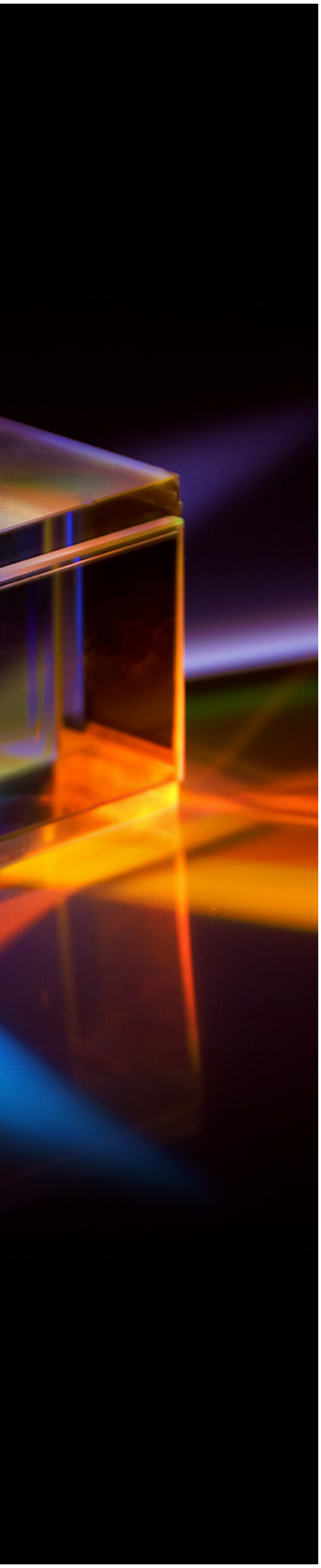
MPS LIMITED

SCALING GLOBAL

54TH ANNUAL REPORT
2023-24

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.



Contents

Corporate Overview

Statutory Reports

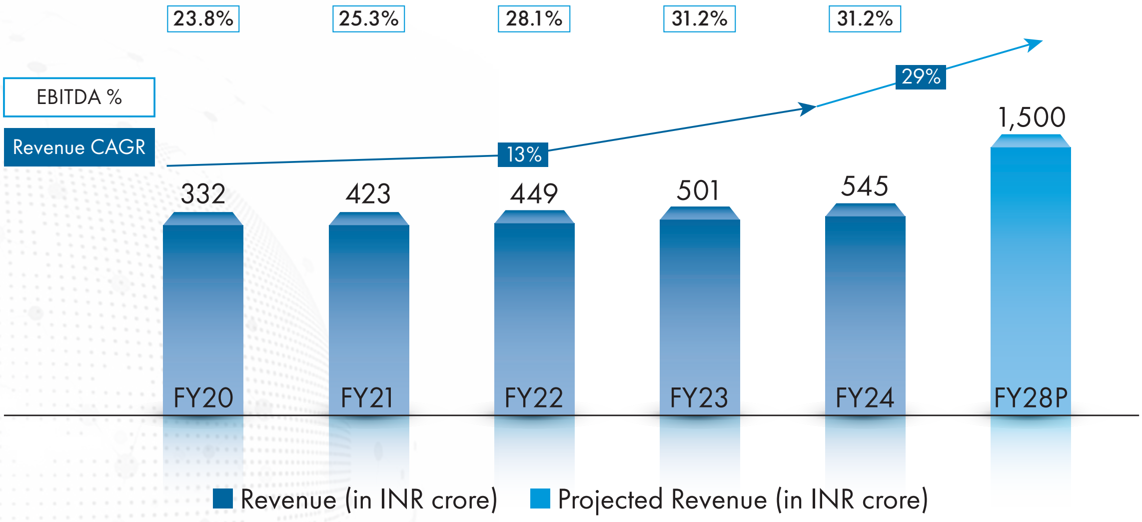
Financial Section

Notice of 54th Annual General Meeting

VISION 2027

Our Deep Purpose is to help make learning accessible to ALL.

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.



A new era of AI-powered global expansion

We began unlocking growth through our "Going Gestalt" strategy in FY23, which we Supercharged in FY24. The revised growth strategy is based on five core principles: go-to-market (GTM) strategy powered by a market-based approach, emphasis on strategic customer partnerships, investment in new capabilities to expand lines of business, compelling marketing and awareness building to acquire new logos, and a revised acquisition playbook that focuses on growth assets.

