



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: MPSTL/SE/29/2023-24

Date: 27 June 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: MPSTLTD ISIN: INE943D01017	✓	BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001, India Scrip Code: 532440 ISIN: INE943D01017
--	---	---

Sub: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ("LODR Regulations")- Merger of Step- Down Subsidiary into and with Subsidiary Company of MPS Limited.

Dear Madam/ Sir

We refer to our earlier intimations from time to time and previous intimation dated 21 February 2023, w.r.t. the approval of the Board of Directors of E.I. Design Private Limited (E.I. Design/Transferor Company) and MPS Interactive Systems Limited (MPSI/Transferee Company), on the Scheme of Amalgamation of E.I. Design and MPSI, subject to the confirmation order on Scheme of Amalgamation by Regional Director, Chennai ("Merger").

In this regard, we wish to inform you that the Regional Director, Chennai vide Order No.CP No.13/S.233/2023-24 dated 06 June 2023 ("Order") had approved the Scheme of Amalgamation of E.I. Design with MPSI and their respective Shareholders under Section 233 of the Companies Act, 2013 ("Companies Act").

In terms of the provisions of the Companies Act, the Transferor Company and the Transferee Company had filed the aforesaid Order with the Registrar of Companies, Chennai, in the prescribed e-Form INC-28 on 24 June 2023 ('the Effective Date'). Pursuant to the approval of e-Form INC-28 on 27 June 2023, the company status, of E.I. Design Private Limited on the portal of the Ministry of Corporate Affairs, is changed to 'Amalgamated'.

The disclosure as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.-CIR/CFD/CMD/4/2015 dated 09 September, 2015, is provided in the enclosed "Annexure-A".

This is for your kind information and record.

Thanking you,

Yours faithfully
For MPS Limited

Raman Sapra
Company Secretary & Compliance Officer

Encl: as above

www.mpslimited.com

Annexure A

Disclosure pursuant to Para A of Part A of Schedule III of Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Details of Amalgamation/ Merger:

Merger of E.I.Design Private Limited and MPS Interactive Systems Limited, step-down and direct subsidiary, respectively, of the Company

S.No.	Requirement of Disclosure	Details
a)	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.;	<p>Name of the entities:</p> <p>(i) E.I. Design Private Limited</p> <p>E.I. Design Private Limited is a private limited company incorporated in accordance with the provisions of the Companies Act, 1956, with CIN-U72900TN2002PTC160137 and having its registered office at Super A, 16-17 4th Floor, RR Tower IV, TVK Industrial Estate Guindy, Chennai, Tamil Nadu - 600032 ("E.I. Design/Transferor Company") and</p> <p>Authorised capital: Rs. 25.00 Lacs (as on 31.03.2023) Paid-up capital: Rs. 20.91 Lacs (as on 31.03.2023) Turnover: Rs. 3662.36 Lacs (as on 31.03.2023) Net Worth: Rs. 1450.02 Lacs (as on 31.03.2023)</p> <p>(ii) MPS Interactive Systems Limited</p> <p>MPS Interactive Systems Limited is an unlisted public company incorporated in accordance with the provisions of the Companies Act, 2013 with CIN-U74999TN2018PLC122594 and having its registered office at RR Tower IV, Super A, 16/17 Thiru VI KA, Industrial Estate, Guindy, Chennai, Tamil Nadu - 600032, India ("MPSI/Transferee Company") and</p> <p>Authorised capital: Rs.9,000.00 Lacs (as on 31.03.2023) Paid-up capital: Rs.6,200.00 Lacs (as on 31.03.2023) Turnover: Rs. 6949.71 Lacs (as on 31.03.2023) Net Worth: Rs. 7959.15 Lacs (as on 31.03.2023)</p>
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No
c)	Area of business of the entity(ies);	<p>Details of the entities</p> <p>Both E.I. Design and MPSI are engaged in similar business activities i.e. providing of eLearning solutions (such as gamification, simulations, custom eLearning</p>

			development, augmented and virtual reality, immersive learning and microlearning.
d)	Rationale for amalgamation/ merger;	:	<p>The rationale for the Merger would be as follows:</p> <p>(i) As the Transferor Company and Transferee Company are engaged in similar line of business, the merger would help in attaining operational efficiencies, cost competitiveness, creating synergies for businesses and would assist in capitalizing on the growth opportunities to the fullest extent.</p> <p>(ii) Since both E.I. Design and MPSI, are step-down and direct subsidiary, respectively, of the Company, it is operationally efficient to merge the two entities.</p> <p>(iii) This arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and will result in the formation of a stronger company with a larger capital base.</p> <p>(iv) The Merger will result in the stronger balance sheet which means that the combined entities will be able to better negotiate with lenders and other stakeholders of business.</p> <p>(v) The consolidation of operations of the Transferor Company and the Transferee Company by way of merger will lead to optimization of the business processes, efficiencies of scale, better cost-management, and leveraging of expertise of both the entities.</p>
e)	In case of cash consideration - amount or otherwise share exchange ratio;	:	<p>E.I. Design is a wholly owned subsidiary of the MPSI. Accordingly, pursuant to the Merger, the entire shareholding of E.I. Design held by the MPSI is now cancelled and extinguished without any act and deed. Further, no shares of MPSI will be issued and allotted pursuant to the aforesaid cancellation.</p>
f)	Brief details of change in shareholding pattern (if any) of listed entity.	:	<p>The aforesaid Merger will not change the shareholding of the Company and will merely consolidate value in one subsidiary.</p>

For MPS Limited

Raman Sapra
Company Secretary & Compliance Officer