from being appointed or continuing as Director(s) of the Company by SEBI, Ministry of Corporate Affairs and/or any other statutory authority, the same is annexed and forms part of this report as **"Annexure B"**.

15. MANAGING DIRECTOR & CFO CERTIFICATION

The Managing Director and CFO of the Company have certified to the Board on the accuracy of financial reporting and adequacy of internal controls for the financial year ended 31 March 2023, the same is annexed and forms part of this report as **"Annexure C"**.

16. BUSINESS LOCATIONS

Content Solutions for Educational, Academic, STM Markets and eLearning services	RR Towers IV, Super A, 16/17 Thiru-VI-KA Industrial Estate, Guindy, Chennai-600032, Tamilnadu
Content Solutions and Platform Solutions for Academic and STM Markets and eLearning services	HMG Ambassador, 137, Residency Road, Bengaluru-560025, Karnataka
Platform Solutions	709, DLF Corporate Greens, Sector -74A, Narsinghpur, Gurgaon-122004, Haryana
Content Solutions for Educational Publishing, Platform Solutions and eLearning services	Windsor IT Park, A-1, Tower A, 4th Floor, Sector-125, Noida – 201303
Platform Solutions and Content Solutions for Educational, Academic, and STM Markets	33, Sahastra Dhara Road, IT Park, Dehradun Uttarakhand-248001
Content Solutions for Educational and Academic Publishing	MPS North America LLC, 5728 Major Blvd., Orlando, Florida 32819
Content Solutions for Educational and Academic Publishing	1901 South 4th St, STE 222, Effingham
Content Solutions for Educational Publishing, Platform Solutions and eLearning services	103 Carnegie Center, Suite 300, Princeton, New Jersey, USA.
Content Solutions for Educational Publishing, Platform Solutions and eLearning services	1st Floor, Lindenstrasse 14, 6340 Baar, Switzerland
Content Solutions for Educational Publishing, Platform Solutions and eLearning services	2nd Floor, Neckarhalde 55, D-72070, Tubingen, Germany
Content Solutions and Platform Solutions for Academic and STM Markets	4th Floor, Andras House, 60 Great Victoria St. Belfast BT2 7BB
Content Solutions and Platform Solutions for Academic and STM Markets and eLearning services	The Old Diary, 12 Stephen Road, Headington, Oxford, OX3 9AY

17. REGISTRAR AND SHARE TRANSFER AGENT

Cameo Corporate Services Limited
Subramanian Building,
1 Club House Road, Chennai – 600002
Tel. : +91–44 – 28460390
Contact person: Ms. R. Komalavalli, Sr. Manager

18. REGISTERED OFFICE ADDRESS

MPS Limited
RR Towers IV, Super A, 16/17 Thiru VI-KA Industrial Estate, Guindy, Chennai 600 032, Tamil Nadu
Tel. : +91–44 – 49162222
Fax No. : +91–44 – 49162225

19. ADDRESS FOR CORRESPONDENCE

MPS Limited
Windsor IT Park, A-1, Tower A, 4th Floor, Sector-125, Noida - 201303, Uttar Pradesh
Tel. : +91 – 120 – 4599750

On behalf of the Board of Directors

Place: New York, USA
Date: 16 May 2023

Rahul Arora
Chairman and CEO

"Annexure A"

CORPORATE GOVERNANCE CERTIFICATE

The Members
MPS LIMITED
RR Towers IV,
Super A,
16/17, Thiru-VI-KA Industrial Estate,
Guindy,
Chennai – 600 032.

We have examined documents, books, papers, minutes, forms and returns filed and other relevant records maintained by **MPS Limited (hereinafter referred to as "the Company") (CIN:L22122TN1970PLC005795)** having its Registered Office at RR Towers IV, Super A, 16/17, Thiru-VI-KA Industrial Estate, Guindy, Chennai – 600 032 for the purpose of certifying compliance of the conditions of Corporate Governance under Regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V and Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter called "SEBI (LODR) Regulations 2015") for the financial year ended 31st March, 2023. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and on the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied regarding the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V and Regulation 34 (3) of SEBI (LODR) Regulations, 2015 for the financial year ended 31st March, 2023.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For R Sridharan & Associates
Company Secretaries

CS R Sridharan
FCS No. 4775
CP No. 3239
PR NO.657/2020
UIN: S2003TN063400
UDIN:F004775E000289642

PLACE: CHENNAI

DATE: 16th MAY, 2023

"Annexure B"

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

The Members,
MPS LIMITED
CIN: L22122TN1970PLC005795
RR Tower IV, Super A,
16/17 Thiru-VI-KA Industrial Estate,
Guindy, Chennai- 600032

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MPS LIMITED (CIN: L22122TN1970PLC005795)** having its Registered Office at RR Tower IV, Super A, 16/17 Thiru-VI-KA Industrial Estate, Guindy, Chennai- 600032 (hereinafter referred to as "The Company") produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V Part-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Director Identification Number (DIN) Status at the portal www.mca.gov.in) and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that None of the Directors as stated below on the Board of the Company as on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such other statutory authority.

S.NO	NAME OF THE DIRECTOR	DESIGNATION	DIN	DATE OF APPOINTMENT
1.	Mr. Rahul Arora	Executive Director,Chairperson related to Promoter,CEO-MD	05353333	12-08-2013
2.	Ms. Yamini Tandon	Non-Executive - Non-Independent Director	06937633	11-08-2014
3.	Ms. Jayantika Dave	Non-Executive -Independent Director	01585850	30-10-2019
4.	Ms. Achal Khanna	Non-Executive -Independent Director	00275760	30-10-2019
5.	Dr.Piyush Kumar Rastogi	Non-Executive -Independent Director	02407908	29-01-2020
6.	Mr. Ajay Mankotia	Non-Executive -Independent Director	03123827	29-01-2020

Ensuring the eligibility and appointment/continuity of, every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R Sridharan & Associates
Company Secretaries

CS R. Sridharan
CP No. 3239
FCS No. 4775
PR. NO.657/2020
UIN:S2003TN063400
UDIN: F004775E000289664

PLACE: CHENNAI
DATE: 16th MAY, 2023

"Annexure-C"

MANAGING DIRECTOR AND CFO CERTIFICATION
(as per Regulation 17(8) of the SEBI Listing Regulations)

We, Rahul Arora, Chairman and CEO and Sunit Malhotra, Chief Financial Officer, certify to the Board of Directors of MPS Limited (the "Company") that:

a. We have reviewed the financial statements and the cash flow statement for the year ended on 31 March 2023 and that to the best of our knowledge and belief:

  i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

  ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended on 31 March, 2023 that are fraudulent, illegal or violate of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee:

  i. That there are no significant changes in internal control over financial reporting during the year;

  ii. That there are no significant changes in accounting policies during the year 2022-23; and

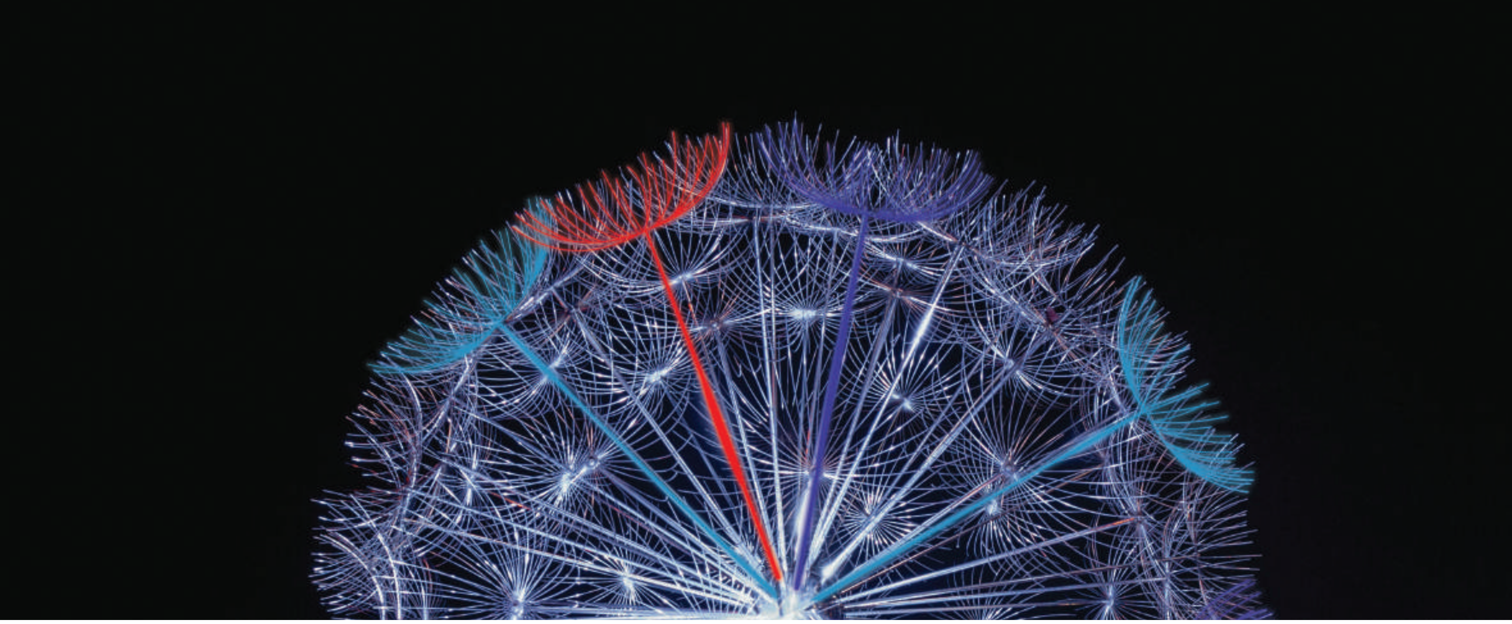
  iii. That there are no instances of significant fraud of which we became aware.

Rahul Arora
Chairman and CEO

Place: New York, USA
Date: 16 May 2023

Sunit Malhotra
Chief Financial Officer

Place: Noida, Uttar Pradesh
Date: 16 May 2023



Financial Section

Independent Auditor's Report

To the Members of MPS Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of MPS Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow, and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

   In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

2. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

3. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

4. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue from Contract with customers The Company's revenue is derived primarily from content solutions, eLearning solutions, platform solutions, and related services recognised in accordance with the accounting policy described in Note 2.9 to the accompanying standalone financial statements. Refer Note 21 for related financial disclosures.	Our audit procedures in respect of revenue recognition included, but were not limited to the following: • Understood the process of revenue recognition and evaluated the appropriateness of the revenue recognition accounting policies adopted by the Company in terms of principles enunciated under Ind AS 115; • Evaluated the integrity of the information and technology general control environment and tested the operating effectiveness of key IT application controls.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition for sale of services in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') for the Company involves management judgement in identification of distinct performance obligations in case of combined contracts, determination of transaction price in view of variable consideration terms included in contracts, and allocation of the transaction price to the performance obligations identified by determining standalone prices of the respective performance obligations. Further, the management has determined that the Company transfers the control of aforesaid services provided to customers over time as the entity's performance does not create an asset with an alternate use to the Company and the entity has an enforceable right to payment for performance obligations completed to date. Significant judgement is required in determining the extent of performance obligations satisfied which involves selection of appropriate method for measuring progress and use of estimates linked to output delivered. The Company and its external stakeholders focus on revenue as a key performance measure, which could be an incentive or external pressure to meet expectations resulting in revenue being overstated or recognized before performance obligations are completed. Thus, considering the aforementioned factors, it involves considerable audit efforts to test the accuracy, occurrence and completeness of revenue recognition and has therefore been determined as a key audit matter for the current year audit.	• Evaluating the design, implementation, and operating effectiveness of Company's key financial controls in respect of revenue recognition and tested the operating effectiveness of such controls for a sample of transactions. • Performed substantive testing of revenue transactions recorded during the year using statistical sampling by verifying the underlying supporting documents including customer contracts to confirm distinct performance obligations identified by the Company, test measurement and allocation of transaction price to identified performance obligations, and determining the accuracy of recording of revenue based on progress towards satisfaction of performance obligations. • Tested the contracts assets and contract liabilities recorded by the Company at year end, on a sample basis, by evaluating appropriateness of method adopted by the Company, including use of estimates, for measuring progress towards satisfaction of performance obligations. • Performed substantive analytical procedures which included variance analysis of current year revenue with previous year revenue considering both qualitative and quantitative factors to identify any unusual trends or any unusual items. • Ensured that the disclosure requirements of Ind AS 115 have been complied with.

Information Other than the Financial Statements and Auditor's Report Thereon

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

6. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations or has no realistic alternative but to do so.

8. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

10. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

14. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
15. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
16. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us;
    c) The standalone financial statements dealt with by this report are in agreement with the books of account;
    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The Company, as detailed in Note 38 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023 except as follows;

Amount (₹ in lakhs)	Due date	Date of payment
2.16	25 September 2022	20 October 2022

iv. a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in Note 52 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 52 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. a) The final dividend paid by the Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

b) As stated in Note 41 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2023, which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies, which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner
Membership No.: 504774
UDIN: 23504774BGTGQG5049

Place: New Delhi
Date: 16 May 2023

Annexure I referred to in Paragraph 15 of the Independent Auditor's Report of even date to the members of MPS Limited on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, right of use assets, and investment property.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, right of use assets, and investment property under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, right of use assets, and investment property were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties including investment properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in Note 3.1 and Note 3.2 to the standalone financial statements are held in the name of the Company, except for the following properties:

Description of property	Gross carrying value (in lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Office space at Building located at 137, Residency Road Bangalore admeasuring 62,349 square feet	1,301.23	HMG Ambassador Property Management Private Limited	No	09 February 2000	The title deeds for building and undivided portion of land are held in the name of HMG Ambassador Property Management Private Limited, represented by 14,750,000 equity shares of INR 10 each held by the Company representing the value of land and buildings with irrevocable right of permanent occupation.
Office space at Building located at 135, Brigade Road Bangalore admeasuring 10,000 square feet	119.29	Brigade Marketing Company Private Limited, erstwhile Company that was merged with Macmillan India Limited (now MPS Limited)	No	31 December 1993	The title deeds for building and undivided portion of land are in the name of Brigade Marketing Company Private Limited, erstwhile Company that was merged with Macmillan India Limited (now MPS Limited) under Section 391 to 394 of the Companies Act, 1956 in terms of the Honorable Karnataka High Court order dated 21 June 2005.

(d) The Company has not revalued its property, plant and equipment including right of use assets or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) The Company has not provided any guarantee or given any security or granted any advances in the nature of loans during the year. However, the Company has provided loans to Subsidiary during the year as per details given below:

(₹ in INR Lakhs)

Particulars	Loans
Aggregate amount granted during the year: – Subsidiary	1,500
Balance outstanding as at Balance Sheet date in respect of above case: – Subsidiary	1,363.96

(b) In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of the loan are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loan granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.

(d) There is no overdue amount in respect of loans granted to such company.

(e) The Company has granted loan which had fallen due partially during the year and was repaid on or before the due date to the extent of amount was due. Further, no fresh loans were granted to any party to settle the overdue loans in nature of loan.

(f) The Company has not granted any loan or advance in the nature of loan, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's services/business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Demand u/s 143(3)	12.95	Nil	AY 2009-10	Assessing officer
Income Tax Act, 1961	Demand u/s 143(3)	88.85	88.85	AY 2012-13	Income Tax Appellate Tribunal
Income Tax Act, 1961	Demand u/s 147	280.76	13.49	AY 2013-14	CIT (A)
Income Tax Act, 1961	Demand u/s 147	27.61	27.61	AY 2016-17	Assessing officer
Income Tax Act, 1961	Demand u/s 143(3)	60.98	Nil	AY 2017-18	CIT (A)
Income Tax Act, 1961	Demand u/s 143(3)	258.18	52.03	AY 2018-19	CIT (A)
Income Tax Act, 1961	Demand u/s 143(3)	306.24	Nil	AY 2020-21	CIT (A)
Goods and Service Tax	Demand u/s 73(5)	41.57	Nil	FY 2017-18	Deputy Commissioner of Commercial Taxes, Department of Commercial Taxes, Karnataka
Finance Act, 1994	Demand u/s 76, 77 and 78 of Finance Act, 1994	718.25	53.86	FY 2008-09 to FY 2012-13	Director General of Central Excise Intelligence (India)

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially, or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order are not applicable to the Company.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner
Membership No.: 504774
UDIN: 23504774BGTGQG5049

Place: New Delhi
Date: 16 May 2023

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of MPS Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements

for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner
Membership No.:504774
UDIN: 23504774BGTGQG5049

Place: New Delhi
Date: 16 May 2023

Standalone Balance Sheet as at 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)
CIN: L22122TN1970PLC005795

Particulars	Note	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	1,601.26	1,780.80
Investment property	3.2	98.07	101.24
Right-of-use assets	4	586.54	900.92
Goodwill	5	3,786.51	3,480.82
Other intangible assets	5	1,342.06	1,687.54
Financial assets			
Investments	6 (i)	11,761.98	11,761.98
Loans	7 (i)	1,071.14	-
Other financial assets	8 (i)	489.07	4,636.78
Non-current tax assets (net)	9	521.21	492.53
Other non-current assets	10 (i)	242.43	182.79
Total non-current assets		**21,500.27**	**25,025.40**
Current assets			
Financial assets			
Investments	6 (ii)	1,346.72	423.73
Trade receivables	11	4,913.86	4,871.29
Cash and cash equivalents	12 (i)	2,428.96	1,515.84
Bank balances other than cash and cash equivalents	12 (ii)	4,840.53	3,010.74
Loans	7 (ii)	295.91	0.28
Other financial assets	8 (ii)	617.68	601.69
Other current assets	10 (ii)	4,633.27	4,515.25
Total current assets		**19,076.93**	**14,938.82**
TOTAL ASSETS		**40,577.20**	**39,964.22**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	1,710.58	1,710.58
Other equity		33,488.04	30,889.00
Total equity		**35,198.62**	**32,599.58**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	14 (i)	413.37	704.24
Deferred tax liabilities (net)	15	128.05	29.09
Total non-current liabilities		**541.42**	**733.33**
Current liabilities			
Financial liabilities			
Lease liabilities	14 (ii)	303.61	358.34
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	16	41.87	16.09
Total outstanding dues of creditors other than micro enterprises and small enterprises	16	1,970.20	2,431.07
Other financial liabilities	17	427.14	434.25
Other current liabilities	18	1,844.19	3,155.43
Provisions	19	35.38	92.98
Current tax liabilities (net)	20	214.77	143.15
Total current liabilities		**4,837.16**	**6,631.31**
TOTAL EQUITY AND LIABILITIES		**40,577.20**	**39,964.22**
Significant accounting policies	2		
Notes to standalone financial statements	3-52		
The accompanying notes form an integral part of standalone financial statements			

This is standalone balance sheet referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place: New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Standalone Statement of Profit & Loss for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Note	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from operations	21-22	29,801.28	28,401.73
Other income	23	911.43	1,118.63
Total income		**30,712.71**	**29,520.36**
Expenses			
Employee benefits expense	24	11,990.62	11,973.81
Finance costs	25	102.07	116.21
Depreciation and amortization expense	26	1,183.98	1,347.11
Other expenses	27	5,775.98	6,244.11
Total expenses		**19,052.65**	**19,681.24**
Profit before tax		**11,660.06**	**9,839.12**
Tax expense:	28		
Current tax		2,935.76	2,685.94
Adjustment of tax relating to earlier years		-	68.29
Deferred tax	15	95.89	(61.11)
Total tax expenses		**3,031.65**	**2,693.12**
Profit for the year		**8,628.41**	**7,146.00**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit liability/assets		(27.45)	0.83
Income tax relating to items that will not be reclassified to profit or loss		6.91	(0.21)
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		403.56	140.01
Total other comprehensive income for the year, net of tax		**383.02**	**140.63**
Total comprehensive income for the year		**9,011.43**	**7,286.63**
Earnings per equity share (nominal value of share INR 10)			
- Basic and diluted (earnings per equity share expressed in absolute amount in INR)	29	50.47	39.87
Significant accounting policies	2		
Notes to standalone financial statements	3-52		
The accompanying notes form an integral part of standalone financial statements			

This is standalone statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place: New Delhi
Date : 16 May 2023

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Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Standalone Cash Flow Statement for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Cash flows from operating activities		
Net profit before tax	**11,660.06**	**9,839.12**
Adjustments:		
Depreciation and amortisation expense	1,183.98	1,347.11
Interest income	(360.33)	(506.62)
Net gain on sale of current investment	(7.88)	(9.00)
Finance costs	102.07	116.21
Gain on sale of property, plant and equipment (net)	(6.83)	(8.49)
Loss on liquidation of wholly owned subsidiary	-	0.85
Gain on investment carried at fair value through profit or loss (net)	(14.89)	(20.56)
Liabilities/provisions no longer required written back	(255.67)	(13.72)
Allowances for expected credit loss (net)	(32.26)	(113.86)
Bad debts written off (net)	-	65.94
Allowances for doubtful advances	5.47	2.76
Allowances for contract assets	(203.04)	212.95
Income from government grants	-	(248.15)
Advances written off (net)	48.62	77.54
Unrealised foreign exchange gain (net)	(100.06)	(33.62)
Unrealised foreign exchange loss on mark-to-market on forward contracts	4.41	13.83
Gain on termination of lease	(0.34)	-
Operating cash flows before working capital changes	**12,023.31**	**10,722.29**
(Increase)/decrease in trade receivables	(1.58)	902.31
Increase in loans and advances	(2.81)	(2.74)
(Increase)/decrease in other financial assets	(121.14)	144.65
Decrease/(increase) in other current assets	30.93	(391.64)
Decrease in other non-current assets	23.35	143.53
Decrease in trade payables	(435.70)	(760.68)
Increase/(decrease) in other financial liabilities	254.17	(221.75)
(Decrease)/increase in other liabilities	(1,316.04)	947.68
Decrease in provisions	(85.05)	(154.79)
Cash generated from operations	**10,369.44**	**11,328.86**
Income tax paid (net of refunds)	(2,892.81)	(3,207.35)
Net cash generated from operating activities (A)	**7,476.63**	**8,121.51**
B. Cash flows from investing activities		
Purchase of property, plant and equipment adjusted capital advances and capital creditors	(264.00)	(346.63)
Purchase of other intangible assets	-	(19.48)
Sale of property, plant and equipment	7.10	9.16
Loan given to subsidiary	(1,500.00)	-
Loan repaid by subsidiary	136.04	-
Proceeds on liquidation of subsidiary	-	188.20
Purchase of current investments	(6,024.00)	(5,268.00)
Sale of current investments	5,123.79	5,499.16

Standalone Cash Flow Statement for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Purchase of term deposits	(3,548.28)	(6,927.25)
Redemption of term deposits	5,867.00	8,755.00
Rent received	-	400.05
Interest received	454.47	245.43
Net cash generated from investing activities (B)	**252.12**	**2,535.64**
C. Cash flows from financing activities		
Repayment of lease liabilities including interest expenses	(453.10)	(700.45)
Purchase of Shares by ESOP Trust	(1,280.65)	-
Buy-back of equity shares (refer note 13 ix)	-	(8,500.00)
Expenses for buy-back of equity shares (refer note 13 ix)	-	(78.32)
Tax on buy-back of equity shares (refer note 13 ix)	-	(1,980.16)
Finance costs paid	(4.61)	(22.50)
Dividend paid	(5,131.74)	-
Net cash used in financing activities (C)	**(6,870.11)**	**(11,281.43)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**858.64**	**(624.28)**
Effects of exchange differences on cash and cash equivalents held in foreign currency	54.48	21.68
Cash and cash equivalents at the beginning of the year	1,515.84	2,118.44
Cash and cash equivalents at the end of the period (see below)	**2,428.96**	**1,515.84**
Components of cash and cash equivalents:		
Cash on hand	-	-
Balances with banks		
- Current accounts	1,643.06	1,252.41
- EEFC accounts	785.90	263.43
	2,428.96	**1,515.84**

Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

Significant accounting policies	2
Notes to standalone financial statements	3-52

The accompanying notes form an integral part of standalone financial statements

This is standalone cash flow statement referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place: New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Standalone Statement of change in equity for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

A. Equity share capital

Particulars	Amount
Balance as at 1 April 2021	**1,805.02**
Shares extinguished on buy back	(94.44)
Balance as at 31 March 2022	**1,710.58**
Shares extinguished on buy back	-
Balance as at 31 March 2023	**1,710.58**

B. Other equity

Particulars	Reserve and Surplus (refer note 1 below)						Other Comprehensive income (refer note 1 below)	Total
	Securities premium reserve	Capital redemption reserve	General reserve	Retained earnings	Treasury shares	Trust Reserve	Foreign currency translation reserve	
As at 1 April 2021	**10,442.76**	**56.67**	**2,792.65**	**20,931.75**	**-**	**-**	**(157.42)**	**34,066.41**
Profit for the year	-	-	-	7,146.00	-	-	-	7,146.00
Other comprehensive income	-	-	-	0.62	-	-	140.01	140.63
Total comprehensive income for the year	**-**	**-**	**-**	**7,146.62**	**-**	**-**	**140.01**	**7,286.63**
Buy-back of equity shares (refer note 13 viii)	(8,405.56)	94.44	(94.44)	-	-	-	-	(8,405.56)
Expenses for buy-back of equity shares (refer note 13 viii)	(57.04)	-	(21.28)	-	-	-	-	(78.32)
Tax expenses on buy back (refer note 13 viii)	(1,980.16)	-	-	-	-	-	-	(1,980.16)
As at 31 March 2022	**-**	**151.11**	**2,676.93**	**28,078.37**	**-**	**-**	**(17.41)**	**30,889.00**
As at 1 April 2022	**-**	**151.11**	**2,676.93**	**28,078.37**	**-**	**-**	**(17.41)**	**30,889.00**
Profit for the year	-	-	-	8,628.41	-	-	-	8,628.41
Other comprehensive income	-	-	-	(20.54)	-	-	403.56	383.02
Total comprehensive income for the year	**-**	**-**	**-**	**8,607.87**	**-**	**-**	**403.56**	**9,011.43**
Shares purchased by ESOP Trust during the year (refer note 13)	-	-	-	-	(1,280.49)	(0.16)		(1,280.65)
Dividends (refer note 41)	-	-	-	(5,131.74)	-	-	-	(5,131.74)
As at 31 March 2023	**-**	**151.11**	**2,676.93**	**31,554.50**	**(1,280.49)**	**(0.16)**	**386.15**	**33,488.04**

Standalone Statement of change in equity for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

Notes:

1 **Nature and purpose of other equity:**

(i) **Securities premium reserve:** The unutilized accumulated excess of issue price over face value on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) **Capital redemption reserve:** As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of general reserve. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve.

(iii) **General reserve:** This represents appropriation of profit by the Company and is available for distribution of dividend.

(iv) **Retained earning:** This represents the cumulative profits of the Company.

(v) **Treasury Shares:** This represents the shares held by the ESOP Trust purchased from secondary market for issuance of shares to eligible employees as per ESOP Scheme.

(vi) **Trust Reserve:** This represents the net loss incurred in ESOP Trust.

(vi) **Foreign currency translation reserve:** Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the company dispose or partially dispose off its interest in a foreign operation through sale or abandonment of all, or part of, that foreign operation.

Significant accounting policies	2
Notes to standalone financial statements	3-52

The accompanying notes form an integral part of standalone financial statements

This is standalone statement of change in equity referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place: New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Managing Director
DIN: 05353333
Place: New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

1. Corporate Information

MPS Limited ("the Company") is a public limited Company domiciled in India and incorporated under the provisions of Companies Act, 1956 having its registered office located at RR Towers IV, Super A, 16/17, Thiru-vi-ka Industrial State, Guindy, Chennai-600032. Its equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

MPS provides platforms and services for content creation, full-service production, and distribution to the world's leading publishers, learning companies, corporate institutions, libraries, and content aggregators.

The Company offers a diverse geographic spread with production facilities in Chennai, Noida, Dehradun, Gurugram, and Bengaluru. The Company also operates with editorial and marketing offices in United States. The Company's multi location presence helps it in executing various customer requirements efficiently.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

2.1 Basis of preparation of financial statements

a) Statement of compliance

These standalone Ind AS Financial Statements ("financial statements") have been prepared in accordance with Indian Accounting Standards as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with companies (Indian accounting standard) rules as amended from time to time and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI).