FY23 and FY24 have provided MPS with a robust springboard to leap toward Vision 2027. We are now rapidly approaching Vision 2027 as MPS is expected to cross the halfway mark in FY25. The acquisitions of EI Design, Liberate Learning, and AJE have expanded our market reach beyond the US and Europe. New geographies where MPS is gaining traction include India, the Middle East, Australia, China, Brazil, and South Korea

MPSLabs, our R&D hub, harnesses AI/ML/NLP and cloud-based technologies for robust, scalable solutions. At the nexus of content and technology, MPSLabs innovates with an AI-driven digital workforce, utilizing LLMs, NLG, and cloud innovations for services including content structuring, content generation, accessibility compliance, DEI reviews, and media asset development. Our investments in AI via MPSLabs have improved operational efficiencies that we have passed on as efficiency gains to our customers to consolidate and enhance our market share. MPS has also begun a pivot to relying on AI for value creation through new revenue streams, including SaaS revenue streams and large custom implementations.

Scaling Global is about building MPS into a compelling learning company that leverages its operational excellence for expansion, including entry into new markets and further strengthening its foothold in established markets. Our corporate strategy relies on operational excellence based on a continuous improvement mindset. This relentless focus positions us as a partner who will be loved and admired not only for our significant scale but also for the significant business impact we help drive for all stakeholders.

Chairman's **Letter**

SCALING GLOBAL

FY25 will be an inflection year. By the end of FY25, we aspire to reach the halfway mark on Vision 2027.

Rahul Arora
Chairman and CEO

FY24 was an excellent year for executing our growth strategy toward Vision 2027, which we termed "Going Gestalt" and set in motion in 2022. The final scorecard, which showed a total revenue and EPS growth of approximately 9.5 percent, did not do justice to what we achieved in FY24 and the phenomenal follow-through we expect in FY25. In my letter this year, I will reflect on the various achievements of FY24 through the lens of our growth strategy and take a moment to articulate why FY25 is so meaningful for all of us at MPS.

Reflecting on FY24 through the Gestalt Lens established in 2022

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. In FY24, our mission was to supercharge the strategy, and we did so with much success.

Market-based approach

Our revised Go-To-Market (GTM) strategy focuses on representing firm-wide capabilities to the marketplace rather than our previous product-based approach. The three markets that we service include Research, Education, and Corporate. In FY24, we unlocked this strategy in the best way possible in the Research business, where we placed customer problems as a core focus and leveraged our capabilities as a toolkit to address their challenges. As a result, we saw a lift in revenue and profitability. Some key growth highlights in the Research practice included a 19 percent growth in the Journals Content Solutions portfolio, a modest growth in the platforms business in the previous context of a three-year decline, and an overall 10% percent growth in the Research practice.

Emphasis on STAR accounts

A customer partnership is classified as a STAR account based on its 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 saw several strategic benefits in FY24 via this strategy, including improvement in the quality of revenue, expansion in volumes, and a steady increase in the lines of business with STAR accounts.

Investment and launch of new capabilities

In FY24, we officially launched THINK365, a concept for DigiCorePro, and acquired the Curie platform. Each of these initiatives piqued much interest from our customer base and the marketplace in general, and several explorations are already underway. Additionally, MPSLabs made significant progress in enabling AI in our workflows. We expect a healthy portion of our organic growth story toward Vision 2027 to be attached directly or indirectly to this workstream.

Tailored strategy to acquire new customers

Our tailored strategies for Corporate, Education, and Research markets allowed us to cross 750 customers in FY24. 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. Our price warriorship and product bundling allowed us to secure new logos in the Research marketplace.

Revised acquisition playbook

We completed two acquisitions in FY24 per our new playbook. We completed the acquisition of Liberate Learning in August 2023, which shaped our entry into Australia. Liberate was our second acquisition of a growing business, and the experience has been a refreshing change in our modus operandi. Since the acquisition, we have learned much about what it takes to operate and drive a Corporate Learning business, and these learnings will result in massive gains for the overall eLearning business as we march toward Vision 2027. In February 2024, we completed the acquisition of AJE. Although AJE was in our portfolio for only a month in FY24, we have much confidence that AJE will significantly contribute toward Vision 2027 as we unlock its strategic levers, including moving more upstream in the value chain closer to the funders and working directly with authors; entering new markets, including China, Brazil, and South Korea; and scaling up our partnership with Springer Nature, who are one of our more premier STAR accounts in terms of scale and potential.

To wrap up FY24, all business segments and lines of business developed a growth momentum as we headed into FY25. The positive developments in operating cash flow allowed our Board to recommend a generous distribution even in a year when we completed two acquisitions through internal accruals.

Quick View of FY25

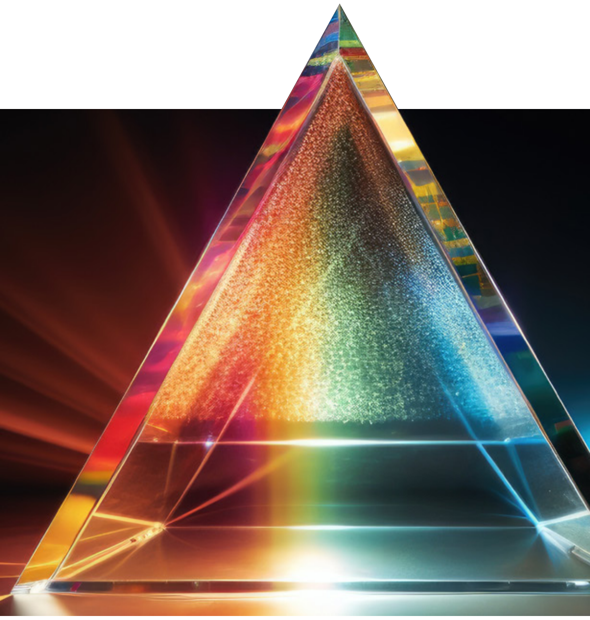
We will build on the success achieved with our market-based approach in our Research business and apply the lessons learned to the Education and Corporate sectors. Our goal is to increase our STAR accounts to 100 by the end of FY25, which will bring significant progress in terms of our organic growth and margins. We anticipate seeing returns from our investments in new capabilities in 2022 and 2023. Additionally, we plan to launch an enhanced version of DigiCorePro, AI-powered solutions for Accessibility and Translation, and a SaaS platform for Immersive Learning. We remain committed to our updated acquisition strategy and will continue to prudently allocate capital that should further our growth agenda in FY25 beyond what we see today.

FY25 will be an inflection year. By the end of FY25, we aspire to reach the halfway mark on Vision 2027.

Regards

Rahul Arora
Chairman and CEO

Corporate Information



Board of Directors

Mr. Rahul Arora
Chairman and CEO

Ms. Achal Khanna
Independent Director

Mr. Ajay Mankotia
Independent Director

Ms. Jayantika Dave
Independent Director

Mr. Suhas Khullar
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

Internal Auditors

PricewaterhouseCoopers Services LLP
Building 8, Tower B, 8th Floor,
DLF Cyber City, Gurugram,
Haryana-122002

Bankers

HDFC Bank Limited
C/25, Stellar IT Park, C Block,
Phase 2, Industrial Area, Sector 62,
Noida, Uttar Pradesh-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, Block C,
134B, Sector-61, Noida,
Gautam Buddha Nagar,
Uttar Pradesh-201301

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
Tamil Nadu-600032

Other Offices of MPS Limited

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

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

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

Subsidiaries

MPS North America LLC
941 West Morse Blvd, Suite 100
Winter Park, Florida 32789, United States

American Journal Online
Gate No. 528, Building C,
2A Worker Stadium North Road Pacific
Century Place, Beijing

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

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

Liberate Learning Group
Level 2, 161, Collins Street,
Melbourne, VIC 3000

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

MPS Europa AG
Baarermatte 1, 6340 Baar,
Switzerland

Registrar and Share Transfer Agent

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

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 concerns is 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 our employees' birthdays by planting a tree for each of our 3000+ employees. We grew over 2200 trees in FY24 in the states of Uttarakhand, Sikkim, West Bengal, and others. 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.

BOARD OF DIRECTORS

Mr. 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 jumpstart 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 recently completed the Owner/President Program at Harvard Business School as part of its 60th class.

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.

Ms. Achal Khanna

Independent Non-Executive Director

Achal Khanna is passionate about shaping the future of HR and work culture, she brings over three decades of dynamic leadership across diverse industries to her role as CEO of SHRM (Society for Human Resource Management) for India, the Asia Pacific, and the MENA region. As a board member of SHRM and part of its executive network, she leads global HR transformation initiatives, driving positive change and fostering inclusive workplaces worldwide.

Dedicated to promoting women's empowerment, improving work culture, and nurturing leadership development, she works closely with individuals and organizations to advocate for inclusive workplaces where everyone can thrive and contribute meaningfully. Recognized with the prestigious "Best Women Executive in India" award, she continuously strives to push boundaries and overcome challenges.