The financial statements of the Company for the year ended 31 March 2023 were approved for issue in accordance with the resolution of the Board of Directors dated 16 May 2023.

Basis of measurement

These financial statements have been prepared on a historical cost convention and an accrual basis, except for the following material items which have been measured at fair value as required by relevant Ind AS

- Derivative financial instruments;
- Financial instruments classified as fair value through other comprehensive income or fair value through profit or loss; and
- The net defined benefit asset/(liability) is recognized as the present value of defined benefit obligation less fair value of plan assets.

b) Critical estimates and judgement

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes.

- Assessment of useful life of items of property, plant and equipment and intangible asset—refer note 2.3
- Estimated impairment of financial instrument and non-financial assets—refer note 2.5 and note 2.6
- Recognition and estimation of tax expense including deferred tax—refer note 2.14 and note 15
- Estimation of assets and obligations relating to employee benefits—refer note 2.12 and note 31
- Fair value measurement—refer note 2.20 and note 33
- Measurement and likelihood of occurrence of provisions and contingencies—refer note 2.8 and note 38
- Measurement of consideration and assets acquired as part of business combination—refer note 2.4
- Assessment of revenue based on the progress of project using percentage of completion method, measured on the basis of effort involved which is akin to output to customer—refer note 2.9

In assessing the recoverability of receivables including unbilled receivables, contract assets and contract costs, goodwill, intangible assets, and certain investments, the Company has considered internal and external information up to the date of approval of these financial statements including credit reports and economic forecasts. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

2.2 Current–non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

Deferred tax assets and liabilities are classified as non-current assets and liabilities, respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current–non-current classification of assets and liabilities.

2.3 Property, plant and Equipment (PPE), Investment properties and Intangible assets

a) Items of property, plant and equipment

Items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. The cost of items of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Items of property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

b) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or for both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction cost and where applicable borrowing costs. Subsequent expenditure is capitalised to assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment property consists of freehold land and building, building is depreciated using the straight line method over their estimated useful life of 60 years.

c) Intangible assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Goodwill is initially recognised based on the accounting policy for business combinations (refer note 2.4). Goodwill is not amortised but is tested for impairment annually.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

d) Depreciation and amortisation methods, estimated useful lives, and residual value

Depreciation on items of property, plant and equipment is provided on a pro-rata basis on the straight-line method based on useful life specified in Part C of Schedule II to the Companies Act.

Freehold land is not depreciated. Leasehold improvements are amortised on a straight line basis over the period of lease or their useful lives, whichever is shorter.

Intangible assets are amortised on a pro-rata basis on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of intangible assets are as follows:

- Software—2 to 5 years
- Customer relationship—5 years
- Trademark—10 years

The residual values, useful lives, and method of depreciation/amortisation of items of property, plant and equipment, investment property and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

e) Derecognition

An item of property, plant and equipment and intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

2.4 Business Combination

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed.

Transaction costs are expensed as incurred. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

2.5 Impairment of non-financial assets

The Company's non-financial assets, other than deferred tax are reviewed at each reporting date to determine whether there is any such indication. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or group of CGUs that are expected to benefit from synergies of the combination.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, then Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

2.6 Financial instrument

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets except trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Trade receivables are recognised initially at the transaction price (as determined basis revenue recognition policy as mentioned in Note 2.9) unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

i. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instrument at FVOCI

A 'debt instrument' is classified as at the FVOCI if both of the following criteria are met:

i. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

ii. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVPL

FVPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Dividend income from the financial assets at FVPL is recognized in the statement of profit and loss within other income separately from the other gains/losses arising from changes in fair value.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Investments in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Impairment of financial instrument

The Company recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition.

Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivative financial instruments

The Company uses derivative financial instruments primarily forward contract to mitigate its currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value and changes therein are recognised in Statement of profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.7 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

are short-term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.8 Provisions and Contingent Liabilities

Provision

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities and commitments are reviewed at each balance sheet date.

2.9 Revenue recognition

The Company derives revenue primarily from content solutions, platform solutions, and related services.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue related to fixed-price contracts is recognised using percentage-of-completion method ('POC method') of accounting with efforts incurred in determining the degree of completion of the performance obligation.
- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions, and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Income received in advance comprising of Unearned and deferred revenue ("contract liability") is recognised when there is billing in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and/or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers geography and nature of services.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or the existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Revenue for fixed-price contracts is recognised using percentage-of-completion method. The Company uses judgement to estimate the efforts incurred which is used to determine the degree of completion of the performance obligation.

2.10 Recognition of dividend income and interest income

Dividend income is accounted for when the right to receive it is established.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Rental income from operating leases is recognised on time proportionate basis over the period of rent.

2.11 Government Grants

Government grants that are awarded as incentives with no ongoing performance obligations are recognised when there is reasonable assurance that:

a) the Company will comply with the conditions attached to them; and

b) the grant will be received.

These are recorded at fair value where applicable. Government grants are recognised in the statement of profit and loss, either on a systematic basis when the Company recognises, as expenses, the related costs that the grants are intended to compensate or, immediately if the costs have already been incurred.

Government grants related to income are presented as an offset against the related expenditure.

2.12 Employee benefits

a) Short term employee benefits: All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short term employee benefits, which include

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

benefits like salaries, wages, short term compensated absences, performance incentives, etc. measured on an undiscounted basis and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

b) **Post-employment benefits:** Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

- **Gratuity:** The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment, which is payable upon completion of period as per Gratuity Act 1972. The liability in respect of Gratuity is recognised in the books of accounts based on actuarial valuation by an independent actuary. The gratuity liability for the employees of the Company is funded with an insurance company in the form of a qualifying insurance policy. The gratuity benefit obligation recognised in the balance sheet represents the present value of the obligations as reduced by fair value of assets held by the Insurance Company. Actuarial gain/losses are recognised immediately in the other comprehensive income.
- **Superannuation:** Certain employees of the Company are also participants in the superannuation plan ('the Plan'), a defined contribution plan. Contribution made by the Company to the plan is charged to Statement of Profit and Loss.
- **Provident fund:** For employees in India, provident fund is deposited with Regional Provident Fund Commissioner. This is treated as defined contribution plan. Company's contribution to the provident fund is charged to Statement of Profit and Loss.
- **Employee State Insurance:** For employees in India, Employee State Insurance (ESI) is deposited with Employee State Insurance Corporation. This is treated as defined contribution plan. Company's contribution to the ESI is charged to Statement of Profit and Loss.
- **Social security plans:** For employees outside India, Employees contributions payable to the social security plan, which is a defined contribution scheme, is charged to the statement of profit and loss in the period in which the employee renders services.

c) **Other long-term employee benefits: Compensated absences:**

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made on early retirement, on separation, at resignation, and upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's liability in respect of compensated absences is recognised in the books of account based on actuarial valuation using projected unit

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

credit method as at Balance Sheet date by an independent actuary. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

d) Termination benefits:

Termination benefits are recognised as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Actuarial valuation

The liability in respect of all defined benefit plans is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations. Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

2.13 Treasury Shares

The Company has created an ESOP Trust (MPS Employee Welfare Trust "ESOP Trust") which acts as a vehicle to execute its ESOP Scheme. The ESOP trust is considered as an extension of the Company and the shares held by the ESOP trust are treated as Treasury shares. The ESOP Trust purchases Company's share from secondary market for issuance to the employees on exercise of the granted stock options. These shares are recognized at cost and is disclosed separately as reduction from Other Equity as treasury shares. No gain or loss is recognized the Statement of Profit and Loss on purchase, sale, issuance, or cancellation of treasury shares.

2.14 Tax Expense

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

relates to a business combination, or items recognised directly in equity or in OCI.

a) Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Any adjustment to the tax payable or receivable in respect of previous year is shown separately. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending upon the nature and circumstances of each uncertain tax position.

b) Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to freehold land and investments in subsidiaries, to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits, and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

2.15 Dividend Distributions

The Company recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Company. A corresponding amount is recognised directly in equity.

2.16 Foreign currency transactions and translations

a) Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). All the amount have been rounded-off to the nearest lacs unless otherwise stated.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction or at rates that closely approximate the rate at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

Foreign currency translation reserve

The exchange differences arising from the translation of financial statements of foreign branches with functional currency other than the Indian Rupee is recognized in other comprehensive income and is presented within equity.

2.17 Leases

The Company's lease asset classes primarily consist of leases for offices, lease lines, office equipments. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

2.18 Earnings per share

Basic earnings/ (loss) per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, except where the result would be anti-dilutive.

2.19 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.20 Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values. The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in the respective notes.

2.21 Recent Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023, as below:

Ind AS 1—Presentation of Financial Statements—This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8—Accounting Policies, Changes in Accounting Estimates and Errors—This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 12—Income Taxes—This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

3.1 Property, plant and equipment

Particulars	Freehold land (refer note 1 below)	Buildings (refer note 1 below)	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold improvements	Total
Gross carrying value							
As at 1 April 2021	400.00	901.23	2,057.37	59.54	0.18	6.75	3,425.07
Additions	-	-	345.10	-	-	1.53	346.63
Disposals/adjustments	-	-	(16.50)	(0.33)	-	-	(16.83)
Net exchange differences	-	-	0.17	0.59	-	0.25	1.01
As at 31 March 2022	**400.00**	**901.23**	**2,386.14**	**59.80**	**0.18**	**8.53**	**3,755.88**
Additions	-	-	174.13	3.09	-	4.13	181.35
Disposals/adjustments	-	-	(17.66)	-	-	-	(17.66)
Net exchange differences	-	-	6.01	1.42	-	0.59	8.02
As at 31 March 2023	**400.00**	**901.23**	**2,548.62**	**64.31**	**0.18**	**13.25**	**3,927.59**
Accumulated depreciation							
As at 1 April 2021	-	101.70	1,445.39	50.64	0.16	3.57	1,601.46
Depreciation charge for the year	-	20.35	356.93	8.46	-	3.21	388.95
Disposals/adjustments	-	-	(15.82)	(0.33)	-	-	(16.15)
Net exchange differences	-	-	0.11	0.50	-	0.21	0.82
As at 31 March 2022	**-**	**122.05**	**1,786.61**	**59.27**	**0.16**	**6.99**	**1,975.08**
Depreciation charge for the year	-	20.35	337.34	0.82	-	1.64	360.15
Disposals/adjustments	-	-	(17.40)		-	-	(17.40)
Net exchange differences	-	-	6.49	1.42	-	0.59	8.50
As at 31 March 2023	**-**	**142.40**	**2,113.04**	**61.51**	**0.16**	**9.22**	**2,326.33**

Net carrying value							
As at 31 March 2022	400.00	779.18	599.53	0.53	0.02	1.54	1,780.80
As at 31 March 2023	400.00	758.83	435.58	2.80	0.02	4.03	1,601.26

1. refer note 3.1.1
2. refer note 39 for capital commitments.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

3.1.1 Details of Immovable Property, whose title deeds are not in the name of Company

Relevant line item in the Balance sheet	Description of property	Net carrying value as at 31 March 2023	Net carrying value as at 31 March 2022	Name of Title deed holder	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for Title deed not being held in the name of the company
PPE	Land	400.00	400.00	Agreements to sell dated 23 May 1998 and 18 March 2003 between HASCO Associates and Macmillan India Limited (erstwhile name of MPS Limited); partnership deed of HASCO Associates where MPS Limited is partner and articles of association of HMG Ambassador Property Management Private Limited, where MPS Limited is a shareholder.	No	09-02-2000	MPS Limited, in its erstwhile name i.e., Macmillan India Limited, entered into a partnership deed dated 29 April 2004 for the partnership firm HASCO Associates, with other occupants of office units in the building. The parties converted the partnership into HMG Co. and incorporated it as a company under Part IX of the Companies Act, 1956 on 31 May 2004, pursuant to the deed of co-partnery dated 30 April 2004 and mutually settled their shareholdings amongst themselves as members of HMG Co. Accordingly, HMG Ambassador building came to be vested in HMG Co. The title to the property is in the name of HMG Co. The Company's undivided share, title and interest in the building as well as its office units in the building are represented by 14,750,000 equity shares of Rs. 10 each of HMG Co. with irrevocable right of permanent occupation.
	Building	758.83	779.18		No	09-02-2000	
Investment Property	Land	4.36	4.36	Sale deeds are between Brigade Investments, Macmillan India Limited and Brigade Marketing Company Private Limited. Brigade Marketing Company Private Limited is the erstwhile company that has been merged into the MPS Limited/Macmillan India Limited (erstwhile name of the MPS Limited) (purchasers) and Brigade Investments (seller).	No	31-12-1993	The title deeds for some floors of the property are in the name of Brigade Marketing Company Private Limited, an erstwhile company that was merged with Macmillan India Limited (now, MPS Limited) under Sections 391 to 394 of the Companies Act, 1956, pursuant to the approval of Karnataka High Court. The title deeds for eighth floor of the building are in the name of Macmillan India Limited, the erstwhile name of MPS Limited.
	Building	93.71	96.88		No	31-12-1993	

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

3.2 Investment property

Particulars	Freehold land	Buildings	Total
Gross carrying value			
As at 1 April 2021	4.36	114.93	119.29
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2022	**4.36**	**114.93**	**119.29**
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2023	**4.36**	**114.93**	**119.29**
Accumulated depreciation			
As at 1 April 2021	-	14.88	14.88
Depreciation charge for the year	-	3.17	3.17
Disposals/adjustments	-	-	-
As at 31 March 2022	**-**	**18.05**	**18.05**
Depreciation charge for the year	-	3.17	3.17
Disposals/adjustments	-	-	-
As at 31 March 2023	**-**	**21.22**	**21.22**

Net carrying value			
As at 31 March 2022	4.36	96.88	101.24
As at 31 March 2023	4.36	93.71	98.07

Amount recognised in profit or loss for investment property	Year ended 31 March 2023	Year ended 31 March 2022
Rental income derived from investment properties	-	-
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(33.07)	(30.21)
Loss arising from investment properties before depreciation	**(33.07)**	**(30.21)**
Less: Depreciation for the year	(3.17)	(3.17)
Loss arising from investment properties	**(36.24)**	**(33.38)**

Fair value of investment property	Freehold land and buildings
As at 31 March 2022	3,479.54
As at 31 March 2023	3,747.20

1. Investment property comprises land and building for basement, ground floor, first floor, eighth floor and parking areas situated in Bengaluru. The title deeds for land and building for basement, ground floor and first floor are in the name of Brigade Marketing Company Private Limited, erstwhile Company that was merged with Macmillan India Limited (now MPS Limited) in 2001 under section 391 to 394 of the Companies Act, 1956 in terms of the approval of the Honorable High Court at Karnataka. The title deeds for land and building for remaining areas are in the name of the Company.

2. The Company has obtained an independent valuation for the fair value of its investment property by a registered valuer as per rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 based on the market value approach. The valuer has relied on the prevalent real estate rates and realisable price of similar property in the same vicinity.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

4 Right-of-use assets*

Particulars	Building	Total
Gross carrying value		
As at 1 April 2021	767.45	767.45
Add: Additions during the year	463.16	463.16
Less: Depreciation charge for the year	331.99	331.99
Net exchange differences	2.30	2.30
As at 31 March 2022	**900.92**	**900.92**
Add: Additions during the year	16.38	**16.38**
Less: Disposals/adjustments	1.37	1.37
Less: Depreciation charge for the year	329.39	329.39
Net exchange differences	0.00	0.00
As at 31 March 2023	**586.54**	**586.54**

Net carrying value	Building	Total
As at 31 March 2022	900.92	900.92
As at 31 March 2023	586.54	586.54

* Refer note 32

5. Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets			Total
		Trademark	Customer relationship	Computer software (acquired)	
Gross carrying value					
As at 1 April 2021	3,405.73	417.85	1,731.57	1,691.55	7,246.70
Additions	-	-	-	19.48	19.48
Disposals/adjustments	(27.15)				(27.15)
Net exchange differences	102.24	12.80	38.97	17.24	171.25
As at 31 March 2022	**3,480.82**	**430.65**	**1,770.54**	**1,728.27**	**7,410.28**
Additions	-	-	-	-	-
Disposals/adjustments	-	-	-	-	-
Net exchange differences	305.69	38.08	146.23	165.18	655.18
As at 31 March 2023	**3,786.51**	**468.73**	**1,916.77**	**1,893.45**	**8,065.46**
Amortisation					
As at 1 April 2021	-	53.97	398.77	1,148.88	1,601.62
Amortisation expense for the year	-	43.45	354.09	225.46	623.00
Disposals/adjustments	-	-	-	-	-
Net exchange differences	-	1.68	10.23	5.39	17.30
As at 31 March 2022	**-**	**99.10**	**763.09**	**1,379.73**	**2,241.92**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

5. Goodwill and other intangible assets (Contd..)

Amortisation expense for the year	-	46.57	327.86	116.83	491.27
Disposals/adjustments	-	-	-	-	-
Net exchange differences	-	8.79	72.78	122.14	203.71
As at 31 March 2023	**-**	**154.46**	**1,163.73**	**1,618.70**	**2,936.90**

Net carrying value	Goodwill	Trademark	Customer relationship	Computer software (acquired)	Total
As at 31 March 2022	3,480.82	331.55	1,007.45	348.54	5,168.36
As at 31 March 2023	3,786.51	314.27	753.04	274.75	5,128.56

Net carrying value	As at 31 March 2023	As at 31 March 2022
Goodwill	3,786.51	3,480.82
Other Intangible assets	1,342.06	1,687.54

5(a) Impairment testing of goodwill

For the purposes of impairment testing, goodwill is allocated to the Cash Generating Units (CGU) which represents the lowest level at which the goodwill is monitored for internal management purposes, which is not higher than the Company's operating reportable segments.

The aggregate carrying amounts of goodwill allocated to platform solutions operating segment as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Platform solutions	3,786.51	3,480.82
	3,786.51	**3,480.82**

For the purpose of the impairment testing, goodwill is allocated to the Cash Generating Units (CGU) which represents the recoverable amount of the above CGU based on its value in use. The value in use of CGU is determined to be higher than the carrying amount post the sensitivity analysis towards change in the key assumptions including the cash flow projections consequent to the change in the estimated future economic conditions. No probable scenario was identified where the CGU recoverable amount would fall below their carrying amount.

Value in use was determined by discounting the future cash flows generated from the continuing use of the CGU. The calculation was based on the following key assumptions:

i. The anticipated annual revenue growth and margin included in the cash flow projections are based on past experience, actual operating results and the 5 year business plan in all periods presented.

ii. The terminal growth rate 2% to 3% for the year ended 31 March 2023 (31 March 2022: 1% to 2%) representing management view on the future long-term growth rate.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

5(a) Impairment testing of goodwill (Contd..)

iii. Discount rate of 17% to 19% for the year ended 31 March 2023 (31 March 2022: 14.5% to 19%) was applied in determining the recoverable amount of the CGUs. The discount rate was estimated based on past experience and historical industry average weighted-average cost of capital.

iv. The estimate of recoverable amount is particularly sensitive towards pretax discount rate and terminal growth rate, There will be no impairment even if the weighted average cost of capital is increased by 1% and the terminal growth rate is decreased by 1%. Management is not currently aware of any other reasonably possible changes to key assumptions that would cause a unit's carrying amount to exceed its recoverable amount.

The values assigned to the key assumptions represent the management's assessment of future trends in the industry and based on both internal and external sources.

6 (i) Non-current investments

Particulars	As at 31 March 2023	As at 31 March 2022
Investments carried at cost :		
Equity instruments of subsidiaries (unquoted)		
66,500 Units (31 March 2022: 66,500 Units) of USD 100 each fully paid up of MPS North America LLC, USA	4,257.40	4,257.40
6,20,00,000 Shares (31 March 2022: 6,20,00,000 Shares) of INR 10 each fully paid up of MPS Interactive Systems Limited	6,095.01	6,095.01
6 shares (31 March 2022: 6 shares) aggregating value of EUR 2,28,600 of TOPSIM GMBH	599.18	599.18
10,000 Shares (31 March 2022: 10,000) of CHF 10 each fully paid up of MPS Europa AG	810.39	810.39
	11,761.98	**11,761.98**

6 (ii) Current investments

Particulars	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2022
	Units in '000	INR in Lacs	Units in '000	INR in Lacs
Investment in mutual funds carried at fair value through profit or loss (unquoted, fully paid up)				
Kotak Liquid Fund- Direct Plan- Growth*	5.43	246.77	5.43	233.46
Tata Money Market Fund-Direct Plan Growth	9.88	399.98	55.45	190.27
HDFC Money Market Fund-Direct Plan Growth	8.13	399.98	-	-
Aditya Birla Sun Life Money Manager Fund - Growth-Direct Plan	94.87	299.99	-	-
Total	**118.31**	**1,346.72**	**60.88**	**423.73**
Aggregate market value of unquoted investments	**118.31**	**1,346.72**	**60.88**	**423.73**

*Out of the same mutual fund units i.e., 5.20 (units in thousands) with an NAV of INR 0.05 Lacs per unit as at 31 March 2023 (31 March 2022: Units 5.20 (units in thousands) as at NAV of INR 0.04 Lacs per unit) have been pledged with Kotak Mahindra Bank Limited as a security towards hedging facilities availed by the Company.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

7 Loans*

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Non current (unsecured, considered good)		
Financial instruments at amortized cost		
Loan to related parties (refer note 37 & note 44)	1,071.14	-
	1,071.14	**-**
(ii) Current (unsecured, considered good)		
Financial instruments at amortized cost		
Loan to related parties (refer note 37 & note 44)	292.82	-
Loan to employees	3.09	0.28
	295.91	**0.28**

*The Company does not have any loans which are either credit impaired or where there is significant increase in credit risk

8 Other financial assets

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Non current (unsecured, considered good)		
Security Deposit (refer note below)	158.00	177.34
Bank deposits held as margin money or security against guarantees	2.29	3.19
Bank deposits due to mature after 12 months of the reporting date	303.15	4,456.25
Interest accrued on deposits	25.63	-
	489.07	**4,636.78**

Note: Includes Security Deposit paid to ADI BPO Services Limited (Holding Company) as a deposit for premises and infrastructure facility taken on rent (refer Note 37)

Particulars	As at 31 March 2023	As at 31 March 2022
(ii) Current (unsecured, considered good)		
Unrealised gain receivable on forward covers	57.70	62.11
Security Deposit	33.53	10.58
Unbilled revenue	239.24	147.65
Interest accrued on deposits	287.21	381.35
	617.68	**601.69**

9 Non-current tax assets (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Advance income tax (net of provisions of INR 20,766.30 Lacs (31 March 2022: INR 18,405.86 Lacs))	521.21	492.53
	521.21	**492.53**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

10 Other assets

Particulars		As at 31 March 2023	As at 31 March 2022
(i)	**Other non-current assets (Unsecured, Considered Good)**		
	Security deposits	33.77	33.77
	Prepaid expenses	2.49	26.14
	Balances with government authorities	123.18	120.92
	Capital advances	82.99	1.96
		242.43	**182.79**
(ii)	**Other current assets (Unsecured, Considered Good)**		
	Security deposits		
	Doubtful	1.13	1.13
		1.13	1.13
	Less: Allowances for doubtful deposits	1.13	1.13
		-	-
	Advances to employees		
	Considered good	0.62	0.82
	Doubtful	13.77	8.30
		14.39	9.12
	Less: Allowances for doubtful advances to employees	13.77	8.30
		0.62	0.82
	Government grant receivables*	-	729.13
	Less- Expected Credit Loss	-	203.04
		-	526.09
	Prepaid expenses	413.85	527.46
	Contract assets (refer note 45(iii))	3,046.48	2,107.99
	Balances with government authorities	1,155.51	1,304.38
	Others advances	16.81	48.47
	Prepayment rent	-	0.04
		4,633.27	**4,515.25**

*represents grant receivable under Service Export from India Scheme

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Trade receivables

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Trade receivables	4,460.51	4,132.54
Receivables from subsidiaries (refer note 37)	453.35	738.75
	4,913.86	**4,871.29**
Break-up for details:		
Trade receivables (Unsecured)		
Considered good	4,953.28	4,951.11
Less: Expected credit loss allowance (refer note 34)	39.42	79.82
	4,913.86	4,871.29
Trade Receivables - credit impaired	-	-
Less: Expected credit loss allowance	-	-
	-	-
Total	**4,913.86**	**4,871.29**

Trade receivable ageing for year ended 31 March 2023

Particulars		Outstanding for following periods from due date of payment						
		Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	**Undisputed Trade receivable-**							
	Considered good	3,875.42	1,070.51	3.80	2.82	0.73	-	4,953.28
(ii)	**Undisputed Trade Receivable-**							
	which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	**Undisputed Trade Receivable-**							
	credit impaired	-	-	-	-	-	-	-
(iv)	**Disputed Trade Receivable-**							
	considered good	-	-	-	-	-	-	-
(v)	**Disputed Trade Receivable-**							
	which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	**Disputed Trade Receivable-**							
	credit impaired	-	-	-	-	-	-	-
	Total	**3,875.42**	**1,070.51**	**3.80**	**2.82**	**0.73**	**-**	**4,953.28**
	Less: Expected credit loss allowance							(39.42)
	Total							**4,913.86**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

Trade receivable ageing for year ended 31 March 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivable-							
Considered good	3,608.17	1,258.62	71.94	12.37	-	-	4,951.11
(ii) Undisputed Trade Receivable-							
which have significant increase in credit risk	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivable-							
credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivable-							
considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable-							
which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable-							
credit impaired	-	-	-	-	-	-	-
Total	**3,608.17**	**1,258.62**	**71.94**	**12.37**	**-**	**-**	**4,951.11**
Less: Expected credit loss allowance							(79.82)
Total							**4,871.29**

12 (i) Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Cash and cash equivalents		
Balances with banks		
-In current accounts	1,643.06	1,252.41
-In EEFC accounts	785.90	263.43
Total	**2,428.96**	**1,515.84**

12 (ii) Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Other balances with banks		
Term deposits with original maturity for more than 3 months but less than 12 months	4,816.39	2,981.00
Earmarked Balances with Banks		
Unclaimed dividends	24.14	29.74
Total	**4,840.53**	**3,010.74**
Details of bank balances/deposits		
Bank deposits due to mature within 12 months of the reporting date included under 'Other Balances with banks'	4,816.39	2,981.00
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current financial assets' (refer note 8 (i))	305.44	4,459.44
	5,121.82	**7,440.44**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

13 Share capital

(i)

Particulars	As at 31 March 2023	As at 31 March 2022
Authorised		
2,00,00,000 equity shares of INR 10 each	2,000.00	2,000.00
(31 March 2022: 2,00,00,000 equity shares of INR 10 each)		
	2,000.00	**2,000.00**
Issued, Subscribed & Paid-up		
1,71,05,816 (31 March 2022: 1,71,05,816) equity shares of INR 10 each fully paid up with voting rights	1,710.58	1,710.58
	1,710.58	**1,710.58**

(ii) Reconciliation of the equity share outstanding at beginning and at end of the year

	As at 31 March 2023		As at 31 March 2022	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares (with voting rights) outstanding at the beginning of the year	1,71,05,816	1,710.58	1,80,50,260	1,805.02
Issued during the year	-	-	-	-
Shares extinguished on buy-back	-	-	(9,44,444)	(94.44)
Outstanding at the end of the year	**1,71,05,816**	**1,710.58**	**1,71,05,816**	**1,710.58**

(iii) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The equity share holders are entitled to receive dividend as declared from time to time. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to number of equity shares held by the shareholders.

(iv) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares of INR 10 each fully paid up and held by				
ADI BPO Services Limited, the holding company	1,16,90,615	1,169.06	1,16,90,615	1,169.06

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

(v) Details of the promotors shareholders holding in the Company

Promoter Name	No. of Shares as at 31 March 2023	% of total shares	No. of Shares as at 31 March 2022	% of total shares	% change during the year 31 March 2023	% change during the year 31 March 2022
ADI BPO Services Limited, the holding company	1,16,90,615	68.34%	1,16,90,615	68.34%	0.00%	0.53%
Total	1,16,90,615		1,16,90,615			

(vi) Details of the shareholders holding more than 5% shares of the Company

Class of shares / Name of shareholder	As at 31 March 2023		As at 31 March 2022	
	Number	% holding in that class of shares	Number	% holding in that class of shares
Equity shares of INR 10 each fully paid up and held by				
ADI BPO Services Limited, the holding company	1,16,90,615	68.34%	1,16,90,615	68.34%

(vii) Reconciliation of Treasury shares oustanding at the beginning and at the end of the year

Treasury shares	As at 31 March 2023		As at 31 March 2022	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares of INR 10 each fully paid up and held by ESOP Trust				
At the beginning of the year	-	-	-	-
Add: Purchased during the year	1,19,187	1,280.49	-	-
Less: Exercised/sold during the year	-	-	-	-
At the end of the year	**1,19,187**	**1,280.49**	**-**	**-**

In accordance with "Employee Stock Option Scheme of MPS Limited", the ESOP Trust (MPS Employee Welfare Trust) purchased equity shares of the Company from secondary market. The shares purchased by the ESOP Trust are disclosed as Treasury Shares (Refer note 2.13).