With a proven track record of success, she has navigated complex landscapes with finesse in previous roles. As Managing Director at Kelly India Operations, she orchestrated strategic initiatives with precision. At GE, as Vice President, she drove business growth and innovation through impactful strategies. As Country Manager for Polaroid India, she led market expansion efforts, solidifying the brand presence. Her diverse experiences at DuPont, ITC, and Cosmo Group have equipped her with invaluable insights, shaping her holistic approach to leadership and business.

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

Ajay Mankotia is an Independent Non-Executive Director on the Board of Jindal Stainless Ltd. and a Member of the Audit Committee and Risk Management Committee. He is also a Director on the Board of RSG Media Systems Private Limited and MPS Interactive Systems Limited.

With a multifaceted skill set encompassing Taxation, Accounts, Law, and Media, Mr. Mankotia brings a wealth of knowledge to the table. His illustrious career trajectory is marked by a relentless pursuit of excellence and a commitment to innovation.

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 also has a Diplôme D'études Superiéures Spécialisées (DESS) in Diplomacy and Administration of International Organizations from the University of Paris-XI, Paris, a 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.

Having served with distinction in the Indian Revenue Service for over two decades, Mr. Mankotia's tenure witnessed a kaleidoscope of roles within the Income Tax Department, encompassing Assessments, Appeals, Search and Seizure, Policy and Administration, culminating in his role as Commissioner of Income Tax.

During the course of his career, he was also deputed as Chief Vigilance Officer of National Fertilizers Ltd, and few other public sector fertilizer companies and was deputed for foreign courses in Vigilance and Internal Affairs. His tenure was marked by a proactive approach towards administration and a commitment to upholding the highest standards of governance.

In 2008, driven by an entrepreneurial spirit and a desire for new challenges, Mr. Mankotia transitioned to the corporate sector, assuming the role of President (Corporate Planning and Operations) at a leading media company. Subsequently, he ventured into the realm of Tax and Legal Advisory, where he continues to thrive, leveraging his wealth of experience to provide strategic counsel to a diverse clientele.

Beyond his corporate endeavors, Mr. Mankotia remains deeply engaged in academia and public service, serving as a beacon of inspiration to aspiring professionals and a catalyst for positive change in society.

As a Director on the Board of MPS, Jindal Stainless and RSG Media Systems, Mr. Mankotia continues to shape the landscape of corporate governance, embodying the principles of transparency, accountability, and ethical conduct. His unwavering commitment to excellence and his dynamic leadership style make him an invaluable asset to any organization fortunate enough to benefit from his guidance.

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. Her areas of expertise include Post-Merger Integration and Turnaround Management. 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.

Mr. Suhas Khullar

Independent Non- Executive Director

Suhas has 20+ years of experience across consumer tech startups, private equity, and consulting.

Mr. Khullar started his career with EY in the M&A Tax & Regulatory advisory and advised on complex multi-country transactions, including Vodafone's $11bn acquisition of Hutch's India business. Based on his stellar performance, he was selected for Accelerated Career Path at EY.

Following his tenure at EY, Suhas pursued an MBA at ISB. He majored in Finance and Strategy with top grades and was on the Dean's list.

Post his MBA from ISB, in 2011 he joined Ares' India Private Equity (Real Estate) Fund, where he was leading their investments in North India. His portfolio spanned 16mn sq.ft. across residential, retail and townships. His exits netted an average of 27% IRR.

Mr. Khullar joined Shuttl in 2015 in its infancy and led multiple functions: Finance, Government Relations, Supply and Strategy at different stages of Shuttl's journey. He was instrumental in raising more than $80mn for Shuttl, and in scaling Shuttl's business to 100,000+ rides across multiple cities. He played a key role in shaping the government policy for the sector. Post-COVID, he was appointed as the CEO at Shuttl, wherein he helped turnaround the business. Mr. Khullar is currently working as a CFO at Loco, India's leading streaming platform for esports.

Suhas, a Chartered Accountant, holds a Post-Graduate Programme in Management from the Indian School of Business (ISB), Hyderabad, along with a Bachelor of Commerce degree.