(viii) Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

There are no bonus shares, shares issued for consideration other than cash issued during the period of five years immediately preceding the reporting date.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

13 Share capital (Contd..)

(ix) The Board of Directors, at its meeting held on 27 October 2021, approved Buyback of fully paid-up equity shares of face value of INR 10 each from the eligible equity shareholders through the tender offer process, at a price not exceeding INR 900 per equity share, for an aggregate amount not exceeding INR 8,500 Lacs, payable in cash. The Company has bought back 9,44,444 fully paid up equity shares and extinguished the equity shares bought back on 11 February 2022. The Company has utilised its Securities Premium of INR 10,442.74 Lacs and General Reserve of INR 21.28 lacs for the buyback of its equity shares. Total transaction cost including tax of INR 2,058.47 Lacs incurred towards buyback was offset from Securities Premium and General Reserve. In accordance with Section 69 of the Companies Act 2013, the Company has created Capital Redemption Reserve of INR 94.44 Lacs equal to the nominal value of the shares bought back as an appropriation from the General Reserve.

14 Lease liabilities*

	Particulars	As at 31 March 2023	As at 31 March 2022
(i)	**Non current**		
	Lease liabilities	413.37	704.24
		413.37	**704.24**
(ii)	**Current**		
	Lease liabilities	303.61	358.34
		303.61	**358.34**

(iii) Reconciliation of liabilities from financing activities

Particulars	As at 31 March 2023	As at 31 March 2022
Opening	1,062.58	1,225.23
Addition during the year	16.16	440.76
Interest on lease liabilities	93.03	91.94
Repayment of lease liabilities excluding interest expenses	(453.10)	(700.45)
Disposals/adjustments	(1.69)	-
Exchange difference on lease liabilities	-	5.10
Closing	**716.98**	**1,062.58**

* Refer note 32

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

15 Deferred tax liabilities (net)

Particulars		As at 31 March 2023	As at 31 March 2022
Deferred tax liability arising on account of:			
Property, plant and equipment and intangible assets		(197.49)	(128.83)
Unrealised MTM gain receivables on forward covers		(14.53)	(15.64)
Others		-	3.47
Total deferred tax liabilities	**A**	**(212.02)**	**(141.00)**
Deferred tax asset arising on account of:			
Allowance for credit impaired receivable		12.43	22.59
Expenses allowable for tax purposes when paid		13.05	15.68
Loss (net) on investment carried at fair value through profit or loss		20.65	23.98
Right of use asset and related liabilities		32.84	49.66
Others		5.00	-
Total deferred tax assets	**B**	**83.97**	**111.91**
Deferred tax liabilities (net)	**A+B**	**(128.05)**	**(29.09)**

Movement in deferred tax assets (net) for the year ended 31 March 2023

Particulars	As at 1 April 2022	Recognised in statement of profit and loss	Recognised in other comprehensive income	FCTR	Transfer from DTL to DTA	As at 31 March 2023
Assets						
Allowance for credit impaired receivable	22.59	(10.16)	-	-	-	12.43
Expenses allowable for tax purposes when paid	15.68	(2.63)	-	-	-	13.05
Gains on investment carried at fair value through profit or loss	23.98	(3.33)	-	-	-	20.65
Right of use asset and related liabilities	49.66	(16.82)	-	-	-	32.84
Liabilities						
Property, plant and equipment and intangible assets	(128.83)	(65.56)	-	(3.10)	-	(197.49)

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	As at 1 April 2022	Recognised in statement of profit and loss	Recognised in other comprehensive income	FCTR	Transfer from DTL to DTA	As at 31 March 2023
Unrealised gain receivables on forward covers	(15.64)	1.11	-	-	-	(14.53)
Others	3.47	1.53			-	5.00
Deferred tax liabilities (net)	**(29.09)**	**(95.86)**	**-**	**(3.10)**	**-**	**(128.05)**

Movement in deferred tax assets (net) for the year ended 31 March 2022

Particulars	As at 1 April 2021	Recognised statement of profit and loss	Recognised in other comprehensive income	FCTR	Transfer from DTL to DTA	As at 31 March 2022
Assets						
Allowance for credit impaired receivable	38.51	(15.92)	-	-	-	22.59
Expenses allowable for tax purposes when paid	25.92	(10.03)	(0.21)	-	-	15.68
Gains on investment carried at fair value through profit or loss	-	-	-	-	23.98	23.98
Right of use asset and related liabilities	121.53	(71.87)	-	-	-	49.66
Liabilities						
Property, plant and equipment and intangible assets	(61.81)	(67.30)	-	0.28	-	(128.83)
Unrealised gain receivables on forward covers	(19.11)	3.47	-	-	-	(15.64)
Gains on investment carried at fair value through profit or loss	(75.29)	99.27	-	-	(23.98)	(0.00)
Others	(120.02)	123.49			-	3.47
Deferred tax liabilities (net)	**(90.27)**	**61.11**	**(0.21)**	**0.28**	**-**	**(29.09)**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

16 Trade payables

Particulars	As at 31 March 2023	As at 31 March 2022
Trade payables		
Total outstanding due of micro enterprises & small enterprises (refer note 30)	41.87	16.09
Total outstanding due of creditors other than micro enterprises & small enterprises	1,970.20	2,431.08
	2,012.07	**2,447.16**

Trade Payable ageing for year ended 31 March 2023

Particulars		Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	27.43	14.44	-	-	-	-	41.87
(ii) Others	315.49	79.31	161.17	47.36	72.62	1,294.25	-	1,970.20
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	**315.49**	**106.74**	**175.60**	**47.36**	**72.62**	**1,294.25**	**-**	**2,012.07**

Trade Payable ageing for year ended 31 March 2022

Particulars		Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and small enterprises	-	8.04	8.05	-	-	-	-	16.09
(ii) Others	218.69	202.06	395.82	317.95	1,296.38	0.11	0.06	2,431.07
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	**218.69**	**210.11**	**403.87**	**317.95**	**1,296.38**	**0.11**	**0.06**	**2,447.16**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

17 Other financial liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Employee payable	403.00	404.51
Unclaimed dividends	24.14	29.74
	427.14	**434.25**

18 Other current liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Income received in advance (contract liabilities) (refer note 45(iii))	1,518.91	1,803.99
Advances from customers (Refer note 45(iii))	20.92	1,043.73
Payable for capital goods (refer note 37)	0.34	-
Statutory dues payable*	257.08	295.52
Others	46.93	12.19
	1,844.18	**3,155.43**

*includes goods and services tax, tax deducted at source, provident fund, employee state insurance, sales tax and others.

19 Provisions (current)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for gratuity (refer note 31)	35.38	92.98
	35.38	**92.98**

20 Current tax liabilities (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for tax (net of advance tax of INR 2,501.43 Lacs (31 March 2022: INR 2,757.10 Lacs))	214.77	143.15
	214.77	**143.15**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

21 Revenue from operations

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Sale of services (refer note 46)		
Exports (earning in foreign currency)	29,621.20	28,069.79
Domestic	120.45	83.79
Subtotal (1)	**29,741.65**	**28,153.58**

22 Other-operating revenue

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Government grants - Export Incentives	59.63	248.15
Subtotal (2)	**59.63**	**248.15**
Total revenue from operations(1+2)	**29,801.28**	**28,401.73**

23 Other income

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest income on:		
Financial assets-carried at amortised cost	125.96	-
Deposits with banks	234.37	506.62
Net gain on sale of current investment carried at fair value through profit or loss	7.88	9.00
Gain on investment carried at fair value through profit or loss	14.89	20.56
Mark to Market and net gain on foreign currency transactions	-	353.89
Other non-operating income (refer note (i) below)	528.33	228.56
	911.43	**1,118.63**

Note (i) Other non-operating income comprises:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Liabilities/provisions no longer required written back	255.67	13.72
Reversal of allowances for expected credit loss	229.83	111.11
Bad debts and advances recovered	20.61	0.39
Gain on sale/disposal/discard of property, plant and equipment (net)	6.83	8.49
Miscellaneous income	15.39	94.85
	528.33	**228.56**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

24 Employee benefits expense

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and wages	11,095.25	11,100.92
Contribution to provident and other funds (refer note 31)	591.86	584.04
Staff welfare expenses	303.51	288.85
	11,990.62	**11,973.81**

25 Finance costs

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest on lease liabilities (refer note 32)	93.02	91.94
Interest expense on income tax, service tax and goods & service tax	9.05	24.27
	102.07	**116.21**

26 Depreciation and amortization expense

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipment (refer note 3.1)	360.15	388.95
Depreciation on investment property (refer note 3.2)	3.17	3.17
Depreciation on right-of-use assets (refer note 4)	329.39	331.99
Amortization on intangible assets (refer note 5)	491.27	623.00
	1,183.98	**1,347.11**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

27 Other expenses

Particulars		Year ended 31 March 2023		Year ended 31 March 2022
Consumables		19.43		17.32
Outsourcing cost		1,557.06		1,595.29
Power and fuel		319.61		281.73
Rent		-		99.74
Hire charges		6.81		14.08
Repairs and maintenance - buildings		266.57		267.97
Repairs and maintenance - plant and machinery		302.63		476.22
Repairs and maintenance - others		0.15		3.76
Insurance		27.11		23.86
Rates and taxes		42.08		61.05
Communication		1,382.31		1,281.36
Travelling and conveyance		189.70		40.61
Expenditure on corporate social responsibility (refer note 40)		158.00		157.00
Legal and professional		260.50		348.24
Directors sitting fees		44.00		28.40
Payments to auditors (refer note (i) below)		45.17		43.47
Bad debts written off	10.30		81.97	
Less: Allowances for expected credit loss utilised for the above	10.30	-	16.04	65.93
MTM and net loss on foreign currency transactions		207.80		-
Advances written off		48.62		77.93
Allowances for contract assets and other receivables		-		212.95
Loss on liquidation of wholly owned subsidiary		-		0.85
Software expenses		582.69		455.26
Sales and support cost		-		409.41
Royalty expenses		65.97		56.90
Sales and marketing expenses		115.69		92.77
Miscellaneous expenses		134.08		132.01
		5,775.98		**6,244.11**

(i) Payments to the auditors comprises (net of input credit, where applicable):	Year ended 31 March 2023	Year ended 31 March 2022
To Statutory auditors		
for statutory audit	37.00	37.00
for tax audit	2.00	2.00
for other services	1.25	2.89
for reimbursement of expenses	4.92	1.58
	45.17	**43.47**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

28 Income tax

The major components of income tax expense for the year ended 31 March 2023 and 31 March 2022 are:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Current income tax:		
Current income tax charge for the year	2,935.76	2,685.94
Adjustments in respect of current income tax of previous years	-	68.29
	2,935.76	**2,754.23**
Deferred tax:		
Deferred tax (credit)/ charge for the year	95.89	(61.11)
	95.89	**(61.11)**
Tax expense reported in the Statement of Profit and Loss	**3,031.65**	**2,693.12**
Other comprehensive income (OCI)		
Tax related to items that will not be reclassified to Profit and Loss	6.91	(0.21)
Income tax charged to OCI	**6.91**	**(0.21)**

Reconciliation between average effective tax rate and applicable tax rate for the period ended 31 March 2023 and 31 March 2022:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Accounting profit before income tax	11,660.06	9,839.12
At India's statutory income tax rate	25.168%	25.168%
Computed Tax Expense	**2,934.60**	**2,476.31**
Change in tax rate*	16.91	60.91
Non-deductible expenses	41.00	45.53
Additional allowances for tax purpose	(2.16)	(6.28)
Others	41.30	48.36
Tax relating to earlier years	-	68.29
Income tax charged to Statement of Profit and Loss	**3,031.65**	**2,693.12**

* Tax on Income at different tax rates as per respective jurisdiction including overseas.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

29 Earnings per equity share

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Profit for the year attributable to the equity holders of the Company	8,628.41	7,146.00
*Weighted average number of equity shares outstanding	1,70,95,410	1,79,23,472
Face value per share (INR)	10.00	10.00
Earnings per share- basic & diluted (INR)	**50.47**	**39.87**

*Includes adjustment of 1,19,187 (31 March 2022: Nil) equity shares held by ESOP Trust as Treasury Shares under the ESOP scheme; and includes adjustment of Buy Back of Shares of fully paid equity shares: Nil (31 March 2022: 9,44,444) (refer note no 13(ix))

30 Micro, Small and Medium enterprises

There are no Micro, Small and Medium enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at the end of year except for the amount of INR Nil (31 March 2022: INR Nil) against which interest has been accrued (refer below(ii)). The information as required to be disclosed in relation to Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

	Particulars	As at 31 March 2023	As at 31 March 2022
(i)	The principal amount remaining unpaid to any supplier as at the end of the year	41.56	15.78
(ii)	The interest due on principal amount remaining unpaid to any supplier as at the end of the year	0.31	0.31
(iii)	The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v)	The amount of interest accrued and remaining unpaid at the end of the year	0.31	0.31
(vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act	0.31	0.31

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

31 Employee benefits in respect of the Company have been calculated as under:

(A) Defined contribution plans

The Company has certain defined contribution plan such as provident fund, 401(k) plan, employee state insurance (ESI) and social security fund and pension scheme for qualifying employees. Under the schemes, the company is required specified percentage of payroll costs to fund the benefits. During the year, the Company has contributed following amounts to:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Employer's contribution to provident fund	528.89	523.85
Employer's contribution to 401(k) plan	14.40	3.66
Employer's contribution to employee state insurance	48.57	56.52
	591.86	**584.04**

(B) Defined benefit plans

Gratuity

As per the "Gratuity Act,1972", the Company operates a scheme of gratuity which is a defined benefit plan and in accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity. The discount rate assumed is 7.30% p.a. (31 March 2022: 6.41% p.a.) which is determined by reference to market yield at the Balance Sheet date on Government bonds.

The retirement age has been considered at 58 to 65 years (31 March 2022: 58 to 65 years) and mortality table is as per IALM (2012-14) (31 March 2022: IALM (2006-08)).

The estimates of future salary increases, considered in actuarial valuation is 6% p.a. (31 March 2022: 6% p.a.), taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The plans assets are maintained with Life Insurance Corporation of India in respect of gratuity scheme for employees of the Company. The expected rate of return on plan assets is 7.30% p.a. (31 March 2022: 6.41% p.a.).

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the beginning of the year	771.48	753.86
Current service cost	97.66	92.47
Interest cost	48.30	47.19
Actuarial (gain)/ loss	37.09	(0.09)
Benefits paid	(101.25)	(121.95)
Present value of obligation at the end of the year	**853.28**	**771.48**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the end of the year	853.28	771.48
Fair value of plan assets at the end of the year	(817.90)	(678.50)
Net liabilities recognised in the Balance Sheet	**35.38**	**92.98**

Fair value of plan assets

Particulars	As at 31 March 2023	As at 31 March 2022
Plan assets at the beginning of the year	678.50	676.94
Expected return on plan assets	42.34	42.39
Contribution by employer	188.67	80.38
Actual benefits paid	(101.25)	(121.95)
Actuarial loss	9.65	0.74
Plan assets at the end of the year	**817.90**	**678.50**

Company's best estimate of contribution during next year is INR 135.58 Lacs (31 March 2022: INR 190.65 Lacs)

Composition of the plan assets is as follows:

Particulars	As at 31 March 2022
Central government securities	23.57%
State government securities	45.68%
Debentures and bonds	20.86%
Equity shares	9.89%

The above composition of plan assets are based on details received for 31 March 2022, details for 31 March 2023 are awaited from LIC.

Expense recognised in the Statement of Profit and Loss under employee benefits expense:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Current service cost	97.66	92.47
Interest Cost (Net of return on plan assets)	5.96	4.81
Expense recognised in the Statement of Profit and Loss	**103.62**	**97.28**

Amount recognised in the other comprehensive income:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Actuarial loss due to financial assumption change	(48.80)	(7.05)
Actuarial loss/(Gain) due to change in demographic assumption	-	(0.04)
Actuarial (gain) due to experience adjustment	85.89	7.00
Actuarial (loss)/gain on plan assets	(9.65)	(0.74)
Amount recognised in the other comprehensive income	**27.44**	**(0.83)**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Sensitivity analysis

Particulars	Year ended 31 March 2023		Year ended 31 March 2023	
Assumptions	**Discount rate**		**Future salary**	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit	(49.03)	55.21	55.37	(50.05)

Particulars	Year ended 31 March 2022		Year ended 31 March 2022	
Assumptions	**Discount rate**		**Future salary**	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit	(22.64)	24.00	23.98	(22.83)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

(C) Other long term benefits (compensated absences):

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the end of the year*	-	-

*As at 31 March 2023, the outstanding compensated absenses were INR 352.41 lacs (31 March 2022: INR 339.66 lacs) which were funded by plan assets of INR 353.41 lacs (31 March 2022: INR 326.96 lacs) and net plan assets of INR 1 lacs (31 March 2022: INR 7.3 lacs) are disclosed in note 10.

(D) The maturity profile of defined benefit obligation is as follows :

Particulars	As at 31 March 2023	As at 31 March 2022
Within 1 Year	104.11	92.32
1-2 year	77.42	71.66
2-3 year	84.05	77.66
3-4 year	93.07	72.97
4-5 year	84.29	81.16
5-10 years	394.60	347.58
More than 10 years	653.30	491.68

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

32 Leases

(i) In adopting Ind AS 116, the Company has applied the below practical expedients:

The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics

The Company has treated the leases with remaining lease term of less than 12 months as if they were "short term leases"

The Company has not applied the requirements of Ind AS 116 for leases of low value assets

(ii) The Company has discounted lease payments using the applicable incremental borrowing rate which ranges between 4.5% p.a. to 10.0% p.a. for measuring the lease liability.

(iii) Following amount has been recognised in standalone statement of profit and loss:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest on lease liabilities (refer note 25)	93.02	91.94
Depreciation of Right-of-use assets (refer note 26)	329.39	331.99
Impact on the statement of profit and loss for the year	**422.40**	**423.93**

(iv) Bifurcation of lease expenses on which exemption is taken

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Expense related to short-term leases	589.80	439.77
Expense related to leases of low value assets, excluding short team leases of low value	56.46	63.33
Total	**646.26**	**503.10**

(v) Amount recognised in the statement of cash flows

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Repayment of lease liabilities including interest expenses	(453.10)	700.45
Impact on the statement of cash flows for the year	**(453.10)**	**700.45**

(vi) Refer note 14 for lease liabilities and note 34 (iii) for contractual maturities of lease liabilities.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

33 Fair value measurements

Particulars	Note	Level of hierarchy*	As at 31 March 2023			As at 31 March 2022		
			FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets								
Investments in mutual fund (excluding investment in subsidiaries)	(d)	1	1,346.72	-	-	423.73	-	-
Trade receivables	(a)		-	-	4,913.86	-	-	4,871.29
Loans	(a, b)		-	-	3.09	-	-	0.27
Loans given to related party	(e)		-	-	1,363.96	-	-	-
Cash and cash equivalents	(a)		-	-	2,428.96	-	-	1,515.84
Bank balances other than cash and cash equivalents	(a)		-	-	4,840.53	-	-	3,010.74
Unrealised gain receivable on forward covers	(c)	2	57.70	-	-	62.11	-	-
Other financial assets	(a, b)		-	-	1,049.05	-	-	5,176.36
Total financial assets			**1,404.42**	**-**	**14,599.44**	**485.84**	**-**	**14,574.50**
Financial liabilities								
Lease liabilities	(a, f)		-	-	716.98	-	-	1,062.59
Trade payables	(a)		-	-	2,012.07	-	-	2,447.16
Other financial liabilities	(a)		-	-	427.14	-	-	434.25
Total financial liabilities			**-**	**-**	**3,156.19**	**-**	**-**	**3,944.00**

Note:

(a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturity of these instruments.

(b) Fair value of non-current financial assets has not been disclosed as there is no significant differences between carrying value and fair value.

(c) Derivatives are carried at fair value at each reporting date. The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.

(d) The fair value of the mutual funds are based on net assets value of the funds as at reporting date.

(e) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(f) The fair value of lease liabilities need not be disclosed as it is specific expemption as per Ind AS 107

* Refer note 2.20 for Level of hierarchy

34 Financial risk management

Risk management framework

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk.

i Market risk

Market risk includes foreign exchange risk, pricing risk and interest risk that may affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the returns.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

34 Financial risk management (Contd..)

Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which revenue and expense are denominated and the functional currency of the Company. The currencies in which the Company is exposed to risk are USD, EUR, GBP and Others. The Company takes adequate foreign exchange forward covers as per the guidelines approved by the Board to mitigate currency risk.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

	As at 31 March 2023				As at 31 March 2022			
	USD	EUR	GBP	Others	USD	EUR	GBP	Others
Cash and cash equivalents	655.00	5.42	96.14	1.37	50.95	7.47	229.67	1.86
Trade receivables	4,021.30	79.28	300.01	33.72	3,697.12	86.63	532.95	30.72
Loans	-	-	-	-	-	-	-	-
Other financial assets	42.87	22.12	105.26	4.89	7.89	-	105.24	4.88
Trade payables	(116.39)	-	(16.94)	-	(15.85)	(10.37)	(294.91)	(0.06)
Other financial liabilities	-	-	-	-	(9.73)	-	(1.35)	-
Net statement of financial position exposure	**4,602.78**	**106.82**	**484.47**	**39.98**	**3,730.38**	**83.73**	**571.60**	**37.40**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the USD, EUR and GBP against INR at 31 March would have affected the measurement of financial exposure denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact on forecast revenue and expenses.

	Equity and Profit or Loss (before tax)			
	Year ended 31 March 2023		Year ended 31 March 2022	
	Strengthening	Weakening	Strengthening	Weakening
USD (1% movement)	46.03	(46.03)	37.30	(37.30)
EUR (1% movement)	1.07	(1.07)	0.84	(0.84)
GBP (1% movement)	4.84	(4.84)	5.72	(5.72)
Others (1% movement)	0.40	(0.40)	0.37	(0.37)

Forward covers

The Company takes adequate foreign exchange forward covers to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is bank. These forward covers are value based on quoted prices for similar assets and liabilities in active markets or input that are directly or indirectly observable in the marketplace.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

The details in respect of outstanding foreign currency forward contract are as follows:

Forward exchange contract	Buy/Sell	As at 31 March 2023		As at 31 March 2022	
		FC in Lacs	INR in Lacs	FC in Lacs	INR in Lacs
USD	Sell	86.00	7,178.82	96.00	7,439.88
GBP	Sell	4.00	407.38	-	-

Pricing risk:

Pricing pressure is a constant risk due to increased competition. The Company strives to mitigate this risk with existing customers by a trade-off for volumes. Thereon, it is the Company's endeavour to reduce the impact by taking advantage of economies of scale and increasing productivity, as well increasing automation within these processes.

Interest rate risk

The Company is not exposed to interest rate risk.

ii Credit risk

Trade receivables and other financial assets

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and if a customer fails to meet its contractual obligations. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Details of concentration of revenue are as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from top customer (1 customer) (more than 10% revenue individually)	3,671.46	4,155.36
Revenue from top 15 customers	21,500.41	23,987.65

Expanding the customer base is mitigating this risk. Within the current customers, the Company is looking to deepen the partnership by supporting publishers in new areas of outsourcing.

Expected credit loss for trade receivables, unbilled revenues and contract assets (customer balances):

Customer balances forms a significant part of the financial assets carried at amortised cost and contract assets, which is valued considering provision for allowance using expected credit loss method. This assessment is not based on any mathematical model but an assessment considering the nature of segment, impact immediately seen in the demand outlook of these segments and the financial strength of the customers in respect of whom amounts are receivable.

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss.

Company's exposure to credit risk for customer balances using provision matrix is as follows:

Particulars	As at 31 March 2023			As at 31 March 2022		
	Gross carrying amount	Allowance for credit losses	Net carrying amount	Gross carrying amount	Allowance for credit losses	Net carrying amount
Less than 180 days	8,231.65	33.77	8,197.89	7,122.44	60.38	7,062.06
More than 180 days	7.35	5.65	1.70	84.31	19.44	64.87
	8,239.00	**39.42**	**8,199.58**	**7,206.74**	**79.82**	**7,126.93**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Movement in the expected credit loss allowance of trade receivables are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	79.82	197.74
Add: Addition due to business combination	-	-
Add: Provided during the year (net of reversal)	(32.26)	(113.87)
Less: Amount written off	(10.30)	(16.04)
Less: Impact of foreign currency translation	2.16	11.99
Balance at the end of the year	**39.42**	**79.82**

Expected credit loss on financial assets and contract assets other than trade receivables:

With regard to other financial assets with contractual cash flows other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no material provision for excepted credit loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet.

Investments and balances with banks

The Company limits its exposure to credit risk by investing in liquid securities, short term bonds and maintaining bank balances only with counterparties that have a good credit rating. The Company invests as per the guidelines approved by the Board to mitigate this risk.

iii Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury department is responsible for managing the short term and long term liquidity requirements. Liquidity situation is reviewed regularly by the management.

Exposure to liquidity risk

The following are the details of contractual maturities of financial liabilities at the reporting date:

Particulars	Contractual Cash flows					
	As at 31 March 2023			As at 31 March 2022		
	Carrying Amount	Within 1 year	More than 1 Year	Carrying Amount	Within 1 year	More than 1 Year
Non-derivative financial liabilities						
Lease liabilities	716.98	303.61	413.37	1,062.59	358.34	704.24
Trade payables	2,012.07	2,012.07	-	2,447.16	2,447.16	-
Other financial liabilities	427.14	427.14	-	434.25	434.25	-

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

35 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The capital structure is as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Total equity attributable to the equity share holders of the Company	1,710.58	1,710.58
Other Equity	33,488.04	30,889.00
As percentage of total capital	98.00%	96.84%
Total lease liabilities	716.98	1,062.59
As a percentage of total capital	2.00%	3.16%
Total capital (lease liabilities and equity)	**35,915.60**	**33,662.17**

The Company is equity financed which is evident from the capital structure. Further, the Company has always been a net cash company with cash and bank balances along with investment which is predominantly investment in fixed deposits with bank, liquid and short term mutual funds.

36 Segment information

Operating Segments

The Chairman and CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. Operating Segments have been defined and presented based on the regular review by the CODM to assess the performance of each segment and to make decision about allocation of resources. Accordingly, the Company has determined reportable segment by nature of its product and service, accordingly following are the reportable segments:

(a) **Content Solutions:** Content solutions mean creating and developing content for print and digital delivery. It includes content authoring/development, content production, content transformation, fulfillment and customer support services.

(b) **Platform Solutions:** Platform solutions means developing and implanting various software and technology services programs.

No operating segments have been aggregated to form the above reportable operating segments. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

(i) Revenue and expenses which relate to the Company as a whole and not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses'. Details are as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Segment revenue		
Content solutions	19,734.11	17,574.72
Platform solutions	10,067.17	10,827.01
Total revenue from operations	**29,801.28**	**28,401.73**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Segment results		
Content solutions	9,698.91	7,102.48
Platform solutions	4,467.21	4,086.30
Total	**14,166.12**	**11,188.78**
Less: Finance costs	102.07	116.21
Less: Un-allocable expenditure (net of un-allocable income)	2,403.99	1,233.45
Profit before tax	**11,660.06**	**9,839.12**
Tax expense	3,031.65	2,693.12
Profit for the year	**8,628.41**	**7,146.00**

(ii) Assets and liabilities used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments and the management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities.

(c) Geographical segments:

The geographical information analysis of the Company's revenue and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information segment revenue has been based on the geographical location of customers and segment assets which have been based on the geographical location of the assets.