OUR TRIPLE E VALUES

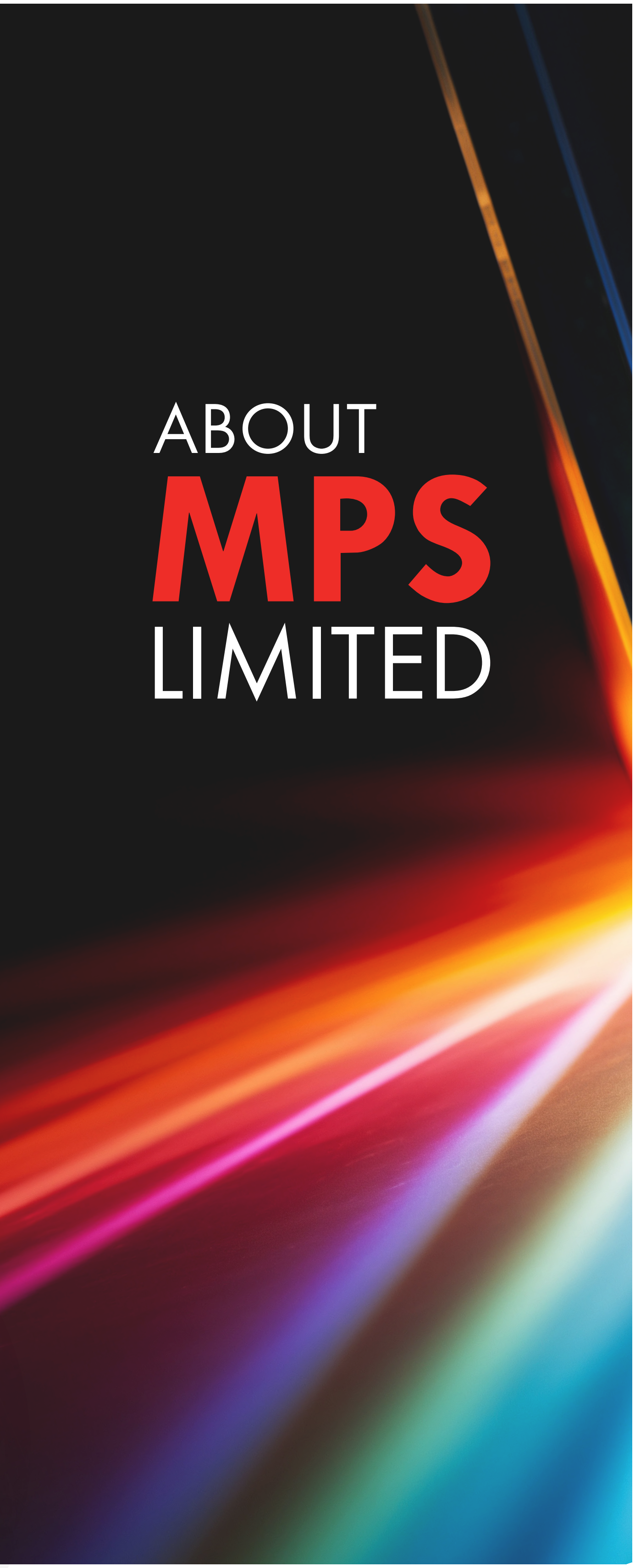
Our ambitions will be powered by these core values, which we call the Triple E. Triple E values define who we are today and will shape our future. They are principles that we will not compromise on but are tools upon which we depend.

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

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

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.



ABOUT MPS LIMITED

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

Well-Established Platform

- Combination of leading institutions across Content Solutions (Macmillan in 1970), eLearning (India's largest conglomerate in 1991), and Platforms (HighWire, Stanford University in 1995).
- Differentiated through unique IP and industry-leading accreditations.
- A trusted partner to marquee players in Research, Education, and Corporate markets.

Compelling Value Proposition

- Global delivery model with cost advantages from active presence in Tier 2 cities in three countries.
- Pioneer in platform-led approach creating differentiation through comprehensive SaaS solutions that manage various processes across the content lifecycle.
- Advanced capabilities in eLearning solutions that deploy cutting-edge technologies.

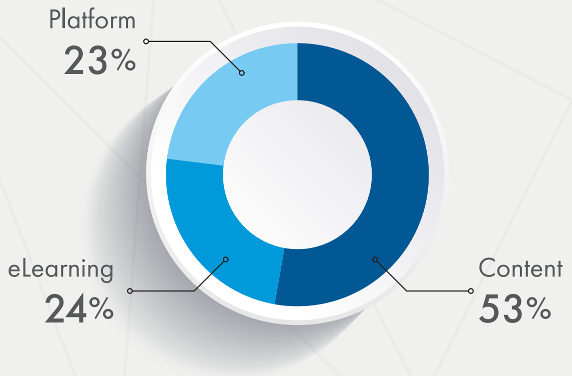
Tremendous Growth Opportunities

- Maximize cross-sell and upsell with a captive customer base of 750+ customers.
- Scale central growth and marketing engine to acquire new customers and expand geographic footprint.
- Consistent investment and deployment of new capabilities across lines of business.
- Enter adjacent markets by reconfiguring products/services.
- Play the role of a Consolidator in a highly fragmented market.