(i) Revenue by geographical markets

Particular	Year ended 31 March 2023	Year ended 31 March 2022
India (country of domicile)	180.08	83.79
Europe	11,058.02	8,826.78
USA	17,381.98	18,235.65
Rest of the World	1,181.20	1,007.36
Total	**29,801.28**	**28,153.58**

(Revenue from one customer amounts to INR.3,671.46 lacs (previous year revenue from two customers amount to INR 4,155.36 lacs). No other single customer represents 10% or more to the company revenue for financial year ended 31 March 2023 and 31 March 2022.

(ii) Non-current assets (by geographical location of assets)*

Particular	As at 31 March 2023	As at 31 March 2022
India (country of domicile)	9,368.89	9,460.51
Europe	1,409.57	1,409.57
USA	9,161.59	9,518.54
Rest of the World	-	-
Total	**19,940.05**	**20,388.62**

*Non-current assets are excluding financial instruments and deferred tax assets.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

37 Related party transactions

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013) are disclosed below:-

A Names of related parties and description of relationship:

S.No.	Description of relationship	Names of related parties
	Related parties exercising control:	
(i)	**Holding Company**	ADI BPO Services Limited
	Related parties where control exist:	
(i)	**Direct subsidiaries**	MPS Interactive Systems Limited (100%)
	(Extent of holding)	MPS North America LLC (100%) MPS Europa AG (100%) TOPSIM GmbH (100%) HighWire North America LLC (100%) (dissolved w.e.f. 21 December 2021)
(ii)	**Step down subsidiaries of direct subsidiaries**	E.I. Design Private Limited (100%) (w.e.f. 30 May, 2022)
	(Extent of holding)	Semantico Limited (100%)
		HighWire Press Limited (100%) (Under process of Strike-off)
	Related parties with whom transactions have taken place:	
(i)	**Key management personnel (KMP)**	Mr. Nishith Arora, Chairman & Non - Executive Director till 30 June 2021 Mr. Rahul Arora, Chairman (w.e.f. 01 July 2021), CEO & Managing Director Mr. Sunit Malhotra, Chief Financial Officer (w.e.f. 19 May 2022) & Company Secretary (till 16 December 2022) Mr. Raman Sapra, Company Secretary (w.e.f. 17 December 2022) Mr. Ratish Mohan Sharma, Chief Financial Officer (till 18 May 2022) **Independent Non-Executive Directors:** Ms. Jayantika Dave, Independent Director Ms. Achal Khanna, Independent Director Mr. Ajay Mankotia, Independent Director Dr. Piyush Kumar Rastogi, Independent Director **Non-Independent Non-Executive Director:** Ms. Yamini Tandon, Non- Executive Director
(ii)	**Employee benefit trusts**	MPS Limited Employee Gratuity Fund:- Post-employment benefit plan of MPS Limited
		MPS Employee Welfare Trust:-Employee Stock Option Scheme of MPS Limited
(iii)	**Entities where KMP exercises significant influence**	ADI Media Private Limited

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

B Transactions during the year

	Description of transactions:	Name of related party	Year ended 31 March 2023	Year ended 31 March 2022
1	**Rentals paid**	ADI BPO Services Limited	211.86	184.23
		ADI Media Private Limited	2.63	5.28
2	**Infrastructure charges**	ADI BPO Services Limited	51.60	51.60
3	**Reimbursement of expenses-paid**	ADI BPO Services Limited	-	1.10
		ADI Media Private Limited	1.22	1.84
		MPS North America LLC	83.58	20.77
4	**Reimbursement of expenses-received**	MPS Interactive Systems Limited	10.78	-
		MPS North America LLC	37.45	0.37
		E.I. Design Private Limited	0.10	-
5	**Rendering of services**	MPS North America LLC	2,243.08	2,545.71
		Semantico Limited	333.59	275.86
6	**Outsourced Cost**	HighWire Press Limited	-	408.41
7	**Royalty income**	Semantico Limited	27.65	30.98
8	**Royalty expenses**	Semantico Limited	65.97	56.88
9	**Interest income on loan**	MPS Interactive Systems Limited	125.96	-
10	**Purchase of property, plant and equipment**	MPS Interactive Systems Limited	0.29	-
11	**Loan paid to Subsidary**	MPS Interactive Systems Limited	1,500.00	-
12	**Dividend Paid**	ADI BPO Services Limited	3,156.47	-
13	**Repayment of loan**	MPS Interactive Systems Limited	136.04	-
14	**Loss on liquidation**	HighWire North America LLC	-	0.85
15	**Remuneration**			
(i)	**Short-term employee benefits**	Mr. Rahul Arora	334.45	314.43
		Mr. Sunit Malhotra	69.18	63.14
		Mr. Ratish Mohan Sharma	8.70	31.82
		Mr. Raman Sapra	9.19	-
(ii)	**Post-employment benefits**	Mr. Rahul Arora	79.15	-
		Mr. Sunit Malhotra	2.88	0.29
		Mr. Raman Sapra	0.64	-
		Mr. Ratish Mohan Sharma	-	2.27
16	**Director sitting fees**	Ms. Jayantika Dave	8.40	6.40
		Ms. Achal Khanna	7.20	5.20
		Mr. Ajay Mankotia	10.60	9.00
		Dr. Piyush Kumar Rastogi	9.40	7.80
		Ms. Yamini Tandon	8.40	-
17	**Buy back of Equity Share**	ADI BPO Services Limited	-	5,228.94

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

C Balances at the year end	Name of related party	As at 31 March 2023	As at 31 March 2022
1 Security deposit placed	ADI BPO Services Limited	86.86	80.96
	ADI Media Private Limited	0.68	0.86
2 Right-of-use assets	ADI BPO Services Limited	10.50	15.74
	ADI Media Private Limited	0.20	0.02
3 Trade receivables	MPS North America LLC	381.31	480.54
	Semantico Limited	72.05	251.77
	MPS Interactive Systems Limited	-	0.77
4 Trade payables	ADI Media Private Limited	0.16	0.03
	HighWire Press Limited	-	301.82
	Semantico Limited	1,408.50	1,266.15
5 Payable on purchase of Fixed Assets	MPS Interactive Systems Limited	0.34	-
6 Projected benefit obligation	Mr. Rahul Arora	85.78	-
	Mr. Sunit Malhotra	16.24	12.74
	Mr. Ratish Mohan Sharma	-	2.57
	Mr. Raman Sapra	0.64	-
7 Other receivables	MPS North America LLC	5.41	5.67
	E.I. Design Private Limited	0.20	-
8 Inter company Loan Payable	MPS Interactive Systems Limited	1,363.96	-
9 Provision accured	Semantico Limited	-	22.50

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except the loan granted to MPS Interactive systems Limited (refer note 44). The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2022: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

38 Contingent liabilities to the extent not provided for:

(i) Claims against Company, disputed by the Company, not acknowledged as debt:

	As at 31 March 2023	As at 31 March 2022
(a) Income tax	249.58	318.29
(b) Service tax	43.14	43.14

The above amounts are based on the notice of demand / Assessment Orders / claims by the relevant authorities / parties and the Company is contesting these claims. Outflows, if any, arising out of these claims would depend on the outcome of the decisions of the appellate authorities and the Company's rights for future appeals before the judiciary. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

(ii) The Supreme Court on 28 February 2019 had provided its judgment regarding inclusion of other allowances such as travel allowances, special allowances, etc., within the expression 'basic wages' for the purpose of computation of contribution of provident fund under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ('EPF Act'). There are interpretive challenges on the application of the Supreme Court Judgment including the period from which judgment would apply, consequential implications on resigned employees, etc. Further, various stakeholders had also filed representations with PF authorities in this respect. All these factors raises significant uncertainty regarding the implementation of the Supreme Court Judgment. Owing to the aforesaid uncertainty and pending clarification from regulatory authorities in this regard, the Company had recognized provision for the PF contribution on the basis of above mentioned order with effect from the order date. Further, the management believes that impact of aforementioned uncertainties on the financial statements of the Company should not be material.

39 Commitments as at year end

Estimated amount of contracts remaining to be executed on capital account (net of advances) INR 77.21 lacs (31 March 2022: Nil).

40 Corporate Social Responsibility (CSR) Expense

Pursuant to Section 135 of the Companies Act 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company. The areas for CSR activities includes imparting education to underprivileged children and girls, building intellect and instill higher values of life through education, promoting healthcare and any other areas the Board may find appropriate. Gross amount required to be spent by the Company during the year was INR 158 Lacs (for the year ended 31 March 2022; INR 157 Lacs).

a) Details of amount required, spent and shortfall in CSR Expense during the year

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Amount required to be spent by the company	158	157
Amount incurred during the year ***(Refer "b" below)***	158	157
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Amount of provision made with respect to a liability incurred by entering into a contractual obligation	-	-

b) Amount spent by the company on its CSR activities are as follows:

Purpose	Year ended 31 March 2023		Year ended 31 March 2022	
	Paid in cash	Yet to be paid in cash	Paid in cash	Yet to be paid in cash
(i) Construction/acquistion of any asset	-	-	-	-
(ii) On purposes other than (i) above				
Promotion of education and skills	108.00	-	115.00	-
Health care	50.00	-	42.00	-
Total	**158.00**	**-**	**157.00**	**-**

c) There was no shortfall as at 31 March 2023 (31 March 2022: Nil).

d) No contribution was made to any trust controlled by the Company or any related parties in relation to CSR expenditure.

e) No amount was spent on any on-going project.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
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41 During the year, the company paid final dividend of INR 5,131.74 Lacs (31 March 2022 Nil) to its equity share holders. This represents a payment of INR 30 per equity share (31 March 2022 Nil).

The Board recommended a final dividend of INR 20 (face value of INR 10 per share) per equity share. This payment is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company to be held on 31 July 2023.

42 The Company publishes this financial statement along with the consolidated financial statements. In accordance with Ind AS 108, Operating Segments, the Company has disclosed the segment information in the consolidated financial statements.

43 The Company has granted a loan of INR 1,500 Lacs to MPS Interactive Systems Limited, its wholly owned subsidiary for acquistion of 100% Equity Shares of E.I. Design Private Limited. Details of which are as follows:-

Name of Intermediary	Date	Amount	Loan/ Investment/ advance	Details of funds further invested by Intermediary	Date of investment
MPS Interactive Systems Limited	30-05-2022	1500	Loan	INR 1,500 lacs invested in 100% equity shares of E.I. Design Private Limited	30-05-2022

The above transaction in not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

44 Disclosure pursuant to Section 186(4) of the Companies Act, 2013 in respect of unsecured loans to subsidiary company (refer note 37):

MPS Interactive Systems Limited	As at 31 March 2023	As at 31 March 2022
Outstanding as at the beginning of year	-	-
Given during the year	1,500.00	-
Repaid during the year	136.04	-
Maximum balance outstanding	1,500.00	-
Outstanding as at the end of year	**1,363.96**	**-**

The loan is granted to the subsidiary for further investment in 100% equity shares of E.I. Design Private Limited at 10% per annum interst rate which is repayable as per stipulated schedule over a period of 5 years.

45 Revenue from contracts with customers

(i) Revenue from contracts with customers (refer note 21)

Revenues for the year ended 31 March 2023 and 31 March 2022 are as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Content solutions	19,691.06	17,326.82
Platform solutions	10,050.59	10,826.76
	29,741.65	**28,153.58**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
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(ii) Disaggregation of revenue from contracts with customers (refer note 21)

In the following table, revenue is disaggregated by primary geographical market and major products/service lines.

Revenue by geographical markets	Year ended 31 March 2023			Year ended 31 March 2022		
	Content solutions	Platform solutions	Total	Content solutions	Platform solutions	Total
India (country of domicile)	31.28	89.17	**120.45**	17.95	65.83	**83.78**
Europe	7,762.19	3,295.83	**11,058.02**	5,439.18	3,387.60	**8,826.78**
USA	11,476.93	5,905.05	**17,381.98**	11,559.51	6,676.14	**18,235.65**
Rest of the world	420.66	760.54	**1,181.20**	310.17	697.19	**1,007.36**
Total	**19,691.06**	**10,050.59**	**29,741.65**	**17,326.82**	**10,826.76**	**28,153.58**

Refer note 34 (ii) on financial risk management for information on revenue from top customers.

(iii) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Particulars	As at 31 March 2023	As at 31 March 2022
Receivables, which are included in 'Trade and other receivables' (refer note 11)	4,913.86	4,871.29
Unbilled revenue (refer note 8(ii))	239.24	147.65
Contract assets (refer note 10(ii))	3,046.48	2,107.99
Contract liabilities (refer note 18)	1,539.83	2,847.72

Trade receivables are non-interest bearing and are generally on terms of 0 to 60 days.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Significant changes in the contract assets and the contract liabilities balances during the year are as follows

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
Balance as at beginning of the year	**2,107.99**	**2,847.72**	**2,049.93**	**1,396.15**
Revenue recognised that was included in the unearned balance at the beginning of the year	-	(2,791.36)	(54.61)	(1,364.62)
Increases due to cash received, excluding amounts recognised as revenue during the year	-	1,451.89	14.07	2,817.60
Transfers from contract assets recognised at the beginning of the year to receivables	(2,024.22)	-	(1,995.32)	-
Increases as a result of changes in the measure of progress	2,962.71	-	2,093.92	-
Exchange Impact	-	31.58	-	(1.41)
Balance at the end of the year	**3,046.48**	**1,539.83**	**2,107.99**	**2,847.72**

(iv) The amount of revenue recognised from performance obligations satisfied (or partially satisfied) in previous years, mainly due to the changes in the transaction price is Nil (31 March 2022 : Nil)

(v) Reconciliation of revenue recognized with the contracted price is as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Contracted price	29,777.83	28,159.81
Reductions towards variable consideration components	(36.18)	(6.23)
Revenue recognised	**29,741.65**	**28,153.58**

The reduction towards variable consideration comprises of volume discounts, bulk discount and price discount, etc.

(vi) Transaction price allocated to the remaining performance obligations

The Company applies the practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

46 Relationship with Struck off Companies

Where the company has any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details, namely:-

Name of struck off company	Nature of transactions with struck-off Company	Balance Outstanding as at 31 March 2023	Balance Outstanding as at 31 March 2022	Relationship with the Struck off company, if any
Trinity Publishing services (P) Ltd	Payables	0.18	0.18	No
Green Land Facilities Management	Payables	-	0.54	
		0.18	**0.72**	

47 Company is compliant with number of layers prescribed under Clause 87 of Section 2 of Companies Act, 2013.

48 Utilisation of Security premium Total utilisation of Security premium Nil in FY 2022-23

49 Employee Stock Option Scheme

The shareholders of the Company vide Postal Ballot Resolution dated 21 January 2023, had approved 'MPS Limited-Employee Stock Options Scheme 2023' ("ESOS 2023" or "Scheme") authorizing the Nomination and Remuneration Committee to grant to the eligible employees of the Company and its subsidiary(ies) not exceeding 4,00,000/- (Four Lacs) employee stock options, convertible into not more than equal number of equity shares of face value of Rs. 10/- (INR Ten) each fully paid up upon exercise, out of which not more than 2,00,000 (Two Lacs) equity shares to be sourced from Secondary Acquisition, from time to time through an employee welfare trust namely 'MPS Employee Welfare Trust' ("Trust").

50 Subsequent Events after Balance Sheet date

Subsequent to the quarter ended 31 March 2023, the Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 11 April 2023, had considered and approved the grant of 74,030 (Seventy Four Thousand and Thirty) options exercisable into not more than 74,030 (Seventy Four Thousand and Thirty) of equity shares of the Company of the face value of Rs. 10/- (INR Ten Only) each fully paid-up, to eligible employees under the Scheme.

Subsequent to the quarter ended 31 March 2023, the Board of Directors of the Company, in its meetings on 11 April 2023, has considered and approved the Raising of funds through the issuance of equity shares of the Company ("Equity Shares") or any other Equity-linked Securities of the Company or other securities convertible into or exchangeable for Equity Shares by way of Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws, and/or any other permissible mode(s), in one or more of the tranches for an aggregate amount up to INR 250 crores (INR Two hundred fifty crores Only), subject to necessary approval and such other permissions, sanctions and statutory approvals, as may be required. The same was approved by the Shareholders vide Postal Ballot Resolution dated 14 May 2023.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
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51 Ratios

Ratios	Formulas for Computation	Measures (Times/ Percentage)	31 March 2023	31 March 2022	Variation	Remarks
Current Ratio	Curren Assets/ Current Liabilities	Times	3.94	2.25	75%	During the current year, the company witnessed significant increase in cash and bank balances along with increase in current investment. On the contrary, advance from customers and trade payables decreased, thus resulting in increase in current ratio.
Debt-Equity Ratio	Total Debts / Net Worth	Times	NA	NA	NA	There is no debt in the company.
Debt Service Coverage Ratio	EBITDA/Debt Service	Times	NA	NA	NA	There is no debt in the company.
Return on Equity Ratio	PAT/Net worth	Percentage	25%	21%	22%	Not applicable as variation is within 25%
Inventory turnover Ratio	COGS/ Average Inventory	Times	NA	NA	NA	Company is in service sector.
Trade Receivable turnover Ratio	Revenue from Operations/ Average Debtors	Times	6.02	5.22	15%	Not applicable as variation is within 25%
Trade Payable turnover Ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	2.50	2.03	23%	Not applicable as variation is within 25%
Net Capital turnover Ratio	Revenue from Operations/ Average Working Capital (i.e Total Current Assets Less Total Current Liabilities)	Times	2.64	3.23	-18%	Not applicable as variation is within 25%
Net Profit Ratio	PAT/ Revenue from Operations	Percentage	29%	25%	15%	Not applicable as variation is within 25%
Return on Capital Employed	EBIT/Capital Employed ((Net Worth +Lease Liabilities +Deferred Tax Liabilities)	Percentage	33%	30%	10%	Not applicable as variation is within 25%
Return on Investments	PBT/Total Assets	Percentage	29%	25%	17%	Not applicable as variation is within 25%

Notes forming part of Standalone Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

52 Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company has not granted any loans and advances in nature of loan, either repayable on demand or without specifying any terms or period of repayments to promoters, directors, KMP and related parties during the year.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the period/year.

(v) The Company has not advanced or loaned or invested funds, other than those disclosed in Note No. 43, to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

For **Walker Chandiok & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of **MPS Limited**

Rohit Arora
Partner
Membership Number: 504774
Place: New Delhi
Date : 16 May 2023

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date : 16 May 2023

Independent Auditor's Report

To the Members of **MPS Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of MPS Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2023, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue from Contracts with customers The Group's revenue is derived primarily from content solutions, eLearning solutions, platform solutions, and related services recognised in accordance with the accounting policy described in Note 2.9 to the accompanying consolidated financial statements. Refer note 21 for related financial disclosures. Revenue recognition for the sale of services in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') for the Group involves management judgement in the identification of distinct performance obligations in case of combined contracts, determination of transaction price in view of variable consideration terms included in contracts, and allocation of the transaction price to the performance obligations identified by determining standalone prices of the respective performance obligations. Further, the management has determined that the Group transfers the control of aforesaid services provided to customers over time as the entity's performance does not create an asset with an alternate use to the Group and the entity has an enforceable right to payment for performance obligations completed to date. Significant judgement is required in determining the extent of performance obligations satisfied, which involves selection of appropriate methods for measuring progress and use of estimates linked to output delivered. The Group and its external stakeholders focus on revenue as a key performance measure, which could be an incentive or external pressure to meet expectations resulting in revenue being overstated or recognised before performance obligations are completed. Thus, considering the aforementioned factors, it involves considerable audit efforts to test the accuracy, occurrence and completeness of revenue recognition and has therefore been determined as a key audit matter for the current year audit.	Our audit procedures in respect of revenue recognition included, but were not limited to the following: • Understood the process of revenue recognition and evaluated the appropriateness of the revenue recognition accounting policies adopted by the Group in terms of principles enunciated under Ind AS 115; • Evaluated the integrity of the information and technology general control environment and tested the operating effectiveness of key IT application controls. • Evaluating the design, implementation, and operating effectiveness of the Group's key financial controls in respect of revenue recognition and tested the operating effectiveness of such controls for a sample of transactions. • Performed substantive testing of revenue transactions recorded during the year using statistical sampling by verifying the underlying supporting documents including customer contracts to confirm distinct performance obligations identified by the Group, test measurement and allocation of the transaction price to identified performance obligations, and determining the accuracy of recording of revenue based on progress towards satisfaction of performance obligations. • Tested the contracts assets and contract liabilities recorded by the Group at year end, on a sample basis, by evaluating appropriateness of method adopted by the Group, including use of estimates, for measuring progress towards satisfaction of performance obligations. • Performed substantive analytical procedures which included variance analysis of current year revenue with previous year revenue considering both qualitative and quantitative factors to identify any unusual trends or any unusual items. • Ensured that the disclosure requirements of Ind AS 115 have been complied with.

Key audit matter	How our audit addressed the key audit matter
Business Combination As described in notes 2.4 and 39 to the accompanying consolidated financial statements, during the year ended 31 March 2023, the Group acquired E.I. Design Private Limited. The Group has accounted for aforementioned acquisition of businesses in accordance with Ind AS 103—Business Combination, which requires the recognition of identifiable assets and liabilities, in a business combination at fair value at the date of acquisition, with the excess of the acquisition price over the identified fair values recognised as goodwill. Management has appointed a valuation expert to allocate the purchase price to the identifiable assets and liabilities and identified intangible assets. Basis the procedure performed for purchase price allocation, management represents that identifiable assets and liabilities including identifiable intangible assets and resulting goodwill are disclosed at the fair value as on the date of acquisition. We have considered the above business combination to be a matter of most significance to our current year audit as this transaction involved significant judgements and estimates in relation to the accounting as per the requirements of Ind AS 103.	Our audit procedures relating to acquisitions made by the Group included, but were not limited to the following: • Evaluated the contracts entered by the Group with to assess the acquisition date, in accordance with Ind AS 103. • Obtained report of the management's external valuation specialists for the valuation of intangibles including the purchase price allocation and assessed the competence and objectivity of the management's expert and gained an understanding of the work done by the valuation expert. • Assessed the reasonability of the management estimates and judgements used to fair value the identifiable assets and liabilities and identifiable intangible assets. • Tested the identifiable assets and liabilities which forms the part of working capital including any adjustment, to assess the reasonability/ appropriateness of the amounts as used for purchase price allocation. • Involved our auditor's experts to assess the valuation assumptions and methodology considered by the management's expert to allocate the purchase price to identifiable assets and liabilities. • Evaluated the appropriateness and adequacy of disclosures given in the consolidated financial statements, including disclosure of significant assumptions and judgements, in accordance with applicable accounting standards.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon.

   Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations or has no realistic alternative but to do so.
9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with the Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the

circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information/financial statements of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision, and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of three subsidiaries, whose financial statements/financial information reflects total assets of ₹ 5,429.14 lakhs and net assets of ₹ 3,112.18 lakhs as at 31 March 2023, total revenues of ₹ 4,221.10 lakhs and net cash inflows amounting to ₹ 486.70 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries are based solely on the reports of the other auditors.

    Further, these three subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

16. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹ Nil and net assets of ₹ Nil as at 31 March 2023, total revenues of ₹ Nil, and net cash outflows amounting to ₹ 121.86 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, financial statements are not material to the Group.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act based on our audit, we report that the Holding Company, its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
18. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us of companies included in the consolidated financial statements and covered under the Act, we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
19. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
    c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
    d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
    e) On the basis of the written representations received from the directors of the Holding

Company, and its subsidiary companies and taken on record by the Board of Directors of the Holding Company and its subsidiary companies, covered under the Act, none of the directors of the Group companies are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 37 to the consolidated financial statements;

ii. The Holding Company and its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2023 except as follows;

Name of company	Status	Amount (₹ in lakhs)	Due date	Date of payment
MPS Limited	Holding Company	2.16	25 September 2022	20 October 2022

iv. a. The respective managements of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in note 49 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in note 49 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. a. The final dividend paid by the Holding Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

b. As stated in note 40 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to the declaration of dividend.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies, which use accounting software for maintaining their books of account, to use such accounting software that has a feature of audit trail, with effect from the financial year beginning on 1 April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner
Membership No.: 504774
UDIN: 23504774BGTGQH4794

Place: New Delhi
Date: 16 May 2023

Annexure 1

List of entities included in the Statement

Entity Name	Relationship
MPS Interactive Systems Limited	Subsidiary
E.I. Design Private Limited	Subsidiary
MPS North America LLC	Subsidiary
MPS EUROPA AG	Subsidiary
Highwire Press Limited	Subsidiary
Semantico Limited	Subsidiary
TOPSIM GmbH	Subsidiary

Annexure II

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of MPS Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies which are companies covered under the Act are responsible for establishing and maintaining internal financial controls based on internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements

for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary companies which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner
Membership No.: 504774
UDIN: 23504774BGTGQH4794

Place: New Delhi
Date: 16 May 2023

Consolidated Balance Sheet as at 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)
CIN: L22122TN1970PLC005795

Particulars	Note	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	1,944.09	2,023.69
Investment property	3.2	98.07	101.24
Right-of-use assets	4	622.42	1,031.22
Goodwill	5	11,522.91	8,700.53
Other intangible assets	5	3,072.06	2,501.58
Financial assets			
Other financial assets	8 (i)	1,175.64	4,754.52
Non-current tax assets (net)	9 (i)	636.13	615.03
Deferred tax assets (net)	17	101.94	50.75
Other non-current assets	10 (i)	379.78	313.86
Total non-current assets		**19,553.04**	**20,092.42**
Current assets			
Financial assets			
Investments	6 (i)	2,781.87	584.63
Trade receivables	11	8,659.79	8,570.28
Cash and cash equivalents	12 (i)	5,800.92	7,948.37
Bank balances other than cash and cash equivalents	12 (ii)	9,953.43	5,334.54
Loans	7	3.09	0.28
Other financial assets	8 (ii)	755.48	690.72
Current tax assets (net)	9 (ii)	-	28.90
Other current assets	10 (ii)	7,659.80	6,460.13
Total current assets		**35,614.38**	**29,617.85**
TOTAL ASSETS		**55,167.42**	**49,710.27**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	1,710.58	1,710.58
Other equity		40,659.06	34,976.60
Total equity		**42,369.64**	**36,687.18**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	14 (i)	421.71	741.31
Provisions	15 (i)	46.69	45.67
Deferred tax liabilities (net)	17	1,723.45	1,305.71
Total non-current liabilities		**2,191.85**	**2,092.69**
Current liabilities			
Financial liabilities			
Lease liabilities	14 (ii)	335.45	457.17
Trade payables			
Total outstanding dues of micro enterprises and small enterprises; and	16	70.31	25.11
Total outstanding dues of creditors other than micro enterprises and small enterprises	16	1,964.45	1,781.17
Other financial liabilities	18	769.48	781.63
Other current liabilities	19	7,150.45	7,585.97
Provisions	15 (ii)	92.30	131.70
Current tax liabilities (net)	20	223.49	167.65
Total current liabilities		**10,605.93**	**10,930.40**
TOTAL EQUITY AND LIABILITIES		**55,167.42**	**49,710.27**
Significant accounting policies	2		
Notes to consolidated financial statements	3-49		
The accompanying notes form an integral part of consolidated financial statements			

This is consolidated balance sheet referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place : New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place : New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place : New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Consolidated Statement of Profit & Loss for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Note	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from operations	21-22	50,104.68	44,888.18
Other income	23	1,077.30	1,408.87
Total income		**51,181.98**	**46,297.05**
Expenses			
Employee benefits expense	24	21,280.72	20,174.20
Finance costs	25	110.78	153.22
Depreciation and amortization expense	26	1,949.08	2,087.72
Other expenses	27	13,148.46	12,086.12
Total expenses		**36,489.04**	**34,501.26**
Profit before tax		**14,692.94**	**11,795.79**
Tax expense:	28		
Current tax		3,719.88	2,850.75
Adjustment of tax relating to earlier years		(3.79)	47.61
Deferred tax	17	57.52	185.38
Total tax expenses		**3,773.61**	**3,083.74**
Profit for the year		**10,919.33**	**8,712.05**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit liability/assets		(30.08)	33.88
Income tax relating to items that will not be reclassified to profit or loss		7.57	(8.53)
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		1,198.03	396.41
Total other comprehensive income for the year , net of tax		**1,175.52**	**421.76**
Total comprehensive income for the year		**12,094.85**	**9,133.81**
Earnings per equity share (nominal value of share INR 10)			
- Basic and diluted (earnings per equity share expressed in absolute amount in INR)	29	63.87	48.61
Significant accounting policies	2		
Notes to consolidated financial statements	3-49		
The accompanying notes form an integral part of consolidated financial statements			

This is consolidated statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place : New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

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Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Consolidated Cash Flow Statement for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Cash flows from operating activities		
Net profit before tax	**14,692.94**	**11,795.79**
Adjustments:		
Depreciation and amortisation expense	1,949.08	2,087.72
Interest income	(320.70)	(594.98)
Net gain on sale of current investment	(9.77)	(10.47)
Finance costs	110.78	153.22
Gain on sale of property, plant and equipment (net)	(8.14)	(9.93)
Gain on investment carried at fair value through profit or loss (net)	(34.96)	(23.10)
Liabilities/provisions no longer required written back	(299.47)	(43.79)
Allowances for expected credit loss (net)	36.74	(69.07)
Bad debts written off (net)	-	85.51
Allowances for doubtful advances (net)	5.47	2.76
Allowances for contract assets (net)	(177.44)	212.95
Income from government grants	-	(248.15)
Advances written off (net)	86.38	77.54
Unrealised foreign exchange gain (net)	429.79	45.60
Unrealised foreign exchange loss on mark-to-market on forward contracts	4.41	13.83
Gain on Termination of Lease	(4.09)	-
Operating cash flows before working capital changes	**16,461.02**	**13,475.43**
Decrease in trade receivables	255.74	461.15
Increase in loans and Advances	(2.82)	(2.74)
(Increase)/decrease in other financial assets	(169.87)	159.48
Increase in other current assets	(733.49)	(495.68)
Decrease in other non-current assets	17.07	119.94
Increase/(decrease) in trade payables	55.96	(392.44)
Increase/(decrease) in other financial liabilities	32.06	(259.22)
(Decrease)/increase in other liabilities	(875.53)	2,025.39
Decrease in provisions	(219.25)	(153.97)
Cash generated from operations	**14,820.88**	**14,937.34**
Income tax paid (net of refunds)	(3,538.89)	(3,449.64)
Net cash generated from operating activities (A)	**11,281.99**	**11,487.70**
B. Cash flows from investing activities		
Purchase of property, plant and equipment adjusted capital advances and capital creditors	(428.77)	(417.49)
Purchase of other intangible assets	(9.71)	(22.27)
Sale of property, plant and equipment	16.62	22.53
Acquisition of business (net of cash and cash equivalents acquired)	(3,327.21)	-
Purchase of current investments	(7,844.00)	(5,873.00)
Sale of current investments	5,691.49	6,149.01
Purchase of term deposits	(9,294.77)	(8,518.10)
Redemption of term deposits	8,338.51	9,497.45
Rent received	-	400.05
Interest received	383.78	297.72
Net cash (used in)/generated from investing activities (B)	**(6,474.06)**	**1,535.90**

Consolidated Cash Flow Statement for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
C. Cash flows from financing activities		
Repayment of lease liabilities including interest expenses	(592.85)	(970.17)
Purchase of treasury shares by ESOP Trust	(1,280.65)	-
Buy-back of equity shares (refer note 13 ix)	-	(8,500.00)
Expenses for buy-back of equity shares (refer note 13 ix)	-	(78.32)
Tax on buy-back of equity shares (refer note 13 ix)	-	(1,980.16)
Finance costs paid	(4.62)	(22.50)
Dividend paid	(5,131.74)	-
Net cash used in financing activities (C)	**(7,009.86)**	**(11,551.15)**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(2,201.93)**	**1,472.45**
Effects of exchange differences on cash and cash equivalents held in foreign currency	54.48	21.67
Cash and cash equivalents at the beginning of the year	7,948.37	6,454.25
Cash and cash equivalents at the end of the year (see below)	**5,800.92**	**7,948.37**
Components of cash and cash equivalents:		
Cash on hand	0.80	0.51
Balances with banks		
- Current accounts	5,046.70	7,288.97
- EEFC accounts	753.42	658.89
	5,800.92	**7,948.37**

Statement of Cash Flows has been prepared under the 'indirect method' as set out in the Ind AS 7 "Statement of Cash Flows".