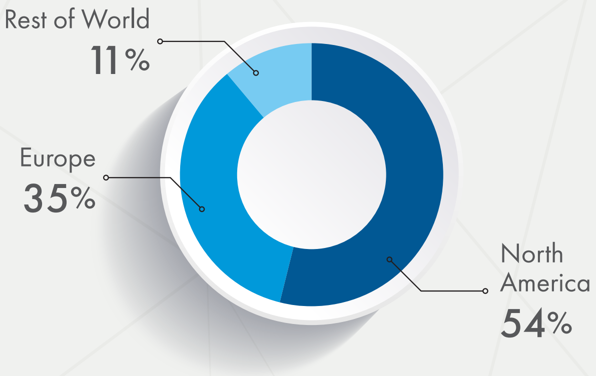
Robust Industry Drivers

- Large USD 600 bn+ total addressable market with significant runway for growth.
- Secular shift to Digital and opportunity for consolidation in a highly fragmented market.
- Growing focus on scaled providers like MPS with a global delivery model, deep technical expertise. and the ability to future-proof customers with innovation.

Revenue Breakdown by Business Segment (FY24)



Revenue Breakdown by Geography (FY24)



Key Highlights

750+
Marquee customers

3000+
Employees

20+
years of average client relationship

10
Acquisitions in 12 years

15
Delivery centers across 3 continents

Complementary **Business Segments** with High Synergy

We operate across three business segments that offer a high degree of synergy, allowing us cross-sell opportunities.

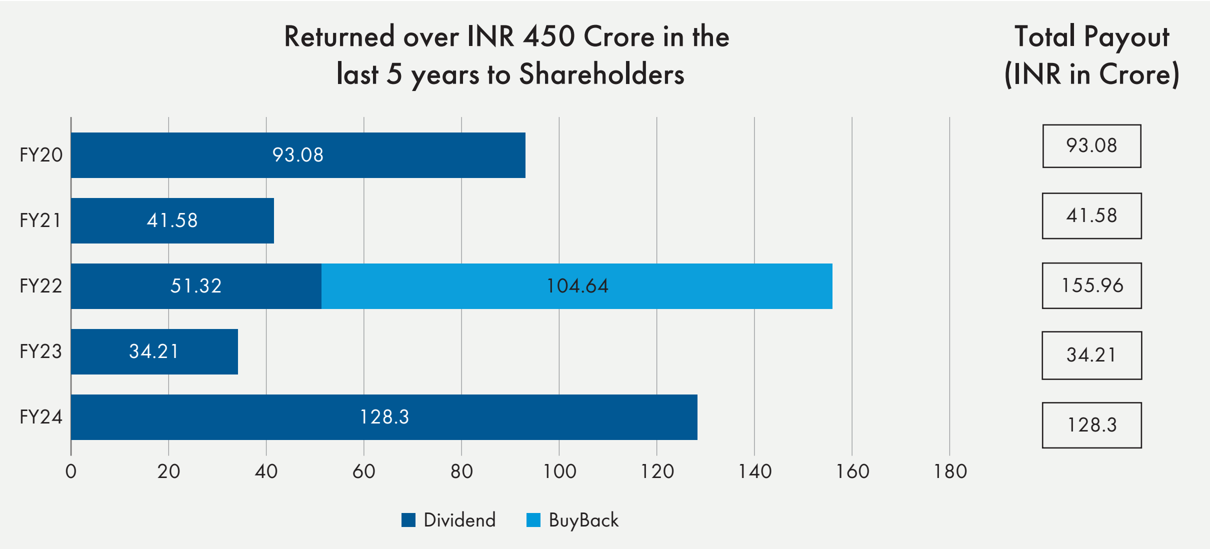
	Content Solutions	Platform Solutions	eLearning Solutions
Overview	Scope includes content authoring, development, production, editorial, design, creative, rights and permissions, accessibility, transformation, and digital enhancement. Delivered as full-service or asset-based development across varied channels and media formats	Complete range of configurable platform solutions throughout the entire content lifecycle, primarily delivered as SaaS. Products include DigiCorePro, Insight, and Impact Vizor, Sigma, Scolaris, THINK, and Magplus	Developing and delivering high-impact and comprehensive learning and performance support solutions that provide a high engagement quotient and enhance learners' performance
Proportion of Revenue	53%	23%	24%
Key Acquisitions	2013 – Elements LLC 2014 – EPS 2015 – TSI Evolve 2024 – AJE USA & China	2016 – Mag+ 2017 – THINK 2020 – HighWire Press 2024 – AJE USA & China	2018 –TIS India, Switzerland, and Germany 2022 – EI Design 2023 – Liberate Learning
Value Proposition	Speed and efficiency	Innovation and agility	Differentiation and global delivery