Significant accounting policies 2
Notes to consolidated financial statements 3-49
The accompanying notes form an integral part of consolidated financial statements

This is consolidated cash flow statement referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place : New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place : New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place : New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Consolidated Statement of change in equity for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

A. Equity share capital

Particulars	Amount
Balance as at 1 April 2021	**1,805.02**
Shares extinguished on buy back	(94.44)
Balance as at 31 March 2022	**1,710.58**
Shares extinguished on buy back	-
Balance as at 31 March 2023	**1,710.58**

B. Other equity

Particulars	Reserve and Surplus (refer note 1 below)						Other Comprehensive income (refer note 1 below)	Total
	Securities premium reserve	Capital redemption reserve	General reserve	Retained earnings	Treasury shares	Trust reserve	Foreign currency translation reserve	
As at 1 April 2021	**10,442.76**	**56.67**	**2,792.65**	**22,434.79**	**-**	**-**	**579.96**	**36,306.83**
Profit for the year	-	-	-	8,712.05	-	-	-	8,712.05
Other comprehensive income	-	-	-	25.35	-	-	396.41	421.76
Total comprehensive income for the year	**-**	**-**	**-**	**8,737.40**	**-**	**-**	**396.41**	**9,133.81**
Buy-back of equity shares (refer note 13 ix)	(8,405.56)	94.44	(94.44)	-	-	-	-	(8,405.56)
Expenses for buy-back of equity shares (refer note 13 ix)	(57.04)	-	(21.28)	-	-	-	-	(78.32)
Tax expenses on buy back (refer note 13 ix)	(1,980.16)	-	-	-	-	-	-	(1,980.16)
As at 31 March 2022	**-**	**151.11**	**2,676.93**	**31,172.19**	**-**	**-**	**976.37**	**34,976.60**
As at 1 April 2022	**-**	**151.11**	**2,676.93**	**31,172.19**	**-**	**-**	**976.37**	**34,976.60**
Profit for the year	-	-	-	10,919.33	-	-	-	10,919.33
Other comprehensive income	-	-	-	(22.51)	-	-	1,198.03	1,175.52
Total comprehensive income for the year	**-**	**-**	**-**	**10,896.82**	**-**	**-**	**1,198.03**	**12,094.85**
Shares purchased by ESOP Trust during the year (Refer note 13 (vii))	-	-	-	-	(1,280.49)	(0.16)	-	(1,280.65)
Dividends (refer note 40)	-	-	-	(5,131.74)	-	-	-	(5,131.74)
As at 31 March 2023	**-**	**151.11**	**2,676.93**	**36,937.27**	**(1,280.49)**	**(0.16)**	**2,174.40**	**40,659.06**

Consolidated Statement of change in equity for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

Notes:

1 Nature and purpose of other equity:

(i) Securities premium reserve: The unutilized accumulated excess of issue price over face value on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Capital redemption reserve: As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of general reserve. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve.

(iii) General reserve: This represents appropriation of profit by the Company and is available for distribution of dividend.

(iv) Retained earning: This represents the cumulative profits of the Group.

(v) Treasury Shares: This represents the shares held by the MPS Employee Welfare Trust purchased from secondary market for issuance of shares to eligible employees as per ESOP Scheme.

(vi) Trust Reserve: This represents the net loss incurred in MPS Employee Welfare Trust.

(vii) Foreign currency translation reserve: Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the Group dispose or partially dispose off its interest in a foreign operation through sale or abandonment of all, or part of, that foreign operation.

Significant accounting policies	2
Notes to consolidated financial statements	3-49

The accompanying notes form an integral part of consolidated financial statements

This is consolidated statement of change in equity referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place : New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place : New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place : New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Notes forming part of the Consolidated Financial Statements

1. CORPORATE INFORMATION

MPS Limited ("the Company" or the "Parent Company") is a public limited Company domiciled in India and incorporated under the provisions of Companies Act, 1956 having its registered office located at RR Towers IV, Super A, 16/17, Thiru-vi-ka Industrial State, Guindy, Chennai-600032. Its equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

MPS provides platforms and services for content creation, full-service production, and distribution to the world's leading publishers, learning companies, corporate institutions, libraries, and content aggregators.

The Company offers a diverse geographic spread with production facilities in Chennai, Noida, Dehradun, Gurugram, and Bengaluru. The Company also operates with editorial and marketing offices in United States. The Company's multi location presence helps it in executing various customer requirements efficiently.

The Company has a wholly owned subsidiary namely MPS North America LLC (MPS NA LLC) as a Limited Liability Company under the laws of the State of Florida in the United States of America.

The Company has a wholly owned subsidiary namely MPS Interactive Systems Limited as a public limited company under the provisions of Companies Act, 2013 domiciled in India.

The Company has a wholly owned subsidiary namely TOPSIM GmbH, a company based in Germany, and MPS Europa AG, a company based in Switzerland.

On 1 July 2020, MPS North America LLC, an existing US-based wholly owned subsidiary of the Company has acquired, through Stock Purchase Agreement, 100% shares of HighWire Press Limited, based at Northern Ireland along with its wholly owned subsidiary, Semantico Limited, based at the United Kingdom. HighWire Press Limited has applied for voluntary dissolution and is under the process of strike off. The Shares of Semantico stands transferred to MPS North America LLC during the current financial year.

On 30 May 2022, the Company has acquired E.I. Design Private Limited based in India through MPS Interactive Systems Limited.

The consolidated financial statements of the Company as at and for the year ended on 31 March 2023 comprise the Company and its subsidiaries (together referred to as "the Group").

2. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

2.1 Basis of preparation of consolidated financial statements

a) Statement of compliance

These consolidated Ind AS Financial Statements ("financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with companies (Indian accounting standard) rules as amended from time to time and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI).

The consolidated financial statements of the Group for the year ended 31 March 2023 were approved for issuance in accordance with the resolution of the Board of Directors dated 16 May 2023.

b) Basis of consolidation:

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at 31 March 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Notes forming part of the Consolidated Financial Statements

The group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of controls listed above. The group considers all relevant facts and circumstances in assessing whether it has power over the investee, including:

- The size of Group's holding of voting rights;
- Potential voting rights held by the Group;
- Rights arising from other contractual arrangements.

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group losses control of the subsidiary. Assets, liabilities, income, and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The details of the consolidated entities are as follows:

S.N.	Name	Country of incorporation	Name of Parent company	Percentage of ownership
1	MPS North America LLC	USA	MPS Limited	100%
2	MPS Interactive Systems Limited	India	MPS Limited	100%
3	TOPSIM GmbH	Germany	MPS Limited	100%
4	MPS Europa AG	Switzerland	MPS Limited	100%
5	HighWire North America LLC (dissolved w.e.f. 21 December 2021)	USA	MPS Limited	100%
6	HighWire Press Limited—Under the process of Strike off	Northern Ireland	MPS Limited	100%
7	Semantico Limited	UK	MPS Limited	100%
8	EI Design Private Limited (w.e.f. 31 May 2022)	India	MPS Limited	100%

c) Consolidation procedure

i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

iii. Eliminate in full, intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group.

d) Basis of measurement

These consolidated financial statements have been prepared on a historical cost convention and on accrual basis, except for the following material items

Notes forming part of the Consolidated Financial Statements

which have been measured at fair value as required by relevant Ind AS

- Derivative financial instruments;
- Financial instruments classified as fair value through other comprehensive income or fair value through profit or loss; and
- The net defined benefit asset/(liability) is recognized as the present value of defined benefit obligation less fair value of plan assets

e) Critical estimates and judgements

The preparation of consolidated financial statements requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes.

- Assessment of useful life of items of property, plant and equipment, and intangible asset—refer note 2.3
- Estimated impairment of financial instrument and non-financial assets—refer note 2.5 and note 2.6
- Recognition and estimation of tax expense including deferred tax—refer note 2.14 and note 17
- Estimation of assets and obligations relating to employee benefits—refer note 2.12 and note 30
- Fair value measurement—refer note 2.20 and note 32
- Measurement and likelihood of occurrence of provisions and contingencies—refer note 2.8 and note 37
- Measurement of consideration and assets acquired as part of business combination—refer note 2.4 and note 39
- Assessment of revenue based on the progress of project using percentage-of-completion method, measured on the basis of effort involved which is akin to output to customer—refer note 2.9

In assessing the recoverability of receivables including unbilled revenue, contract assets and contract costs, goodwill, intangible assets, and certain investments, the Group has considered internal and external information up to the date of approval of these financial statements including credit reports and economic forecasts Based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

2.2 Current–non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- the group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Notes forming part of the Consolidated Financial Statements

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle for the purpose of current–non-current classification of assets and liabilities.

2.3 Property, plant and equipment (PPE), Investment property, and Intangible assets

a) Item of property, plant and equipment

Item of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. The cost of item of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Item of property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

b) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or for both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment property consists of freehold land and building, building is depreciated using the straight-line method over their estimated useful life of 60 years.

c) Intangible assets

Intangible assets purchased are initially measured at cost at the date of acquisition. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Goodwill is initially recognised based on the accounting policy for business combinations (refer note 2.4). Goodwill is not amortised but is tested for impairment annually.

d) Depreciation and amortisation methods, estimated useful lives, and residual value

Depreciation on item of property, plant and equipment is provided on a pro-rata basis on the straight-line method based on useful life specified in Part C of Schedule II to the Companies Act.

Freehold land is not depreciated. Leasehold improvements are amortised on a straight-line basis over the period of lease or their useful lives, whichever is shorter.

Intangible assets are amortised on a pro-rata basis on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of intangible assets are as follows:

- Software—2–5 years
- Customer relationship—5 years
- Trademark—10 years
- Order Book—3 years

Assets acquired through business combination are recorded in books at fair value as per IND AS 103.

Notes forming part of the Consolidated Financial Statements

The useful life of these assets is considered based on internal technical assessment of the management which are as follows:

Category of assets	Management estimate of useful life	Useful life as per Schedule II
Plant and equipment	up to 5 years	3– years
Furniture & fixture	up to 8 years	10 years
Vehicles	up to 3 years	8 years
Software	up to 5 years	5 years

The residual values, useful lives, and method of depreciation/amortisation of item of property, plant and equipment, investment property, and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

For overseas entities, depreciation is charged using the straight line method, over the estimated useful life considered as follows:

- Plant and equipment—3 to 5 years
- Leasehold improvement—over the life of the lease period
- Fixtures and fixtures—10 years
- Office equipment—3 to 10 years
- Trademark—10 years
- Computer software—1 to 10 years

e) Derecognition

An item of property, plant and equipment and intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

2.4 Business Combination:

Business combinations are accounted for using the acquisition accounting method at the date of the acquisition, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed.

Transaction costs are expensed as incurred. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

2.5 Impairment of non-financial assets

The Group's non-financial assets, other than deferred tax are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or group of CGUs that are expected to benefit from synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an assets or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which

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impairment loss has been recognised in prior periods, then Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

2.6 Financial instrument

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets except Trade Receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Trade receivables are recognised initially at the transaction price (as determined basis revenue recognition policy as mentioned in Note 2.9) unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debt instruments, derivatives, and equity instruments at fair value through profit or loss (FVPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

i. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instrument at FVOCI

A 'debt instrument' is classified as at the FVOCI if both of the following criteria are met:

i. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

ii. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVOCI

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debt instrument is reported as interest income using the EIR method.

Debt instrument at FVPL

FVPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Dividend income from financial assets at FVPL is recognized in the Statement of Profit and Loss within other income separately from the other gains/losses arising from changes in fair value.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Impairment of financial instrument

The Group recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a

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pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivative financial instruments

The Group uses derivative financial instruments primarily forward contract to mitigate its currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value and changes therein are recognised in Statement of Profit or Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.7 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.8 Provisions and contingent liabilities

Provision

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, and commitments are reviewed at each Balance Sheet date.

2.9 Revenue recognition

The Group derives revenue primarily from content solutions, eLearning solutions, platform solutions, and related services.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount which reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue related to fixed-price contracts is recognised using the percentage-of-completion method ('POC method') of accounting with efforts incurred in determining the degree of completion of the performance obligation.
- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance is recognized based on time elapsed mode and revenue is straight lined over the period of performance.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions, and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is an unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Income received in advance comprising of Unearned and deferred revenue ("contract liability") is recognised when there is billing in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and/or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specifications and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Group disaggregates revenue from contracts with customers geography and nature of services.

Use of significant judgements in revenue recognition

- The Group's contracts with customers can include promises to transfer multiple products and services to a customer. The Group assesses the products/ services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and

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the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions, and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or the existence of an enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Revenue for fixed-price contract is recognised using percentage-of-completion method. The Group uses judgement to estimate the efforts incurred which is used to determine the degree of completion of the performance obligation.

2.10 Recognition of dividend income and interest income

Dividend income is accounted for when the right to receive it is established.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the interest rate applicable.

Rental income from operating leases is recognised on a time proportionate basis over the period of rent.

2.11 Government Grants

Government grants that are awarded as incentives with no ongoing performance obligations are recognised when there is reasonable assurance that:

a) the Group will comply with the conditions attached to them; and

b) the grant will be received.

These are recorded at fair value where applicable. Government grants are recognised in the Statement of Profit and Loss, either on a systematic basis when the Group recognises, as expenses, the related costs that the grants are intended to compensate or, immediately if the costs have already been incurred.

Government grants related to income are presented as an offset against the related expenditure.

2.12 Employee benefits

a) **Short-term employee benefits:** All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. measured on an undiscounted basis and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

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b) **Post-employment benefits:** Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

- **Gratuity:** The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment which is payable upon completion of period as per the Gratuity Act 1972 The liability in respect of Gratuity is recognised in the books of accounts based on actuarial valuation by an independent actuary. The gratuity liability for the employees of the Group is funded with an insurance company in the form of a qualifying insurance policy. The gratuity benefit obligation recognised in the Balance Sheet represents the present value of the obligations as reduced by fair value of assets held by the Insurance Group. Actuarial gain/ losses are recognised immediately in the other comprehensive income.
- **Superannuation:** Certain employees of the Group are also participants in the superannuation plan ("the Plan"), a defined contribution plan. Contribution made by the Group to the plan is charged to the Statement of Profit and Loss.
- **Provident fund:** For employees in India, provident fund is deposited with Regional Provident Fund Commissioner. This is treated as defined contribution plan. Group's contribution to the provident fund is charged to Statement of Profit and Loss.
- **Employee State Insurance:** For employees in India, Employee State Insurance (ESI) is deposited with Employee State Insurance Corporation. This is treated as defined contribution plan. Group's contribution to the ESI is charged to Statement of Profit and Loss.
- **Social security plans:** For employees outside India, Employees contributions payable to the social security plan, which is a defined contribution scheme, is charged to Statement of Profit and Loss in the period in which the employee renders services.

c) **Other long-term employee benefits: Compensated absences:**

As per the Group's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilized during the service, or encashed. Encashment can be made on early retirement, on separation, at resignation, and upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits. The Group's liability in respect of compensated absences is recognised in the books of account based on actuarial valuation using projected unit credit method as at Balance Sheet date by an independent actuary. Actuarial losses/gains are recognised in Statement of Profit and Loss in the year in which they arise.

d) **Termination benefits:**

Termination benefits are recognised as an expense when, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Actuarial valuation

The liability in respect of all defined benefit plans is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the projected unit credit method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations. Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and the Balance Sheet. Changes

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in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

2.13 Treasury Shares

The Company has created an ESOP Trust (MPS Employee Welfare Trust "ESOP Trust") which acts as a vehicle to execute its ESOP Scheme. The ESOP trust is considered as an extension of the Company and the shares held by the ESOP trust are treated as Treasury shares. The ESOP Trust purchases Company's share from secondary market for issuance to the employees on exercise of the granted stock options. These shares is recognized at cost and is disclosed separately as reduction from Other Equity as treasury shares. No gain or loss is recognized in the Statement of Profit and Loss on purchase, sale, issuance, or cancellation of treasury shares.

2.14 Tax Expense

Income tax expense comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

a) Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously. Any adjustment to the tax payable or receivable in respect of previous year is shown separately. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending upon the nature and circumstances of each uncertain tax position.

b) Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to freehold land and investments in subsidiaries, to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits, and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of

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deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

2.15 Dividend Distributions

The Group recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Group. A corresponding amount is recognised directly in equity.

2.16 Foreign currency transactions and translations

a) Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (INR), which is also the Parent Company's functional currency. Items included in the consolidated financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (the 'functional currency'). All the amounts have been rounded-off to the nearest lacs unless otherwise stated.

b) Transactions and balances

Foreign currency transactions are translated into functional currency using exchange rates at the date of the transaction or at rates that closely approximate the rate at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Foreign exchange gains and losses from settlement of these transactions and translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

Foreign currency translation reserve

The exchange differences arising from the translation of financial statements of foreign branches with functional currency other than the Indian Rupee is recognized in other comprehensive income and is presented within equity.

c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Share capital and opening reserves and surplus are carried at historical cost.
- All assets and liabilities, both monetary and non-monetary, (excluding share capital, opening reserves and surplus) are translated using closing rates at Balance Sheet date.
- Profit and Loss items are translated at the respective monthly average rates or the exchange rate that approximates the actual exchange rate on date of specific transaction.
- Contingent liabilities are translated at the closing rates at Balance Sheet date.
- All resulting exchange differences are recognised in Other Comprehensive Income.

When a foreign operation is sold, the associated cumulative exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

The items of Consolidated Cash Flow Statement are translated at the respective average rates or the exchange rate that approximates the actual exchange rate on date of specific transaction. The impact of changes in exchange rate on cash and cash equivalent held in foreign currency is included in effect of exchange rate changes.

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2.17 Leases

The Group's lease asset classes primarily consist of leases for offices lease lines, office equipment, and hosting servers. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April 2019.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

2.18 Earnings per share

Basic earnings/ (loss) per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issues, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, except where the result would be anti-dilutive.

2.19 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

2.20 Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values. The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values used in preparing these consolidated financial statements is included in the respective notes.

2.21 Recent Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023, as below:

Ind AS 1—Presentation of Financial Statements—This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8—Accounting Policies, Changes in Accounting Estimates and Errors—This amendment has introduced a definition of accounting estimates and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12—Income Taxes—This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The Company has evaluated the amendment and there is no impact on its financial statement.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

3.1 Property, plant and equipment

Particulars	Freehold land (refer note 1 below)	Buildings (refer note 1 below)	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold improvements	Total
Gross carrying value							
As at 1 April 2021	400.00	901.23	3,051.76	404.63	93.33	83.20	4,934.15
Additions	-	-	412.83	3.13	-	1.53	417.49
Disposals/adjustments	-	-	(117.84)	(11.91)	(4.81)	-	(134.57)
Net exchange differences	-	-	21.29	6.72	1.84	1.57	31.42
As at 31 March 2022	**400.00**	**901.23**	**3,368.03**	**402.57**	**90.36**	**86.30**	**5,248.49**
Acquisitions through business combinations (refer note 39)	-	-	85.14	21.79	-	-	106.93
Additions	-	-	360.59	3.45	-	4.13	368.17
Disposals/adjustments	-	-	(90.97)	(2.44)	-	(16.21)	(109.62)
Net exchange differences	-	-	66.15	22.71	6.54	5.18	100.58
As at 31 March 2023	**400.00**	**901.23**	**3,788.94**	**448.08**	**96.90**	**79.40**	**5,714.55**
Accumulated depreciation							
As at 1 April 2021	-	101.70	2,192.79	312.99	91.59	78.90	2,777.97
Depreciation charge for the year	-	20.35	477.10	39.25	1.06	3.21	540.97
Disposals/adjustments	-	-	(109.08)	(8.74)	(4.15)	-	(121.97)
Net exchange differences	-	-	19.01	5.47	0.83	2.52	27.83
As at 31 March 2022	**-**	**122.05**	**2,579.82**	**348.98**	**89.33**	**84.63**	**3,224.80**
Acquisitions through business combinations (refer note 39)	-	-	44.49	6.21	-	-	50.70
Depreciation charge for the year	-	20.35	453.62	25.08	-	1.64	500.69
Disposals/adjustments	-	-	(83.05)	(1.88)	-	(16.21)	(101.14)
Net exchange differences	-	-	63.20	20.62	6.54	5.04	95.41
As at 31 March 2023	**-**	**142.40**	**3,058.08**	**399.01**	**95.87**	**75.10**	**3,770.46**
Net carrying value							
As at 31 March 2022	400.00	779.18	788.21	53.59	1.03	1.67	2,023.69
As at 31 March 2023	400.00	758.83	730.86	49.07	1.03	4.30	1,944.09

1. Freehold land and buildings include property located at Bengaluru (HMG Ambassador) at a cost of INR 400 Lacs and INR 901.23 Lacs respectively. The title to this property is in the name of HMG Ambassador Property Management Private Limited, represented by 1,47,50,000 equity shares of INR 10/- each representing the value of land and buildings with irrevocable right of permanent occupation.
2. Refer note 38 for Capital commitments.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

3.2 Investment property

Particulars	Freehold land	Buildings	Total
Gross carrying value			
As at 1 April 2021	4.36	114.93	119.29
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2022	**4.36**	**114.93**	**119.29**
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2023	**4.36**	**114.93**	**119.29**
Accumulated depreciation			
As at 1 April 2021	-	14.88	14.88
Depreciation charge for the year	-	3.17	3.17
Disposals/adjustments	-	-	-
As at 31 March 2022	**-**	**18.05**	**18.05**
Depreciation charge for the year	-	3.17	3.17
Disposals/adjustments	-	-	-
As at 31 March 2023	**-**	**21.22**	**21.22**

Net carrying value			
As at 31 March 2022	4.36	96.88	101.24
As at 31 March 2023	4.36	93.71	98.07

Amount recognised in profit or loss for investment property	Year ended 31 March 2023	Year ended 31 March 2022
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(33.07)	(30.21)
Loss arising from investment properties before depreciation	**(33.07)**	**(30.21)**
Less: Depreciation for the year	(3.17)	(3.17)
Loss arising from investment properties	**(36.24)**	**(33.38)**

Fair value of investment property	Freehold land and buildings
As at 31 March 2022	3,479.54
As at 31 March 2023	3,747.20

1. Investment property comprises land and building for basement, ground floor, first floor, eighth floor and parking areas situated in Bengaluru. The title deeds for land and building for basement, ground floor and first floor are in the name of Brigade Marketing Company Private Limited, erstwhile Company that was merged with Macmillan India Limited (now MPS Limited) in 2001 under section 391 to 394 of the Companies Act, 1956 in terms of the approval of the Honorable High Court at Karnataka. The title deeds for land and building for remaining areas are in the name of the Company.
2. The Company has obtained an independent valuation for the fair value of its investment property by a registered valuer as per rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 based on the market value approach. The valuer has relied on the prevalent real estate rates and realisable price of similar property in the same vicinity.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

4 Right-of-use assets*

Particulars	Buildings	Vehicles	Total
Gross carrying value			
As at 1 April 2021	1,308.90	10.17	1,319.07
Add: Additions during the year	544.38	-	544.38
Less: Disposals/adjustments	(244.80)	-	(244.80)
Less: Depreciation charge for the year	(591.14)	(13.62)	(604.76)
Net exchange differences	13.88	3.45	17.33
As at 31 March 2022	**1,031.22**	**-**	**1,031.22**
Acquisitions through business combinations (refer note 39)	82.70	-	**82.70**
Add: Additions during the year	16.38	-	16.38
Less: Disposals/adjustments	(50.82)	-	(50.82)
Less: Depreciation charge for the year	(459.23)	-	(459.23)
Net exchange differences	2.18	-	2.18
As at 31 March 2023	**622.42**	**-**	**622.42**

Net carrying value	Buildings	Vehicles	Total
As at 31 March 2022	1,031.22	-	1,031.22
As at 31 March 2023	622.42	-	622.42

*refer note 31

5. Goodwill and Other Intangible assets

Particulars	Goodwill	Other intangible assets					Total
		Trademark	Customer Relationship	Computer software	Non Compete Agreements	Order Book	
Gross carrying value							
As at 1 April 2021	8,529.06	464.60	2,517.74	3,854.31	-	151.62	15,517.33
Additions	-	-	-	22.27	-	-	22.27
Disposals/adjustments	(27.15)	-	-	-	-	-	(27.15)
Net exchange differences	198.62	14.25	38.97	47.07	-	-	298.91
As at 31 March 2022	**8,700.53**	**478.85**	**2,556.71**	**3,923.65**	**-**	**151.62**	**15,811.36**
Acquisitions through business combinations (refer note 39)	2,278.07	417.64	567.75	20.12	372.54	-	3,656.12
Additions	-	-	-	9.71	-	-	9.71
Disposals/adjustments	-	-	-	-	-	-	-
Net exchange differences	544.31	41.53	146.23	302.08	-	-	1,034.15
As at 31 March 2023	**11,522.91**	**938.02**	**3,270.69**	**4,255.56**	**372.54**	**151.62**	**20,511.34**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

5. Goodwill and Other Intangible assets (Contd..)

Particulars	Goodwill	Other intangible assets					Total
		Trademark	Customer Relationship	Computer software	Non Compete Agreements	Order Book	
Amortisation							
As at 1 April 2021	-	79.93	795.79	2,600.11	-	143.17	3,619.00
Amortisation charge for the year	-	47.47	488.40	394.50	-	8.45	938.82
Disposals/adjustments	-	-	-	-	-	-	-
Net exchange differences	-	38.75	2.45	10.23	-	-	51.43
As at 31 March 2022	**-**	**166.15**	**1,286.64**	**3,004.84**	**-**	**151.62**	**4,609.25**
Acquisitions through business combinations (refer note 39)	-	-	-	2.31	-	-	2.31
Amortisation expense for the year	-	85.84	581.18	267.06	51.91	-	985.99
Disposals/adjustments	-	-	-	-	-	-	-
Net exchange differences	-	235.17	10.88	72.78	-	-	318.83
As at 31 March 2023	**-**	**487.16**	**1,878.70**	**3,346.99**	**51.91**	**151.62**	**5,916.38**

Net carrying value	Goodwill	Trademark	Customer Relationship	Computer software	Non Compete Agreements	Order Book	Total
As at 31 March 2022	8,700.53	312.70	1,270.07	918.81	-	-	11,202.11
As at 31 March 2023	11,522.91	450.86	1,391.99	908.57	320.63	-	14,594.96

Net carrying value	As at 31 March 2023	As at 31 March 2022
Goodwill	11,522.91	8,700.53
Other Intangible assets	3,072.05	2,501.58

5(a) Impairment testing of goodwill

For the purposes of impairment testing, goodwill is allocated to the Cash Generating Units (CGU) which represents the lowest level at which the goodwill is monitored for internal management purposes, which is not higher than the Group's operating reportable segments.

The aggregate carrying amounts of goodwill allocated to content solution, eLearning and platform solutions operating segments as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Content solutions	1,429.96	1,321.76
eLearning solutions	6,156.84	3,878.77
Platform solutions	3,936.11	3,500.00
	11,522.91	**8,700.53**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

5(a) Impairment testing of goodwill (Contd..)

For the purpose of the impairment testing, goodwill is allocated to the Cash Generating Units (CGU) which represents the recoverable amount of the above CGU based on its value in use. The value in use of CGU is determined to be higher than the carrying amount post the sensitivity analysis towards change in the key assumptions including the cash flow projections consequent to the change in the estimated future economic conditions. No probable scenario was identified where the CGU recoverable amount would fall below their carrying amount.

Value in use was determined by discounting the future cash flows generated from the continuing use of the CGU. The calculation was based on the following key assumptions:

i. The anticipated annual revenue growth and margin included in the cash flow projections are based on past experience, actual operating results and the 5-year business plan in all periods presented.

ii. The terminal growth rate 1.5% to 4% for the year ended 31 March 2023 (31 March 2022: 1.5% to 4%) representing management view on the future long-term growth rate.

iii. Discount rate ranging from 13% to 18.50% for the year ended 31 March 2023 (31 March 2022: ranging from 12% to 19%) was applied in determining the recoverable amount of the CGUs. The discount rate was estimated based on past experience and historical industry average weighted-average cost of capital.

iv. The estimate of recoverable amount is particularly sensitive towards pretax discount rate and terminal growth rate, There will be no impairment even if the weighted average cost of capital is increased by 1% and the terminal growth rate is decreased by 1%. Management is not currently aware of any other reasonably possible changes to key assumptions that would cause a unit's carrying amount to exceed its recoverable amount.

The values assigned to the key assumptions represent the management's assessment of future trends in the industry and based on both internal and external sources.

6 (i) Current investments

Particulars	As at 31 March 2023 Units in '000	As at 31 March 2023 INR in Lacs	As at 31 March 2022 Units in '000	As at 31 March 2022 INR in Lacs
Investment in mutual funds carried at fair value through profit or loss (unquoted, fully paid up)				
Axis Liquid Fund-Direct Plan-Growth	5.16	128.98	-	-
Aditya Birla Sun Life Liquid Fund -Direct Growth	-	-	55.45	190.27
Aditya Birla Sun Life Money Manager Fund - Growth-Direct Plan	94.87	299.99	-	-
Kotak Liquid Fund- Direct Plan- Growth*	5.43	246.77	5.43	233.46
Tata Money Market Fund-Direct Plan Growth	17.33	701.57	-	-
HDFC Money Market Fund-Direct Plan Growth	21.51	1,058.73	-	-
Aditya Birla Sun Life Overnight Fund-Direct Plan- Growth	-	-	46.89	160.90
SBI Savings Fund-Direct Plan Growth	536.47	201.56	-	-
ABSL Liquid Fund - Direct Plan - Growth Option	39.74	144.27	-	-
Total	**720.51**	**2,781.87**	**107.77**	**584.63**
Aggregate market value of unquoted investments		**2,781.87**		**584.63**

*Out of the same mutual fund units i.e., 5.20 (units in thousands) with an NAV of INR 0.05 Lacs per unit as at 31 March 2023 (31 March 2022: Units 5.20 (units in thousands) as at NAV of INR 0.04 Lacs per unit) have been pledged with Kotak Mahindra Bank Limited as a security towards hedging facilities availed by the Company.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

7 Loans

Particulars	As at 31 March 2023	As at 31 March 2022
Current (unsecured, considered good)		
Loan to employees	3.09	0.28
	3.09	**0.28**

8 Other financial assets

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Non current (Unsecured, considered good)		
Security Deposit	169.22	192.51
Bank deposits held as margin money or security against guarantees	211.74	105.76
Bank deposits due to mature after 12 months of the reporting date	769.05	4,456.25
Interest accrued on deposits	25.63	-
	1,175.64	**4,754.52**

Note: Includes Security Deposit paid to ADI BPO Services Limited (Holding Company) as a deposit for premises and infrastructure facility taken on rent. (refer Note 36)

Particulars	As at 31 March 2023	As at 31 March 2022
(ii) Current (Unsecured, considered good)		
Security Deposit	35.01	61.33
Unrealised gain receivable on forward covers	57.70	62.11
Unbilled revenue	239.24	125.15
Interest accrued on deposits	368.07	430.65
Other receivables	55.46	11.48
	755.48	**690.72**

9 Income tax assets

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Non current		
Advance income tax (net of provisions of INR 23,728.51 Lacs (31 March 2022: INR 20,793.25 Lacs))	636.13	615.03
	636.13	**615.03**
(ii) Current		
Advance income tax	-	28.90
	-	**28.90**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

10 Other assets

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Other non-current assets (Unsecured, Considered Good)		
Security deposits carried at amortised cost	33.77	35.37
Prepaid expenses	33.96	49.74
Balances with government authorities		
-Service tax credit receivable	105.88	105.88
-Others	123.18	120.92
Capital advances	82.99	1.95
	379.78	**313.86**
(ii) Other current assets (Unsecured, Considered Good)		
Security deposits		
Unsecured, considered good	0.49	0.46
Doubtful	1.13	1.13
	1.62	1.59
Less: Allowances for doubtful deposits	1.13	1.13
	0.49	0.46
Advances to employees		
Considered good	5.46	0.82
Doubtful	13.77	8.30
	19.23	9.12
Less: Allowances for doubtful advances to employees	13.77	8.30
	5.46	0.82
Government grant receivables*	-	729.13
Less- Expected Credit Loss	-	203.04
	-	526.09
Advance to Suppliers	43.27	3.92
Prepaid expenses	1,032.80	1,034.63
Contract assets (refer note 42(iii))	4,980.56	3,246.30
Balances with government authorities		
-GST receivable	1,473.74	1,546.74
-Others	80.32	7.94
Others advances	38.86	63.34
Excess of plan asset over gratuity liability (refer note 30)	-	25.55
Prepayment rent	4.30	4.34
	7,659.80	**6,460.13**

*represents grant receivable under Service Export from India Scheme

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

11 Trade receivables

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Trade receivables	8,659.79	8,570.28
	8,659.79	**8,570.28**
Break-up for details:		
Trade receivables (Unsecured)		
Considered good	8,700.08	8,705.62
Doubtful	41.21	5.37
Subtotal	8,741.29	8,710.99
Less: Expected credit loss allowance (refer note 33)	81.50	140.71
	8,659.79	**8,570.28**
Trade Receivables - credit impaired	-	23.91
Less: Expected credit loss allowance (refer note 33)	-	23.91
	-	-
Total	**8,659.79**	**8,570.28**

Trade receivable ageing for year ended 31 March 2023

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivable-							
considered good	6,607.11	2,082.08	43.21	8.17	0.72	-	8,741.29
(ii) Undisputed Trade Receivable-							-
which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable-							
credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivable-							
considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable-							
which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivable-							
credit impaired	-	-	-	-	-	-	-
Total	**6,607.11**	**2,082.08**	**43.21**	**8.17**	**0.72**	**-**	**8,741.29**
Less: Expected credit loss allowance							(81.50)
Total							**8,659.79**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Trade receivables (Contd..)

Trade receivable ageing for year ended 31 March 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable-							
considered good	6,932.92	1,414.88	114.89	244.51	3.80	-	8,710.99
(ii) Undisputed Trade Receivable-							
which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable-							
credit impaired	-	-	-	23.91	-	-	23.91
(iv) Disputed Trade Receivable-							
considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable-							
which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable-							
credit impaired	-	-	-	-	-	-	-
Total	**6,932.92**	**1,414.88**	**114.89**	**268.42**	**3.80**	**-**	**8,734.90**
Less: Expected credit loss allowance							(164.62)
Total							**8,570.28**

12 (i) Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Cash and cash equivalents		
Balances with banks		
-In current accounts	5,046.70	7,288.97
-In EEFC accounts	753.42	658.89
Cash on hand	0.80	0.51
Total	**5,800.92**	**7,948.37**

12 (ii) Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Other Balances with banks		
Term deposits with orinigal maturity for more than 3 months but less than 12 months	9,757.89	5,097.12
Bank Balance held and operated on Customers behalf	171.40	207.68
Earmarked Balances with Banks		
Unclaimed dividends	24.14	29.74
Total	**9,953.43**	**5,334.54**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

12 (ii) Bank balances other than cash and cash equivalents (Contd..)

Particulars	As at 31 March 2023	As at 31 March 2022
Details of bank balances/deposits		
Bank deposits due to mature within 12 months of the reporting date included under 'Other Balances with banks'	9,757.89	5,097.12
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current financial assets' (refer note 8 (i))	980.79	4,562.02
	10,738.68	**9,659.14**

13 Share capital

(i)

Particulars	As at 31 March 2023	As at 31 March 2022
Authorised		
2,00,00,000 equity shares of INR 10 each	2,000.00	2,000.00
(31 March 2022: 2,00,00,000 equity shares of INR 10 each)		
	2,000.00	**2,000.00**
Issued, Subscribed & Paid-up		
1,71,05,816 (31 March 2022: 1,71,05,816) equity shares of INR 10 each fully paid up with voting rights	1,710.58	1,710.58
	1,710.58	**1,710.58**

(ii) Reconciliation of the equity share outstanding at beginning and at end of the year

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares (with voting rights) outstanding at the beginning of the year	1,71,05,816	1,710.58	1,80,50,260	1,805.02
Issued during the year	-	-	-	-
Shares extinguished on buy-back	-	-	(9,44,444)	(94.44)
Outstanding at the end of the year	**1,71,05,816**	**1,710.58**	**1,71,05,816**	**1,710.58**

(iii) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The equity share holders are entitled to receive dividend as declared from time to time. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to number of equity shares held by the shareholders.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

13 Share capital (Contd..)

(iv) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares of INR 10 each fully paid up and held by				
ADI BPO Services Limited, the holding company	1,16,90,615	1,169.06	1,16,90,615	1,169.06

(v) Details of the promotors shareholders holding in the Company

Promoter Name	No. of Shares as at 31 March 2023	% of total shares	No. of Shares as at 31 March 2022	% of total shares	% change during the year	
					31 March 2023	31 March 2022
ADI BPO Services Limited	1,16,90,615	68.34%	1,16,90,615	68.34%	0.00%	0.53%
Total	**1,16,90,615**		**1,16,90,615**			

(vi) Details of the shareholders holding more than 5% shares of the Company

Class of shares / Name of shareholder	As at 31 March 2023		As at 31 March 2022	
	Number	% holding in that class of shares	Number	% holding in that class of shares
Equity shares of INR 10 each fully paid up and held by				
ADI BPO Services Limited, the holding company	1,16,90,615	68.34%	1,16,90,615	68.34%

(vii) Reconciliation of Treasury shares oustanding at the beginning and at the end of the year

Treasury shares	As at 31 March 2023		As at 31 March 2022	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares of INR 10 each fully paid up and held by ESOP Trust				
At the beginning of the year	-	-	-	-
Add: Purchased during the year	1,19,187	1,280.49	-	-
Less: Exercised/sold during the year	-	-	-	-
At the end of the year	**1,19,187**	**1,280.49**	**-**	**-**

In accordance with "Employee Stock Option Scheme of MPS Limited", the MPS Employee Welfare Trust ("ESOP Trust") purchased equity shares of the Company from secondary market. The shares purchased by the ESOP Trust are disclosed as Treasury Shares (Refer note 2.13).

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

13 Share capital (Contd..)

(viii) Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

There are no bonus shares, shares issued for consideration other than cash issued during the period of five years immediately preceding the reporting date.

(ix) The Board of Directors, at its meeting held on 27 October 2021, approved Buyback of fully paid-up equity shares of face value of INR 10 each from the eligible equity shareholders through the tender offer process, at a price not exceeding INR 900 per equity share, for an aggregate amount not exceeding INR 8,500 Lacs, payable in cash. The Company has bought back 9,44,444 fully paid up equity shares and extinguished the equity shares bought back on 11 February 2022. The Company has utilised its Securities Premium of INR 10,442.74 Lacs and General Reserve of INR 21.28 lacs for the buyback of its equity shares. Total transaction cost including tax of INR 2,058.47 Lacs incurred towards buyback was offset from Securities Premium and General Reserve. In accordance with Section 69 of the Companies Act 2013, the Company had created Capital Redemption Reserve of INR 94.44 Lacs equal to the nominal value of the shares bought back as an appropriation from the General Reserve.

14 Lease liabilities*

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Non current		
Lease liabilities	421.71	741.31
	421.71	**741.31**
(ii) Current		
Lease liabilities	335.45	457.17
	335.45	**457.17**

(iii) Reconciliation of liabilities from financing activities

Particulars	As at 31 March 2023	As at 31 March 2022
Opening	**1,198.48**	**1,834.97**
Acquisitions through business combinations (refer note 39)	85.90	-
Addition during the year	16.16	521.52
Interest on lease liabilities	101.71	128.95
Repayment of lease liabilities including interest expenses	(592.85)	(970.17)
Disposals/adjustments	(54.91)	(323.07)
Exchange difference on lease liabilities	2.67	6.28
Closing	**757.16**	**1,198.48**

*Refer note 31

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

15 Provisions

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Non current		
Provision for compensated absences (refer note 30)	46.69	45.67
	46.69	**45.67**
(ii) Current		
Provision for compensated absences (refer note 30)	30.84	38.72
Provision for gratuity (refer note 30)	61.46	92.98
	92.30	**131.70**

16 Trade payables

Particulars	As at 31 March 2023	As at 31 March 2022
Trade payables		
Total outstanding dues of micro enterprises and small enterprises; and	70.31	25.11
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,964.45	1,781.17
	2,034.76	**1,806.28**

Trade payable ageing for year ended 31 March 2023

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	6.78	42.64	20.89	-	-	-	-	70.31
(ii) Others	428.89	1,079.93	402.89	19.05	33.50	0.19	-	1,964.45
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	435.67	1,122.57	423.78	19.05	33.50	0.19	-	2,034.76

Trade payable ageing for year ended 31 March 2022

Particulars	Outstanding for following periods from due date of payment							
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	4.04	9.67	11.40	-	-	-	-	25.11
(ii) Others	352.06	1,319.23	85.29	22.30	2.12	0.11	0.06	1,781.17
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	356.10	1,328.90	96.69	22.30	2.12	0.11	0.06	1,806.28

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

17 Deferred tax

Movement in deferred tax assets and liabilties (net) for the year ended 31 March 2023

Particulars	As at 1 April 2022	Acquisition through Business Combination (refer note 39)	Recognised in statement of profit and loss	Recognised in other comprehensive income	FCTR	Transfer from DTL to DTA	As at 31 March 2023
Assets							
Carry forward business losses	177.30	-	-	-	12.17	-	189.47
Allowance for credit impaired receivable	-	9.13	(3.65)	-	-	-	5.48
Expenses allowable for tax purposes when paid	-	37.95	(34.53)	-	(1.82)	-	1.60
Right of use asset and related liabilities	-	0.81	(0.81)	-	-	-	-
Others	27.43	-	(8.80)	-	-	5.83	24.46
Total (a)	**204.73**	**47.89**	**(47.79)**	**-**	**10.35**	**5.83**	**221.01**
Offsetting Deferred Tax Liabilities:							
Property, plant and equipment and intangible assets	(153.98)	14.38	27.90	-	(7.37)	-	(119.07)
Total (b)	**(153.98)**	**14.38**	**27.90**	**-**	**(7.37)**	**-**	**(119.07)**
Net Deferred Tax Assets (A)=((a)+(b))	**50.75**	**62.27**	**(19.89)**	**-**	**2.98**	**5.83**	**101.94**
Liabilities							
Property, plant and equipment and intangible assets	(1,400.35)	(345.05)	(29.66)	-	(25.80)	-	(1,800.86)
Unrealised gain receivables on forward covers	(15.63)	-	1.11	-	-	-	(14.52)
Expenses allowable for tax purposes when paid	(54.29)	-	33.40	-	(4.94)	-	(25.83)
Others	(0.94)	-	9.06	-	0.44	(8.56)	-
Total (c)	**(1,471.21)**	**(345.05)**	**13.91**	**-**	**(30.30)**	**(8.56)**	**(1,841.21)**
Offsetting Deferred Tax Assets:							
Carry forward business losses	-	-	-	-	-	-	-
Allowance for credit impaired receivable	50.16	-	(23.93)	-	0.96	-	27.19
Gains on investment carried at fair value through profit or loss	23.76	-	(7.54)	-	-	-	16.22
Right of use asset and related liabilities	50.91	-	(17.16)	-	0.11	-	33.87
Expenses allowable for tax purposes when paid	40.67	-	(2.92)	-	-	-	37.75
Others	-	-	-	-	-	2.73	2.73
Total (d)	**165.50**	**-**	**(51.54)**	**-**	**1.07**	**2.73**	**117.76**
Net Deferred Tax Liabilities (B)=((c)+(d))	**(1,305.71)**	**(345.05)**	**(37.63)**	**-**	**(29.23)**	**(5.83)**	**(1,723.45)**
Deferred tax liabilities (net) (A+B)	**(1,254.96)**	**(282.78)**	**(57.52)**	**-**	**(26.25)**	**-**	**(1,621.51)**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

17 Deferred tax (Contd..)

Movement in deferred tax assets and liabilties (net) for the year ended 31 March 2022

Particulars	As at 1 April 2021	Acquisition through Business Combination	Recognised statement of profit and loss	Recognised in other comprehensive income	FCTR	Transfer from DTL to DTA	As at 31 March 2022
Assets							
Carry forward business losses	55.94	-	(4.31)	-	3.02	122.65	177.30
Others	(4.43)	-	-	-	-	31.86	27.43
Total (a)	**51.51**	**-**	**(4.31)**	**-**	**3.02**	**154.51**	**204.73**
Offsetting Deferred Tax Liabilities:							
Property, plant and equipment and intangible assets		-	-	-	-	(153.98)	(153.98)
Total (b)	**-**	**-**	**-**	**-**	**-**	**(153.98)**	**(153.98)**
Net Deferred Tax Assets (A)=((a)+(b))	**51.51**	**-**	**(4.31)**	**-**	**3.02**	**0.53**	**50.75**
Liabilities							
Property, plant and equipment and intangible assets	(1,506.35)	-	(42.71)	-	(5.27)	153.98	(1,400.35)
Unrealised gain receivables on forward covers	(19.11)	-	3.48	-	-	-	(15.63)
Gains on investment carried at fair value through profit or loss	(75.86)	-	99.62	-	-	(23.76)	-
Expenses allowable for tax purposes when paid	(55.28)	-	2.73	-	(1.74)	-	(54.29)
Others	(125.52)	-	124.96	-	(0.38)	-	(0.94)
Total (c)	**(1,782.12)**	**-**	**188.08**	**-**	**(7.39)**	**130.22**	**(1,471.21)**
Offsetting Deferred Tax Assets:							
Carry forward business losses	353.08	-	(228.20)	-	(2.23)	(122.65)	-
Allowance for credit impaired receivable	83.99	-	(34.00)	-	0.17	-	50.16
Gains on investment carried at fair value through profit or loss	-	-	-	-	-	23.76	23.76
Right of use asset and related liabilities	139.27	-	(88.32)	-	(0.04)	-	50.91
Expenses allowable for tax purposes when paid	58.69	-	(9.49)	(8.53)	-	-	40.67
Others	40.99	-	(9.13)	-	-	(31.86)	-
Total (d)	**676.02**	**-**	**(369.14)**	**(8.53)**	**(2.10)**	**(130.75)**	**165.50**
Net Deferred Tax Liabilities (B)=((c)+(d))	**(1,106.10)**	**-**	**(181.06)**	**(8.53)**	**(9.49)**	**(0.53)**	**(1,305.71)**
Deferred tax liabilities (net) (A+B)	**(1,054.59)**	**-**	**(185.38)**	**(8.53)**	**(6.47)**	**-**	**(1,254.96)**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

18 Other financial liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Employee payable	684.83	751.89
Unclaimed dividends	24.14	29.74
Others	60.51	-
	769.48	**781.63**

19 Other current liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Income received in advance (contract liabilities) (refer note 42(iii))	6,245.08	5,859.42
Advances from customers (refer note 42(iii))	74.71	1,055.64
Payables on purchase of capital goods	22.39	-
Statutory dues payable*	656.45	579.65
Others	151.82	91.26
	7,150.45	**7,585.97**

*includes goods and services tax, tax deducted at source, provident fund, employee state insurance, sales tax and others.

20 Current tax liabilities (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for tax (net of advance tax of INR 2,530.33 Lacs (31 March 2022: INR 2,757.10 Lacs))	223.49	167.65
	223.49	**167.65**

21 Revenue from operations

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Sale of services (refer note 42)		
Exports (earning in foreign currency)	48,165.85	43,958.43
Domestic	1,879.20	681.59
Subtotal (1)	**50,045.05**	**44,640.02**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

22 Other-operating revenue

Particulars	Year ended 31 March 2023	Year ended 31 March 2021
Government grants-Export Incentives	59.63	248.15
Subtotal (2)	**59.63**	**248.15**
Total revenue from operations(1+2)	**50,104.68**	**44,888.18**

23 Other income

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest income on:		
Financial assets-carried at amortised cost	-	8.88
Deposits with banks	320.70	586.09
Income Tax Refund	6.14	-
Net gain on sale of current investment carried at fair value through profit or loss	9.77	10.47
Gain on investment carried at fair value through profit or loss	34.96	23.10
Mark to Market and net gain on foreign currency transactions	21.53	409.11
Other non-operating income (Refer note (i) below)	684.20	371.22
	1,077.30	**1,408.87**

Note (i) Other non-operating income comprises:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Liabilities/provisions no longer required written back	299.47	43.79
Reversal of allowances for expected credit loss	237.77	150.59
Bad debts and advances recovered	20.61	0.39
Gain on sale/disposal/discard of property, plant and equipment (net)	8.14	9.93
Miscellaneous income	118.22	166.52
	684.20	**371.22**

24 Employee benefits expense

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and wages	19,866.89	18,884.26
Contribution to provident and other funds (refer note 30)	1,009.96	946.49
Staff welfare expenses	403.87	343.45
	21,280.72	**20,174.20**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

25 Finance costs

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest on lease liabilities (refer note 31)	101.71	128.95
Interest expense on income tax, service tax & Goods & service tax	9.07	24.27
	110.78	**153.22**

26 Depreciation and amortization expense

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipment (refer note 3.1)	500.69	540.97
Depreciation on investment property (refer note 3.2)	3.17	3.17
Depreciation on right-of-use assets (refer note 4)	459.23	604.76
Amortization on intangible assets (refer note 5)	985.99	938.82
	1,949.08	**2,087.72**

27 Other expenses

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
Consumables		19.43		17.32
Outsourcing cost		6,708.51		6,412.10
Power and fuel		375.57		357.32
Rent		86.12		144.85
Hire charges		7.25		14.45
Repairs and maintenance - buildings		419.05		334.49
Repairs and maintenance - plant and machinery		325.43		511.21
Repairs and maintenance - others		69.83		29.95
Insurance		62.03		41.51
Rates and taxes		67.26		93.35
Communication		1,918.37		1,804.52
Travelling and conveyance		322.25		68.13
Expenditure on corporate social responsibility		177.24		157.00
Legal and professional		525.40		573.21
Directors sitting fees		54.00		33.40
Bad debts written off	134.02		116.03	
Less: Allowances for expected credit loss utilised for the above	134.02	-	30.52	85.51
MTM and net loss on foreign currency translations		115.30		16.29
Advances written off		86.38		77.93
Allowances for expected credit loss and doubtful advances		76.94		84.28
Allowances for contract assets and other receivables		25.60		212.95

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

27 Other expenses (Contd..)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Software expenses	912.58	592.68
Sales and support cost	-	3.77
Sales and marketing expenses	423.40	129.83
Miscellaneous expenses	370.53	290.07
	13,148.46	**12,086.12**

28 Income tax

The major components of income tax expense for the year ended 31 March 2023 and 31 March 2022 are:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Current income tax:		
Current income tax charge for the year	3,719.88	2,850.75
Adjustments in respect of current income tax of previous year	(3.79)	47.61
	3,716.09	**2,898.36**
Deferred tax:		
Deferred tax (credit)/charge for the year	57.52	185.38
	57.52	**185.38**
Tax expense reported in the Statement of Profit and Loss	**3,773.61**	**3,083.74**
Other Comprehensive Income (OCI)		
Tax related to items that will not be reclassified to Profit and Loss	7.57	(8.53)
Income tax charged to OCI	**7.57**	**(8.53)**

Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March 2023 and 31 March 2022:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Accounting profit before income tax	14,692.94	11,795.79
At India's statutory income tax rate	25.168%	25.168%
Computed Tax Expense	**3,697.92**	**2,968.76**
Change in tax rate*	29.96	(24.48)
Non-deductible expenses	46.10	47.06
Additional allowances for tax purpose	(2.16)	(9.01)
Others	5.58	53.80
Tax relating to earlier years	(3.79)	47.61
Income tax charged to Statement of Profit and Loss at effective rate	**3,773.61**	**3,083.74**

*Tax on Income at different tax rates as per respective jurisdiction including overseas.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

29 Earnings per equity share

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Profit for the year attributable to the equityholders of the Group	10,919.33	8,712.05
Weighted average number of equity shares outstanding*	1,70,95,410	1,79,23,472
Face value per share (INR)	10.00	10.00
Earnings per share- basic & diluted (INR)	**63.87**	**48.61**

*Includes adjustment of 1,19,187 (31 March 2022: Nil) equity shares held by ESOP Trust as Treasury Shares under the ESOP scheme; and includes adjustment of Buy Back of Shares of fully paid equity shares: Nil (31 March 2022: 9,44,444) (refer note no 13(ix))

30 Employee benefits in respect of the Group have been calculated as under:

(A) Defined contribution plans

The Group has certain defined contribution plan such as provident fund, 401(k) plan, superannuation fund, employee state insurance (ESI) and social security fund and pension scheme for qualifying employees, etc. Under the schemes, the Group is required specified percentage of payroll costs to fund the benefits. During the year, the Group has contributed following amounts to:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Employer's contribution to provident fund	710.33	629.88
Employer's contribution to 401(k) plan	66.16	75.42
Employer's contribution to superannuation fund	14.45	18.99
Employer's contribution to employee state insurance	49.10	57.80
Employer's contribution to labour welfare fund	0.09	0.02
Employer's contribution to social security fund and pension scheme	169.83	164.38
	1,009.96	**946.49**

(B) Defined benefit plans

Gratuity

As per the "The Gratuity Act,1972", the Group operates a scheme of gratuity for the Indian eligible employee which is a defined benefit plan and an actuarial valuation has been carried out in respect of gratuity in accordance with Ind AS 19 "Employee Benefits". The discount rate assumed for the Group is 7.30% p.a. (31 March 2022: 6.41% p.a.) which is determined by reference to market yield at the Balance Sheet date on Government bonds.