Financial Stability

MPS has worked diligently over the years to achieve healthy finances and balance sheet in its market. As of March 31, 2024, our market cap stood at INR 2,623 crores. Our operating cash flows increased to INR 143 crores in FY24 from INR 120 crores in FY23, marking a significant growth of over 19%. MPS continues to remain debt-free. Being debt-free also ensured that our leverage-related financial ratios (Debt/Equity Ratio, Debt/Capital ratio, and Debt/Assets ratio) are zero, unprecedented in our industry. We have an impressive Cash Turnover Ratio (CTR) of 4.82 times that helps us meet our current liabilities entirely through internal accruals and maintain high cash reserves.

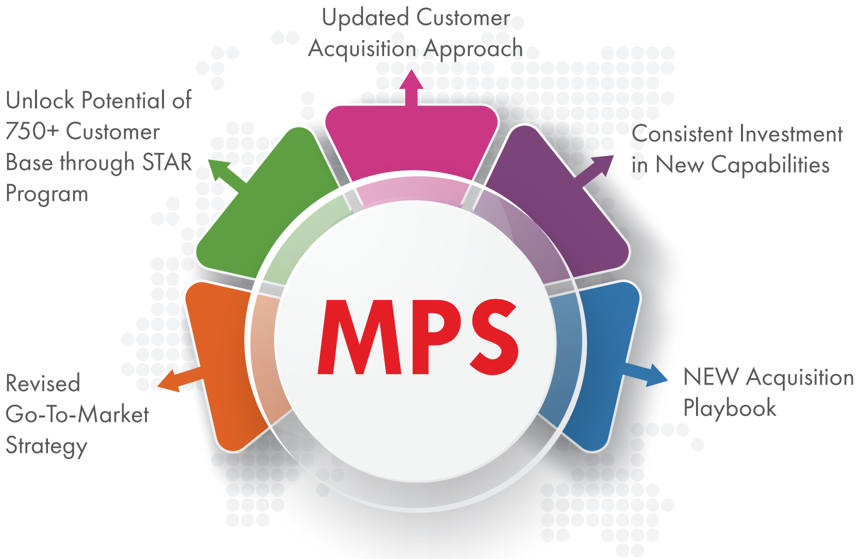
Returned over INR 450 Crores in the last 5 years to Shareholders

Over the past 5 years, we have demonstrated our commitment to delivering value to our shareholders by returning over INR 450 Crores. This substantial return reflects our strong financial performance and our dedication to maximizing shareholder wealth. Through strategic investments, efficient operations, and consistent growth, we have ensured that our shareholders benefit from the company's success. Our focus remains on creating sustainable value and continuing to reward our shareholders in the years to come.



Going Gestalt: Multi-Pronged Growth Strategy for Vision 2027

Our journey highlights a track record of growth—years of acquiring customers and expanding our capabilities. Our path forward has one focus: Scaling Global. Our five-pronged approach, Going Gestalt, is our beacon to achieving the targeted revenue of INR 1500 crores by FY28.



Vision 2027: Supercharging Gestalt to achieve Revenue above INR 1,500 crores

Go-to-Market Strategy

- Refocused market-based strategy to unlock cross-sell synergies across segments
- Client interactions focused on a solution based approach, leveraging firm-wide capabilities
- Lead marketing with compelling value proposition

Scale STAR Program

- Proactive management and cross-sell/upsell in identified accounts (STAR)
- Executive sponsors from senior management are assigned to each STAR account
- Leverage strong client relationships to continue to gain wallet share

Acquisitions

- Evolved acquisition approach from distressed assets to growth assets at compelling valuations
- Proven track record and experience in enabling seamless integration and value creation
- Target superior ROIC and rapid payback