The retirement age has been considered at 58 to 65 years (31 March 2022: 58 to 65 years) and mortality table is as per IALM 2012-14 (Urban) (31 March 2022: IALM 2012-14 (Urban)).

The estimates of future salary increases, considered in actuarial valuation is 6% p.a. (31 March 2022: 6% p.a.), taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The plans assets are maintained with Life Insurance Corporation of India in respect of gratuity scheme for employees of the Group. The expected rate of return on plan assets for the Company is 7.30% p.a. (31 March 2022: 6.41% p.a.) and for subsidiary is 7.30% p.a (31 March 2022:6.41% p.a)

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

30 Employee benefits in respect of the Group have been calculated as under (Contd..)

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the beginning of the year	1,148.92	1,226.03
Addition on Business Combination (refer note 39)	136.36	-
Current service cost	145.89	125.30
Interest cost	79.89	75.80
Actuarial (gain)/loss	41.50	(33.01)
Benefits paid	(270.90)	(245.20)
Present value of obligation at the end of the year	**1,281.66**	**1,148.92**

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the end of the year	1,281.66	1,148.92
Fair value of plan assets at the end of the year	(1,220.20)	(1,081.49)
Net liabilities recognised in the Balance Sheet (refer note below)	**61.46**	**67.43**

Note: Reflected in the Balance Sheet as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Excess of plan asset over gratuity liability (refer note 10 (ii))	-	(25.55)
Provision for gratuity (refer note 15(ii))	61.46	92.98
Net liabilities	**61.46**	**67.43**

Fair value of plan assets

Particulars	As at 31 March 2023	As at 31 March 2022
Plan assets at the beginning of the year	1,081.49	1,173.01
Expected return on plan assets	66.89	72.43
Contribution by employer	309.81	80.38
Actual benefits paid	(249.41)	(245.20)
Actuarial (loss)/gain	11.42	0.87
Plan assets at the end of the year	**1,220.20**	**1,081.49**

Group's best estimate of contribution during next year is INR 135.58 Lacs (31 March 2022: INR 190.65 Lacs)

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

30 Employee benefits in respect of the Group have been calculated as under (Contd..)

Composition of the plan assets is as follows:

Particulars	As at 31 March 2022
Central government securities	23.57%
State government securities	45.68%
Debentures and bonds	20.86%
Equity shares	9.89%

The above composition of plan assets are based on details received for 31 March 2022, details for 31 March 2023 are awaited from LIC.

Expense recognised in the Statement of Profit and Loss under employee benefits expense:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Current service cost	145.89	125.30
Interest cost (net of return on plan assets)	13.00	3.38
Expense recognised in the Statement of Profit and Loss	**158.89**	**128.68**

Amount recognised in the other comprehensive income:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Actuarial (gain)/loss due to financial assumption change	41.50	(40.01)
Actuarial (gain) due to experience adjustment	-	7.00
Actuarial loss on plan assets	(11.42)	(0.87)
Amount recognised in the other comprehensive income	**30.08**	**(33.88)**

Sensitivity analysis

Particulars	Year ended 31 March 2023		Year ended 31 March 2023	
Assumptions	Discount rate		Future salary	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit	(68.44)	76.68	75.71	(69.17)

Particulars	Year ended 31 March 2022		Year ended 31 March 2022	
Assumptions	Discount rate		Future salary	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit	(30.97)	32.72	32.71	(31.24)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

30 Employee benefits in respect of the Group have been calculated as under (Contd..)

(C) Other long term benefits (compensated absences):

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the end of the year	77.53	84.39

(D) The maturity profile of defined benefit obligation is as follows :

Particulars	As at 31 March 2023	As at 31 March 2022
Within 1 Year	162.19	160.38
1-2 year	132.77	115.76
2-3 year	135.28	118.73
3-4 year	142.27	111.45
4-5 year	133.86	116.92
5-10 years	598.71	511.08
More than 10 years	832.65	630.29

31 Leases

(i) In adopting Ind AS 116, the Group has applied the below practical expedients:

The Group has applied a single discount rate to a portfolio of leases with reasonably similar characteristics

The Group has treated the leases with remaining lease term of less than 12 months as if they were "short term leases"

The Group has not applied the requirements of Ind AS 116 for leases of low value assets

(ii) The Group has discounted lease payments using the applicable incremental borrowing rate, which is ranging from 1.50% to 10.00% for measuring the lease liability.

(iii) Following amount has been recognised in consolidated statement of profit and loss:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest on lease liabilities (refer note 25)	101.71	128.95
Depreciation of Right-of-use assets (refer note 26)	459.23	604.76
Deferred tax charge (refer note 17)	17.98	88.32
Impact on the statement of profit and loss for the year	**578.92**	**822.03**

(iv) Bifurcation of lease expenses on which exemption is taken

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Expense related to short-term leases	1,077.83	879.90
Expense related to leases of low value assets, excluding short team leases of low value	56.46	98.67
Total	**1,134.29**	**978.57**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

31 Leases (Contd..)

(v) Amount recognised in the statement of cash flows

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Repayment of lease liabilities including interest expenses	592.85	970.17
Impact on the statement of cash flows for the year	**592.85**	**970.17**

(vi) Refer note 14 for lease liabilities and note 33 (iii) for contractual maturities of lease liabilities.

32 Fair value measurements

Particulars	Note	Level of hierarchy*	As at 31 March 2023			As at 31 March 2022		
			FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets								
Investments in mutual fund	(d)	1	2,781.87	-	-	584.63	-	-
Trade receivables	(a)		-	-	8,659.79	-	-	8,570.28
Loans	(a, b)		-	-	3.09	-	-	0.28
Cash and cash equivalents	(a)		-	-	5,800.92	-	-	7,948.37
Other bank balances	(a)		-	-	9,953.43	-	-	5,334.54
Unrealised gain receivable on forward covers	(c)	2	57.70	-	-	62.11	-	-
Other financial assets	(a, b)		-	-	1,873.42	-	-	5,383.13
Total financial assets			**2,839.57**	**-**	**26,290.65**	**646.74**	**-**	**27,236.61**
Financial liabilities								
Lease liabilities	(a,f)		-	-	757.16	-	-	1,198.48
Trade payables	(a)		-	-	2,034.76	-	-	1,806.29
Other financial liabilities	(a)		-	-	769.48	-	-	781.63
Total financial liabilities			**-**	**-**	**3,561.40**	**-**	**-**	**3,786.40**

Note:

(a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturity of these instruments.

(b) Fair value of non-current financial assets has not been disclosed as there is no significant differences between carrying value and fair value.

(c) Derivatives are carried at fair value at each reporting date. The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.

(d) The fair value of the mutual funds are based on net assets value of the funds as at reporting date.

(e) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(f) The fair value of lease liabilities need not be disclosed as there is specific expemption as per Ind AS 107.

*Refer note 2.20 for Level of hierarchy

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

33 Financial risk management

Risk management framework

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk.

i Market risk

Market risk includes foreign exchange risk, pricing risk and interest risk that may affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the returns.

Currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which revenue and expense are denominated and the functional currency of the Group. The currencies in which the Group is exposed to risk are USD, EUR, GBP and Others. The Group takes adequate foreign exchange forward covers as per the guidelines approved by the Board to mitigate currency risk.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	As at 31 March 2023				As at 31 March 2022			
	USD	EUR	GBP	Others	USD	EUR	GBP	Others
Cash and cash equivalents	948.07	97.29	297.36	9.09	485.23	18.84	258.55	15.74
Trade receivables	5,384.96	191.46	1,824.24	41.23	4,365.00	86.63	542.59	254.17
Other financial assets	43.84	22.12	105.26	4.89	(128.73)	-	105.24	4.88
Trade payables	(205.48)	(8.31)	(103.48)	(0.21)	(108.94)	(10.37)	(297.50)	(0.06)
Other financial liabilities	(71.43)	-	-	-	(27.41)	-	(85.44)	(0.45)
Net statement of financial position exposure	**6,099.96**	**302.56**	**2,123.38**	**55.00**	**4,585.15**	**95.10**	**523.44**	**274.28**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the USD, EUR and GBP against INR at 31 March would have affected the measurement of financial exposure denominated in a foreign currency and affected equity and profit or loss (before tax) by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact on forecast revenue and expenses.

	Equity and Profit or Loss (before tax)			
	Year ended 31 March 2023		Year ended 31 March 2022	
	Strengthening	Weakening	Strengthening	Weakening
USD (1% movement)	61.00	(61.00)	45.85	(45.85)
EUR (1% movement)	3.03	(3.03)	0.95	(0.95)
GBP (1% movement)	21.23	(21.23)	5.23	(5.23)
Others (1% movement)	0.55	(0.55)	2.74	(2.74)

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

33 Financial risk management (Contd..)

Forward covers

The Group takes adequate foreign exchange forward covers to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is bank. These forward covers are value based on quoted prices for similar assets and liabilities in active markets or input that are directly or indirectly observable in the marketplace.

The details in respect of outstanding foreign currency forward contract are as follows:

Forward exchange contract	Buy/Sell	As at 31 March 2023		As at 31 March 2022	
		FC in Lacs	INR in Lacs	FC in Lacs	INR in Lacs
USD	Sell	86.00	7,178.82	96.00	7,439.88
GBP	Sell	4.00	407.38	-	-

Pricing risk:

Pricing pressure is a constant risk due to increased competition. The Group strives to mitigate this risk with existing customers by a trade-off for volumes. Thereon, it is the Group's endeavor to reduce the impact by taking advantage of economies of scale and increasing productivity, as well increasing automation within these processes.

Interest rate risk

The Group is not exposed to interest rate risk.

ii Credit risk

Trade receivables and other financial assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and if a customer fails to meet its contractual obligations. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Details of concentration of revenue are as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from top 1 customer (31 March 2023) and 1 customers (31 March 2022) (more than 10% revenue individually)	5,945.26	4,807.11
Revenue from top 15 customers	29,919.66	24,103.75

Expanding the customer base is mitigating this risk. Within the current customers, the Group is looking to deepen the partnership by supporting publishers in new areas of outsourcing.

Expected credit loss for trade receivables, unbilled revenues and contract assets (customer balances):

Customer balances forms a significant part of the financial assets carried at amortised cost and contract assets, which is valued considering provision for allowance using expected credit loss method. This assessment is not based on any mathematical model but an assessment considering the nature of segment, impact immediately seen in the demand outlook of these segments, financial strength of the customers and historical pattern of credit loss, in respect of whom amounts are receivable.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

33 Financial risk management (Contd..)

The Group based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Group estimates its allowance for trade receivable using lifetime expected credit loss.

Group's exposure to credit risk for customer balances using provision matrix is as follows:

Particulars	As at 31 March 2023			As at 31 March 2022		
	Gross carrying amount	Allowance for credit losses	Net carrying amount	Gross carrying amount	Allowance for credit losses	Net carrying amount
Less than 180 days	13,908.99	46.08	13,862.91	11,957.56	110.79	11,846.78
More than 180 days	52.10	35.42	16.68	124.88	29.92	94.96
	13,961.09	**81.50**	**13,879.59**	**12,082.44**	**140.71**	**11,941.74**

Movement in the expected credit loss allowance of trade receivables are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	140.70	472.20
Add: Addition due to business combination	36.29	0.88
Add: Provided during the year (net of reversal)	36.73	(247.92)
Less: Amount written off	(134.01)	(95.49)
Less: Impact of foreign currency translation	1.79	11.03
Balance at the end of the year	**81.50**	**140.70**

Expected credit loss on financial assets other than trade receivables:

With regard to other financial assets with contractual cash flows other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no material provision for excepted credit loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet.

Investments and balances with banks

The Group limits its exposure to credit risk by investing in liquid securities, short term bonds and maintain balances with banks only with counterparties that have a good credit rating. The Group invests as per the guidelines approved by the Board to mitigate this risk.

iii Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

33 Financial risk management (Contd..)

The Group's treasury department is responsible for managing the short term and long term liquidity requirements. Liquidity situation is reviewed regularly by the management.

Exposure to liquidity risk

The following are the details of contractual maturities of financial liabilities at the reporting date:

Particulars	Contractual Cash flows					
	As at 31 March 2023			As at 31 March 2022		
	Carrying Amount	Within 1 year	More than 1 Year	Carrying Amount	Within 1 year	More than 1 Year
Non-derivative financial liabilities						
Lease liabilities	757.16	335.45	421.71	1,198.48	457.17	741.31
Trade payables	2,034.75	2,034.75	-	1,806.29	1,806.29	-
Other financial liabilities	769.48	769.48	-	781.63	781.63	-

34 Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The capital structure is as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Total equity attributable to the equity share holders of the Parent Company	1,710.58	1,710.58
Other equity	40,659.06	34,976.60
As percentage of total capital	98.24%	96.84%
Total lease liabilities	757.16	1,198.48
As a percentage of total capital	1.76%	3.16%
Total capital (lease liabilities and equity)	**43,126.80**	**37,885.65**

The Group is equity financed which is evident from the capital structure. Further, the Group has always been a net cash group with cash and bank balances along with investment which is predominantly investment in fixed deposits with bank, liquid and short term mutual funds.

35 Segment information

Operating Segments

The Chairman and CEO of the Group has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. Operating Segments have been defined and presented based on the regular review by the CODM to assess the performance of each segment and to make decision about allocation of resources.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

35 Segment information (Contd..)

Accordingly, the Group has determined reportable segment by nature of its product and service, accordingly following are the reportable segments:

(a) Content solutions: Content solutions mean creating and developing content for print and digital delivery. It includes content authoring/development, content production, content transformation, fulfillment and customer support services.

(b) eLearning solutions: offering custom technology-enabled learning services which included Web-based tutorials, Simulation- and Game-based learning, Augmented and Virtual Reality, Learning Nuggets and Motion Graphics, Learning Consulting to corporates, government agencies, universities etc.

(c) Platform solutions: Platform solutions means developing and implanting various software and technology services programs.

The Group has aggregated its operating segment into Content, eLearning and Platform operating reportable segment, which is consistent with aggregation criteria defined under Ind AS 108 i.e. similar economic characteristics, similar nature of the production process, similar type or class of customer for their products and services and similar method used to distribute their product or provide their services.

Accordingly, operating segment i.e. books, journals, customer fulfillment and others are aggregated into content operating segment and technology and software related services aggregated into platform operating segment.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

(i) Revenue and expenses which relate to the Group as a whole and not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses'. Details are as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Segment revenue		
Content solutions	26,146.84	24,220.00
eLearning solutions	12,617.62	8,334.12
Platform solutions	11,340.22	12,334.06
Total revenue from operations	**50,104.68**	**44,888.18**
Segment results		
Content solutions	10,260.75	7,664.50
eLearning solutions	2,827.52	1,143.00
Platform solutions	3,918.48	4,064.00
Total	**17,006.75**	**12,871.50**
Add: Interest income	320.70	594.98
Less: Finance cost	110.78	153.22
Less: Un-allocable expenditure (net of un-allocable income)	2,523.73	1,517.47
Profit before tax	**14,692.94**	**11,795.79**
Tax expense	3,773.61	3,083.74
Profit for the year	**10,919.33**	**8,712.05**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
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35 Segment information (Contd..)

(ii) Assets and liabilities used in the Group's business are not identified to any of the reportable segments, as these are used interchangeably between segments and the management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities.

(d) Geographical informations:

The geographical information analysis the Group's revenue and non-current assets by the holding Company's country of domicile (i.e. India) and other countries. In presenting the geographical information segment revenue has been based on the geographical location of customers and segment assets which have been based on the geographical location of the assets.

(i) Revenue by geographical markets

Particular	Year ended 31 March 2023	Year ended 31 March 2022
India (country of domicile)	1,938.83	929.74
Europe	17,132.13	14,255.55
USA	27,702.83	27,673.23
Rest of the world	3,330.89	2,029.66
Total	**50,104.68**	**44,888.18**

(Revenue from one customer amounts to INR. 5,945.26 lacs (previous year revenue from one customers amount to INR 4,807.11 lacs). No other single customer represents 10% or more to the company revenue for financial year ended 31 March 2023 and 31 March 2022.

(ii) Non-current assets (by geographical location of assets)

Particular	As at 31 March 2023	As at 31 March 2022
India (country of domicile)	11,384.18	7,813.99
Europe	651.46	86.52
USA	6,239.51	7,386.33
Rest of the world	0.31	0.31
Total	**18,275.46**	**15,287.15**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

36 Related party transactions

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013) are disclosed below:-

A Names of related parties and description of relationship:

S. No.	Description of relationship	Names of related parties
	Related parties exercising control:	
(i)	**Holding Company**	ADI BPO Services Limited
	Related parties with whom transactions have taken place:	
(i)	**Key management personnel (KMP)**	Mr. Nishith Arora, Chairman & Non - Executive Director till 30 June 2021 Mr. Rahul Arora, Chairman (w.e.f. 01 July 2021), CEO & Managing Director Mr. Sunit Malhotra, Chief Financial Officer (w.e.f. 19 May 2022) & Company Secretary (till 16 December 2022) Mr. Raman Sapra, Company Secretary (w.e.f. 17 December 2022) Mr. Ratish Mohan Sharma, Chief Financial Officer (till 18 May 2022) **Independent Non-Executive Directors:** Ms. Jayantika Dave, Independent Director Ms. Achal Khanna, Independent Director Mr. Ajay Mankotia, Independent Director Dr. Piyush Kumar Rastogi, Independent Director **Non-Independent Non-Executive Director:** Ms. Yamini Tandon, Non- Executive Director
(ii)	**Employee benefit trusts**	MPS Limited Employee Gratuity Fund:- Post-employment benefit plan of MPS Limited MPS Employee Welfare Trust:-Employee Stock Option Scheme of MPS Limited
(iii)	**Entities where KMP exercises significant influence**	ADI Media Private Limited

B Transactions during the year

Description of transactions:	Name of related party	Year ended 31 March 2023	Year ended 31 March 2022
1 **Rentals paid**	ADI BPO Services Limited	211.86	184.23
	ADI Media Private Limited	2.63	5.28
2 **Infrastructure charges**	ADI BPO Services Limited	51.60	51.60
3 **Reimbursement of expenses**	ADI BPO Services Limited	-	1.10
	ADI Media Private Limited	1.22	1.84

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

36 Related party transactions (Contd..)

	Description of transactions:	Name of related party	Year ended 31 March 2023	Year ended 31 March 2022
4	**Remuneration**			
	(i) Short-term employee benefits	Mr. Rahul Arora	334.45	314.43
		Ms. Yamini Tandon	12.08	156.93
		Mr. Sunit Malhotra	69.18	63.14
		Mr. Ratish Mohan Sharma	8.70	31.82
		Mr. Raman Sapra	9.19	-
	(ii) Post-employment benefits	Mr. Rahul Arora	79.15	-
		Mr. Sunit Malhotra	2.88	0.29
		Mr. Ratish Mohan Sharma	-	2.27
		Mr. Raman Sapra	0.64	-
5	**Director sitting fees**	Ms. Jayantika Dave	8.40	6.40
		Ms. Achal Khanna	7.20	5.20
		Mr. Ajay Mankotia	15.60	14.00
		Dr. Piyush Kumar Rastogi	9.40	7.80
		Ms. Yamini Tandon	13.40	-
6	**Buy back of Equity Share**	ADI BPO Services Limited	-	5,228.94
7	**Dividend Paid**	ADI BPO Services Limited	3,156.47	-

C	Balances at the year end	Name of related party	As at 31 March 2023	As at 31 March 2022
1	**Security deposit placed**	ADI BPO Services Limited	86.86	80.96
		ADI Media Private Limited	0.68	0.86
2	**Right-of-use assets**	ADI BPO Services Limited	10.50	15.74
		ADI Media Private Limited	0.20	0.02
3	**Trade payables**	ADI Media Private Limited	0.16	0.03
4	**Projected benefit obligation**	Mr. Rahul Arora	85.78	-
		Mr. Sunit Malhotra	16.24	12.74
		Mr. Ratish Mohan Sharma	-	2.57
		Mr. Raman Sapra	0.64	-

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2022: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
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37 Contingent liabilities to the extent not provided for:

(i) Claims against Company, disputed by the Group, not acknowledged as debt:

	As at 31 March 2023	As at 31 March 2022
(a) Income tax	249.58	318.29
(b) Service tax	43.14	43.14

The above amounts are based on the notice of demand / Assessment Orders / claims by the relevant authorities / parties and the Group is contesting these claims. Outflows, if any, arising out of these claims would depend on the outcome of the decisions of the appellate authorities and the Group's rights for future appeals before the judiciary. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position and results of operations.

(ii) The Supreme Court on 28 February 2019 had provided its judgment regarding inclusion of other allowances such as travel allowances, special allowances, etc., within the expression 'basic wages' for the purpose of computation of contribution of provident fund under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ('EPF Act'). There are interpretive challenges on the application of the Supreme Court Judgment including the period from which judgment would apply, consequential implications on resigned employees, etc. Further, various stakeholders had also filed representations with PF authorities in this respect. All these factors raises significant uncertainty regarding the implementation of the Supreme Court Judgment. Owing to the aforesaid uncertainty and pending clarification from regulatory authorities in this regard, the Group had recognized provision for the PF contribution on the basis of above mentioned order with effect from the order date. Further, the management believes that impact of aforementioned uncertainties on the financial statements of the Group should not be material.

38 Commitments as at year end

Estimated amount of contracts remaining to be executed on capital account (net of advances) is INR 77.21 Lacs (31 March 2022: Nil).

39 Business Combination

On 30 May 2022 , the Group had completed the acquisition of 100% outstanding share capital of E.I. Design Private Limited, thereby obtaining control, for a total purchase consideration of INR 4,208.67 Lacs through MPS Interactive Systems Limited, a wholly owned subsidiary of the Company. Given the rapid growth in e-Learning industry, acquisition of EI Design Private Limited will enable the Group to have global access to the e-Learning market.

Following assets and liabilities have been recorded on fair value based on the report of external independent expert through business combination accounting by the Group:

Particulars	Notes	As at 30 May 2022
Property, plant and equipment	3.1	56.23
Right-of-use assets	4	82.70
Other intangible assets	5	1,375.73
Other financial assets	8	34.63
Income tax assets	9(i)	113.56
Contract assets	10(ii)	283.28

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

39 Business Combination (Contd..)

Particulars	Notes	As at 30 May 2022
Other current assets	10(ii)	97.31
Trade receivables	11	354.42
Cash and cash equivalents	12(i)	826.21
Other Bank Balance	12(ii)	17.31
Lease liabilities	13	(85.90)
Trade payables	16	(172.51)
Other financial liabilities-current	18(ii)	(205.61)
Other current liabilities	19(i)	(413.18)
Provisions	15	(150.80)
Deferred tax liabilities (net)	17	(282.78)
Net assets		**1,930.60**
Purchase consideration		4,208.67
Goodwill	5	**2,278.07**

The determination of fair value is based on discounted cash flow method. Key assumptions on which management has based fair valuation includes estimated annual and terminal growth rate, weighted average cost of capital, weighted average return on assets and estimated operating margin. The cash flow projections take into account past experience and represent the management's best estimate about future developments.

The goodwill of INR 2,278.07 Lacs comprises value of acquired workforce with substantial skill and expertise, growth expectations, expected future profitability and expected cost synergies arising from the acquisition. Goodwill is not expected to be deductible for tax purposes.

The group incurred acquisition related cost of INR 39.97 Lacs on legal fees and due diligence costs in previous financial year. These cost have been included in legal and professional fees under the head "other expenses".

E.I. Design Private Limited had generated profit after tax of INR 532.70 lacs from 31 May 2022 to 31 March 2023. Revenue for the same period is INR Rs. 3,112.68 lacs.

If E.I. Design Private Limited had been acquired on 1 April 2022, revenue of the Group for FY 2022-23 would have been higher by INR 549.68 Lacs, and profit for the year would have decreased by INR 47.25 lacs.

The pro-forma amounts are not necessarily indicative of the results that would have occurred if the acquisition had occurred on date indicated or that may result in the future.

40 During the year, the Company paid final dividend of INR 5131.74 Lacs (31 March 2022 Nil) to its equity share holders. This represents a payment of INR 30 per equity share (31 March 2022 Nil).

The Board recommended a final dividend of INR 20 (face value of INR 10 per share) per equity share for the financial year 2022-23. This payment is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company to be held on 31 July 2023.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
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41 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary

S.No.	Name of the Enterprise	Year ended	Net Assets (Total assets -Total liabilities)		Share in profit/ (loss)		Share in other comprehensive income		Share in total comprehensive income	
			As % of consolidated net assets	INR in Lacs	As % of consolidated profit/ (loss)	INR in Lacs	As % of Consolidated other comprehensive income	INR in Lacs	As % of Consolidated total comprehensive income	INR in Lacs
	Parent									
	MPS Limited	31-03-2023	83.08%	35,198.60	79.02%	8,628.41	33.00%	383.01	74.51%	9,011.42
		31-03-2022	88.86%	32,599.58	82.02%	7,145.95	33.35%	140.63	79.78%	7,286.58
	Wholly Owned Subsidiaries									
	Indian									
1	MPS Interactive Systems Limited	31-03-2023	18.79%	7,959.14	13.16%	1,437.05	(1.53%)	(17.99)	11.73%	1,419.06
		31-03-2022	17.83%	6,540.08	8.81%	767.81	5.86%	24.73	8.68%	792.54
2	E.I. Design Private Limited (w.e.f 31 May 2022)	31-03-2023	3.42%	1,450.03	4.88%	532.71	1.36%	16.03	4.54%	548.73
		31-03-2022	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Foreign									
1	MPS North America LLC	31-03-2023	20.34%	8,617.57	3.21%	350.96	55.50%	652.42	8.30%	1,003.38
		31-03-2022	20.75%	7,614.19	4.48%	390.62	61.98%	261.39	7.14%	652.01
2	Topsim GmbH	31-03-2023	1.43%	607.83	2.37%	258.54	3.07%	36.10	2.44%	294.63
		31-03-2022	0.85%	313.20	3.14%	273.80	(2.03%)	(8.55)	2.90%	265.24
3	MPS Europa AG	31-03-2023	1.96%	830.54	(0.70%)	(76.45)	5.36%	63.07	(0.11%)	(13.38)
		31-03-2022	2.30%	843.92	0.29%	25.00	10.45%	44.05	0.76%	69.06
4	HighWire Press Limited*	31-03-2023	0.00%	-	(0.44%)	(48.56)	(1.24%)	(14.62)	(0.52%)	(63.17)
		31-03-2022	0.86%	315.51	0.65%	56.62	(1.12%)	(4.74)	0.56%	51.88
5	Semantico Limited	31-03-2023	3.95%	1,673.80	(0.26%)	(27.91)	3.07%	36.15	0.07%	8.24
		31-03-2022	4.54%	1,665.58	0.93%	81.36	(5.98%)	(25.25)	0.61%	56.11
6	HighWire North America LLC**	31-03-2023	0.00%	-	-	-	-	-	0.00%	-
		31-03-2022	0.00%	-	0.05%	4.66	1.46%	6.15	0.12%	10.81
	Total elimination	31-03-2023	(32.97%)	(13,967.87)	(1.24%)	(135.42)	1.82%	21.36	(0.94%)	(114.06)
		31-03-2022	(35.99%)	(13,204.88)	(0.39%)	(33.76)	(3.95%)	(16.66)	(0.55%)	(50.42)
	Total (31 March 2023)		**100%**	**42,369.64**	**100%**	**10,919.33**	**100%**	**1,175.52**	**100%**	**12,094.85**
	Total (31 March 2022)		**100%**	**36,687.18**	**100%**	**8,712.05**	**100%**	**421.76**	**100%**	**9,133.81**

*HireWire Press Limited a wholly owned subsidiary of MPS North America LLC at US is under the process of Strike off.

**HireWire North America LLC a wholly owned subsidiary at US was voluntarily dissolved and ceased to be a subsidiary of the group with effect from 21 December 2021.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

42 Revenue

(i) Revenue from contracts with customers (refer note 21)

Revenues for the year ended 31 March 2023 and 31 March 2022 are as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Content solutions	26,103.79	23,971.85
eLearning solutions	12,617.62	8,334.12
Platform solutions	11,323.64	12,334.06
	50,045.05	**44,640.03**

(ii) Disaggregation of revenue from contracts with customers (refer note 21)

In the following table, revenue is disaggregated by primary geographical market and major products/service lines. The table also includes a reconciliation of the disaggregated revenue with the Group's three segments, which are its reportable segments (refer note 35)

Revenue by geographical markets	Year ended 31 March 2023				Year ended 31 March 2022			
	Content solutions	eLearning solutions	Platform solutions	Total	Content solutions	eLearning solutions	Platform solutions	Total
India (country of domicile)	31.28	1,758.75	89.17	**1,879.20**	17.95	597.80	65.83	**681.59**
Europe	9,148.85	3,414.40	4,568.88	**17,132.13**	6,220.19	3,163.37	4,871.99	**14,255.55**
USA	16,503.00	5,326.95	5,872.88	**27,702.83**	17,260.59	3,809.18	6,603.46	**27,673.23**
Rest of the world	420.66	2,117.52	792.71	**3,330.89**	473.11	763.77	792.78	**2,029.66**
Total	**26,103.79**	**12,617.62**	**11,323.64**	**50,045.05**	**23,971.85**	**8,334.12**	**12,334.06**	**44,640.03**

refer note 33 (ii) on financial risk management for information on revenue from top customers.

(iii) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Particulars	As at 31 March 2023	As at 31 March 2022
Receivables, which are included in 'Trade and other receivables' (refer note 11)	8,659.79	8,570.28
Unbilled revenue (refer note 8(ii))	239.24	125.15
Contract assets (refer note 10 (ii))	4,980.56	3,246.30
Contract liabilities (refer note 19)	6,319.80	6,915.06

Trade receivables are non-interest bearing and are generally on terms of 0 to 60 days.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

42 Revenue (Contd..)

Significant changes in the contract assets and the contract liabilities balances during the year are as follows

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
Balance as at beginning of the year	**3,246.30**	**6,915.06**	**3,237.93**	**4,388.79**
Business combination (refer note no 39)	283.28	403.28	-	-
Revenue recognised that was included in the unearned balance at the beginning of the year	-	(6,217.41)	(54.62)	(3,937.44)
Increases due to cash received, excluding amounts recognised as revenue during the year	-	4,015.89	14.07	5,554.87
Reversal of contract assets/contract liabilities	-	-	-	-
Transfers from contract assets recognised at the beginning of the year to receivables	(3,235.21)	-	(3,183.31)	-
Increases as a result of changes in the measure of progress	4,686.19	1,128.99	3,232.23	893.44
Exchange Impact	-	73.99	-	15.40
Balance at the end of the year	**4,980.56**	**6,319.80**	**3,246.30**	**6,915.06**

(iv) The amount of revenue recognised from performance obligations satisfied (or partially satisfied) in previous years, mainly due to the changes in the transaction price is Nil (31 March 2022 : Nil)

(v) Reconciliation of revenue recognized with the contracted price is as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Contracted price	**50,060.34**	**44,670.83**
Reductions towards variable consideration components	(15.29)	(30.79)
Revenue recognised	**50,045.05**	**44,640.03**

(vi) Transaction price allocated to the remaining performance obligations

The Group applies the practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

43 Relationship with Struck off Companies

Where the Group has any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details, namely:-

Name of struck off company	Nature of transactions with struck-off Company	Balance Outstanding as at 31 March 2023	Balance Outstanding as at 31 March 2022	Relationship with the Struck off company, if any
Trinity Publishing services (P) Ltd	Payables	0.18	0.18	No
Green Land Facilities Management	Payables	-	0.54	No
		0.18	**0.72**	

44 The Group is compliant with number of layers prescribed under Clause 87 of Section 2 of Companies act, 2013.

45 Utilisation of Security premium Total utilisation of Security premium is Nil in FY 2022-23 and INR 10,442.76 Lacs in FY 2021-22

46 Employee Stock Option Scheme

The shareholders of the Company vide Postal Ballot Resolution dated 21 January 2023, had approved 'MPS Limited-Employee Stock Options Scheme 2023' ("ESOS 2023" or "Scheme") authorizing the Nomination and Remuneration Committee to grant to the eligible employees of the Company and its subsidiary(ies) not exceeding 4,00,000/- (Four Lacs) employee stock options, convertible into not more than equal number of equity shares of face value of Rs. 10/- (INR Ten) each fully paid up upon exercise, out of which not more than 2,00,000 (Two Lacs) equity shares to be sourced from Secondary Acquisition, from time to time through an employee welfare trust namely 'MPS Employee Welfare Trust' ("Trust").

47 Subsequent Events after Balance Sheet date

The board of directors ("Board") of E.I. Design Private Limited ("Transferor Company") and MPS Interactive Systems Limited ("Transferee Company") in their respective meetings held on 21 February 2023, considered and approved the scheme of merger of the Transferor Company into and with the Transferee Company ("Scheme") and recommended the same to shareholders, which was approved by the shareholders of the Transferor Company and the Transferee Company at their respective extra ordinary general meeting held on 31 March 2023. Pursuant to the aforesaid approvals, the Transferee Company filed the scheme with Regional Director, Southern Region, Chennai, Tamil Nadu ("Regional Director") for approval on 06 April 2023. The Transferor Company and the Transferee Company have determined the appointed date as 31 May 2022. However, the Scheme will become operative only from the effective date subject to necessary approval and such other permissions, sanctions and statutory approvals, as may be required.

Subsequent to the quarter 31 March 2023, the Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 11 April 2023, had considered and approved the grant of 74,030 (Seventy Four Thousand and Thirty) options exercisable into not more than 74,030 (Seventy Four Thousand and Thirty) of equity shares of the Company of the face value of INR 10/- (INR Ten Only) each fully paid-up, to eligible employees under the Scheme.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023

(INR in Lacs, except share and per share data, unless otherwise stated)

47 Subsequent Events after Balance Sheet date (Contd..)

Subsequent to the quarter ended 31 March 2023, the Board of Directors of the Company, in its meetings on 11 April 2023, has considered and approved the raising of funds through the issuance of equity shares of the Company ("Equity Shares") or any other equity-linked securities of the Company or other securities convertible into or exchangeable for Equity Shares by way of Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws, and/or any other permissible mode(s), in one or more of the tranches for an aggregate amount up to INR 250 Crores (INR Two Hundred and Fifty Crores Only), subject to necessary approval and such other permissions, sanctions and statutory approvals, as may be required. The same was approved by the shareholders vide postal ballot resolution dated 14 May 2023.

48 Ratios

Ratios	Formulas for Computation	Measures (Times/ Percentage)	31 March 2023	31 March 2022	Variation	Remarks
Current Ratio	Curren Assets/Current Liabilities	Times	3.36	2.71	23.93%	Not Applicable as variation is within 25%
Debt-Equity Ratio	Total Debts / Net Worth	Times	NA	NA	NA	Not Applicable as there is no debt in the group
Debt Service Coverage Ratio	EBITDA/Debt Service	Times	NA	NA	NA	Not Applicable as there is no debt in the group
Return on Equity Ratio	PAT/Net Worth	Percentage	28%	23%	18.59%	Not Applicable as variation is within 25%
Inventory turnover Ratio	COGS/Average Inventory	Times	NA	NA	NA	Not Applicable as the Group is in Service Sector
Trade Receivable turnover Ratio	Revenue from Operations/ Average Debtors	Times	5.73	4.92	16.64%	Not Applicable as variation is within 25%
Trade Payable turnover Ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	6.70	5.77	16.00%	Not Applicable as variation is within 25%
Net Capital turnover Ratio	Revenue from Operations/ Average Working Capital (i.e Total Current Assets Less Total Current Liabilities)	Times	2.29	2.54	(9.65%)	Not Applicable as variation is within 25%
Net Profit Ratio	PAT/ Revenue from Operations	Percentage	22%	19%	12.29%	Not Applicable as variation is within 25%
Return on Capital Employed	EBIT/Capital Employed ((Net Worth +Lease Liabilities+Deferred Tax Liabilities)	Percentage	31%	27%	13.80%	Not Applicable as variation is within 25%
Return on Investments	PBT/Total Assets	Percentage	27%	24%	12.24%	Not Applicable as variation is within 25%

49 Other statutory information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group has not granted any loans or advances in nature of loan, either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties during the year.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2023
(INR in Lacs, except share and per share data, unless otherwise stated)

49 Other statutory information (Contd..)

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

For **Walker Chandiok & Co LLP**
Partner
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place : New Delhi
Date : 16 May 2023

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place : New York, USA
Date : 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place : New Delhi
Date : 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 16 May 2023

Form AOC – 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

(INR in lacs)

Name of the Subsidiary	MPS North America LLC	MPS Interactive Systems Limited	MPS Europa AG	TOPSIM GmbH
Reporting period for the subsidiary concerned	Financial Year 2022-23	Financial Year 2022-23	Financial Year 2022-23	Financial Year 2022-23
Reporting currency and exchange rate as on the Financial Year ended on March 31, 2023	INR 82.17 = USD 1	Indian Rupees (INR)	INR 89.58 = CHF 1	INR 89.44 = Euro 1
Share capital	4,213.59	6200.00	68.34	182.27
Reserves & surplus	4,403.98	1,759.16	762.20	425.55
Total assets	10,538.74	13,150.25	1,082.21	1,936.14
Total Liabilities	10,538.74	13,150.25	1,082.21	1,936.14
Investments	580.46	5,643.82	-	-
Turnover	8,720.48	6,949.71	1,016.07	1,569.47
Profit/(loss) before taxation	472.25	1,958.20	(76.45)	234.72
Provision for taxation	121.28	521.12	Nil	(23.81)
Profit/(loss) after taxation	350.97	1,437.08	(76.45)	258.53
Other Comprehensive Income/ (loss)	652.42	(17.99)	63.07	36.10
Total Comprehensive Income	1003.39	1,419.09	(13.38)	294.63
Proposed Dividend	NIL	Nil	Nil	Nil
% of shareholding	100%	100%	100%	100%

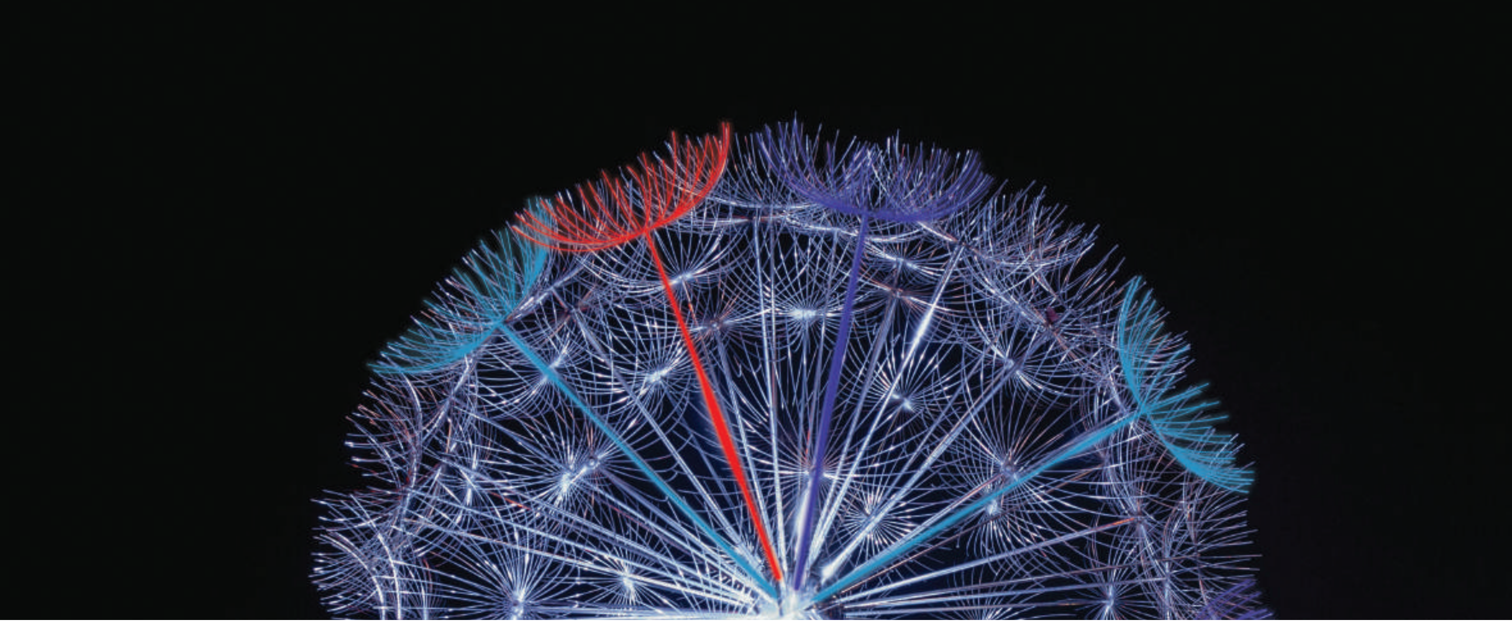
For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: New York, USA
Date: 16 May 2023

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 16 May 2023

Sunit Malhotra
Chief Financial Officer
Membership No.: A7808
Place: Noida, Uttar Pradesh
Date: 16 May 2023

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 16 May 2023



Notice of 53rd Annual General Meeting

MPS LIMITED

Regd. Office: RR Towers IV, Super A, 16/17, Thiru-VI-KA 53rd Industrial Estate, Guindy, Chennai-600032
Corp. Office: A-1, Tower-A, 4th Floor, Windsor IT Park, Sector 125, Noida, Uttar Pradesh-201303
Tel. No.: +91-120 -4599750 | E-mail: investors@mpslimited.com
Website: www.mpslimited.com | CIN: L22122TN1970PLC005795

NOTICE OF 53rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd (Fifty-Third) Annual General Meeting ("AGM") of the Members of MPS Limited ("the Company") will be held on Monday, 31 July 2023, at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
   a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend of INR 20/-(Rupees Twenty Only) per Equity Share of INR 10/- each for the Financial Year 2022-23.
3. To appoint Ms. Yamini Tandon (DIN: 06937633), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment as a Director.

By Order of the Board
For MPS Limited

Place: Noida, Uttar Pradesh
Date: 16 May, 2023

Raman Sapra
Company Secretary
M.No.: F9233

Registered Office:
RR Towers IV, Super A, 16/17, Thiru VI Ka
Industrial Estate, Guindy, Chennai-600 032,
Tamil Nadu, India
CIN: L22122TN1970PLC005795

IMPORTANT NOTES:

A. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 53rd AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 08 April 2020, 13 April 2020, 05 May 2020, 13 January 2021, 08 December 2021, 14 December 2021 and 05 May 2022 respectively, followed by Circular No. 10/2022 dated 28 December 2022, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and the relaxations provided vide SEBI Circulars dated 12 May 2020, 13 May 2022 and 05 January 2023 (hereinafter collectively referred to as "SEBI Circulars"), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 53rd Annual General Meeting shall be the Registered Office of the Company from where the proceedings of the Meeting are deemed to be made.
2. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA Circulars, the Company is providing a facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

   A member may exercise his/her vote at the Annual General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid rule.

   The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date, i.e., Monday, 24 July 2023.

   A person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as of the cut-off date i.e., Monday, 24 July 2023, shall only be entitled to avail of the facility of remote e-voting or casting vote through the e-voting system during the meeting.

   The Company has entered into an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.

   The facility of casting votes by a member using a remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

   The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting.

   The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again. Members may contact Mr. Raman Sapra, Company Secretary, for any grievances connected with e-voting at investors@mpslimited.com.
4. The remote e-voting period commences on Friday, 28 July 2023 (09:00 am IST) and ends on Sunday, 30 July 2023 (5:00 pm IST).

   a. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 24

July 2023, may opt for remote e-voting and cast their vote electronically.

b. Any person, who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as on the cut-off date i.e. Monday, 24 July 2023, may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or investors@mpslimited.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using the "Forget User Details/Password" option available on www.evotingindia.com.

c. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

d. Members may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again.

e. At the end of the remote e-voting period, the facility shall forthwith be blocked.

5. The Members can join the 53rd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 53rd AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the 53rd AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

7. Pursuant to MCA Circular, the facility to appoint proxy to attend and cast votes for the members is not available for this 53rd AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

8. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting. The said resolution/ authorization shall be sent to the following e-mail address rsaevoting@gmail.com with a copy marked to investors@mpslimited.com.

9. All documents referred to in the accompanying Notice can be obtained for inspection by writing to the Company at its email ID investors@mpslimited.com till the date of the AGM. Further, Shareholders may also write to the Company at its email ID investors@mpslimited.com for inspection of any statutory register/documents required to be placed at the time of the AGM of the Company.

10. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.

11. In compliance with the above circulars, electronic copies of the Notice of the 53rd AGM along with the Annual Report for the Financial Year 2022-23 have been sent to all the shareholders whose email addresses are registered/available with the Company/Depository Participants as on the cut-off date i.e. Monday, 24 July 2023. The Notice has also been uploaded on the website of the Company under the link https://www.mpslimited.com/notices-and-voting-results/. The complete

Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

However, the Shareholders of the Company may request a physical copy of the Notice and Annual Report from the Company by sending a request to investors@mpslimited.com, in case they wish to obtain the same.

12. The proceedings of the forthcoming AGM on 31 July 2023, shall also be made available on the website of the Company at www.mpslimited.com under the link Investors, as soon as possible after the Meeting is over.

13. The deemed venue for the 53rd AGM shall be the Registered Office of the Company i.e. RR Towers IV, Super A, 16/17, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600032, and the proceedings of the AGM shall be deemed to be made thereat.

14. The Dividend, as recommended by the Board of Directors of the Company, if approved at the AGM, shall be payable to those Shareholders whose name(s) stand registered:

    (a) as Beneficial Owner as at the end of business hours on 24 July 2023 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

    (b) as Member in the Register of Members of the Company/Registrars & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company as at the end of business hours on 24 July 2023.

15. Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. 01 April 2020, dividend declared, paid or distributed by a Company on or after 01, April 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/Company by sending documents by 15 July 2023. For the detailed process, please visit the website of the Company and go through "Instructions on TDS for Dividend" at https://www.mpslimited.com/annual-general-meeting.

16. In case the Dividend has remained unclaimed in respect of financial years 2015-16 to 2022-23, the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for the issue of duplicate dividend warrants. The Company regularly sends letters/emails to this effect to the concerned Shareholders.

17. The Financial Statements of the Subsidiary Companies and the related information have also been made available for inspection by the members at the Corporate Office of the Company during business hours on all days except Sundays and holidays, up to the date of the ensuing AGM of the Company. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office/Corporate Office of the Company. The Financial Statements including the Consolidated Financial Statements, Financial Statements of Subsidiaries and all other documents are also available on the Company's website under the link www.mpslimited.com/financial-information/.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The remote e-voting period commences on Friday, 28 July 2023 at 09:00 AM (IST) and ends on Sunday, 30 July 2023 at 05:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 24 July 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on the "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the MPS Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES or NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@mpslimited.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending the meeting and e-Voting on the day of the 53rd AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 53rd AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Cameras and use the Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by Thursday, 27 July 2023, mentioning their name, demat account number/ folio number, email id, mobile number at investors@mpslimited.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by Thursday, 27 July 2023, mentioning their name, demat account number/folio number, email id, mobile number at investors@mpslimited.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 53rd AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 53rd AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 53rd AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@mpslimited.com /RTA email id i.e. agm@cameoindia.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

OTHER GUIDELINES FOR MEMBERS:

a. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 24 July 2023 to Monday, 31 July 2023 (both days inclusive) for the purpose of the 53rd Annual General Meeting and determination of Members eligible for payment of Final Dividend for the financial year 2022-23.

b. The Company has fixed Monday, 24 July 2023, as the 'Record Date' for determining the entitlement of members to the final dividend for the financial year ended 31 March 2023, if approved at the AGM.

c. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

d. SEBI vide it's latest Circular dated 16 March 2023, in supersession of earlier circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 01 October 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR-1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

   In terms of the aforesaid SEBI Circular, effective from 01 January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

   Members may also note that SEBI vide its Circular dated 25 January 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4.

   Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company at https://www.mpslimited.com/notices-and-voting-results/ for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

   Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/or email address immediately to their respective Depository Participants.

e. During the year, the amount of Unpaid or Unclaimed 2nd Interim Dividend for the financial year 2014-15 and amount of Un-paid or Unclaimed 1st, 2nd and 3rd Interim Dividend for the financial year 2015-16 has been deposited in the Investor Education and Protection Fund (IEPF) established by the Central Government of India.

   The Company also transferred 264 Equity Shares (on account of Unpaid or Unclaimed Dividend for FY 2014-15) and 2,999 Equity Shares [on account of Unpaid or Un-claimed Dividend for FY 2015-16 (Interim)] Equity Shares of the Company into the DEMAT Account of the IEPF Authority held with NSDL (DPID/Client ID IN300708/10656671) in terms of the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/unpaid dividend pertaining to financial years 2014-15 (interim) and 2015-16 (Interim) had been transferred into IEPF and who have not encashed their dividends for 7 (Seven) consecutive years.

f. Concerned Shareholders may still claim the shares or apply for refund of Unpaid or Unclaimed Dividend from the IEPF Authority in Form IEPF-5 as available on the website of IEPF i.e. www.iepf.gov.in.

g. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, as available on the website of the Company. Further, SEBI vide its Circular dated 16 March 2023 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

h. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Director proposed to be re-appointed at the Annual General Meeting is given in the Annexure to the Notice.

i. The Board vide its Resolution passed on 16 May 2023 has appointed Mr. R. Sridharan, Practicing Company Secretary (Membership No. FCS 4775, COP No.3239), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

j. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

k. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.mpslimited.com and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Limited.

l. Subject to receipt of a requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Monday, 31 July 2023.

m. SEBI Circular No. SEBI/HO/MIRSD/MIRSD_PoD-1/CIR/2023/37 dated 16 March 2023, has stated that it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, KYC details and Nomination. SEBI has now simplified the norms for processing the investor's service request by RTAs i.e. norms for dealing the minor mismatch of signatures, major mismatch of signatures, mismatch in name. Members holding shares in physical form should now compulsory furnish PAN, KYC and nomination details, Postal address with PIN, Mobile number, E-mail address, Bank account details (bank name and branch, bank account number, IFS code) and specimen signatures. Upon receipt of the KYC document or updation of bank details, the RTA shall suo-moto, pay electronically, all the moneys of/payments to the holder that were previously unclaimed/unsuccessful. The securities in the frozen folios shall be eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents/details as aforesaid.

   The Physical shareholders are hereby requested to furnish the details as mentioned above on or before 30 September 2023 to avoid the frozen of the folios thereafter. The shareholder can reach out to investors@mpslimited.com or kyc@cameoindia.com for any queries or assistance in this regard.

By Order of the Board
For MPS Limited

Place: Noida, Uttar Pradesh
Date: 16 May, 2023

Raman Sapra
Company Secretary
M.No.: F9233

Registered Office:
RR Towers IV, Super A, 16/17, Thiru VI-KA Industrial Estate, Guindy, Chennai-600 032, Tamil Nadu, India
CIN: L22122TN1970PLC005795

ANNEXURE TO THE NOTICE

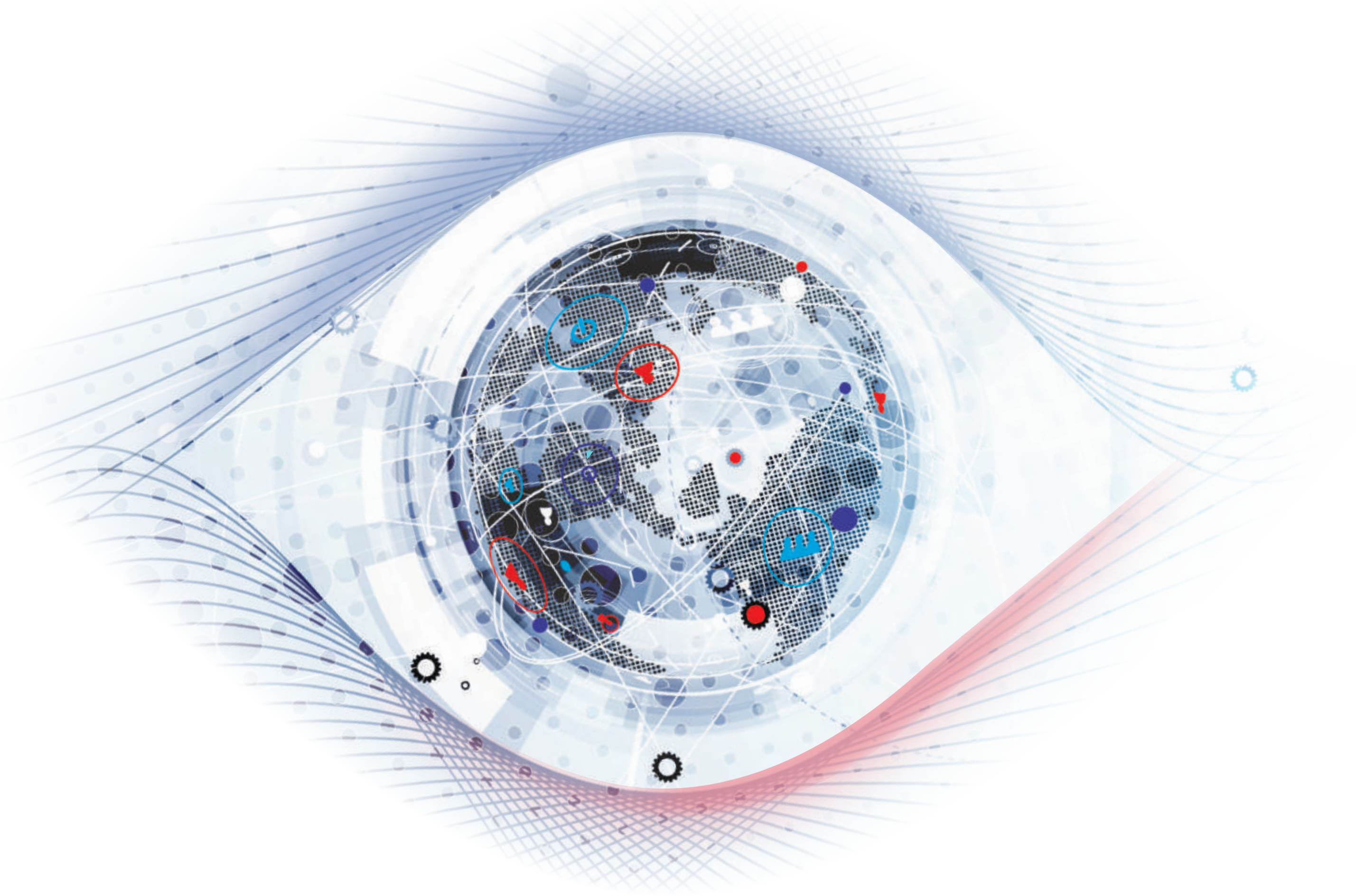
(For Item No. 3)

Details of the Director seeking Re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by ICSI is furnished below:

Name of Director	Ms. Yamini Tandon
DIN	06937633
Date of Birth	27 January 1986
Date of Appointment (Initial)	11 August 2014
Educational Qualifications	Graduation in Political Science and Post Graduate Program in Management from Indian School of Business, Hyderabad.
Nature of Expertise	Expert in post-merger integration and turnaround management, driving profitability through seamless business integration.
Directorships held in other companies in India #	MPS Limited MPS Interactive Systems Limited
Shareholding in the Company	Nil
Disclosure of relationships between directors inter-se	Mr. Rahul Arora, Chairman and CEO is the spouse of Ms. Yamini Tandon
Number of Board meetings attended during the year	6
*Chairpersonship/Membership of committees in other companies in India	MPS Limited Stakeholders Relationship Committee – Chairperson Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee- Member Risk Management Committee- Member

#Directorship indicates directorship in Indian Public Companies including MPS Limited.

*Chairpersonship/Membership of committees indicates Chairpersonship/Membership of committees in Indian Public Companies including MPS Limited.



MPS LIMITED