New Customer Acquisition

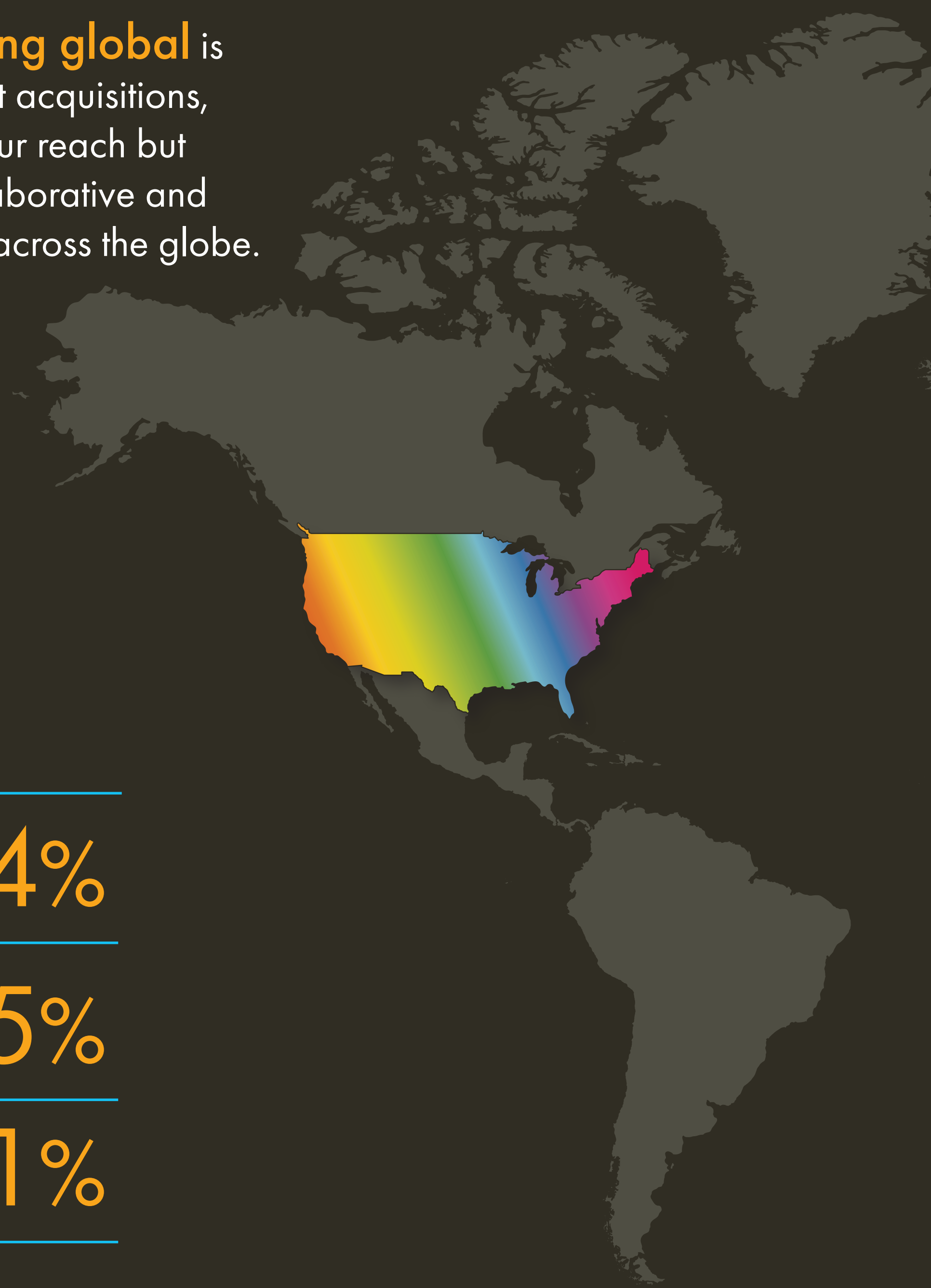
- **Research:** Bundle products/services and play the role of price warrior to acquire market share
- **Education:** Unlock synergies to expand scope of work (Digital and Immersive) and customer type (Educational Institutes and Ed Tech)
- **Corporates:** Boost order book by scaling up marketing and geographical expansion

New Capabilities

- Expand Platform offerings via a series of new product launches
- Embrace AI/ML to capture marketplace with speed and efficiency
- Move upstream and downstream in the value-chain to ensure comprehensive capability set

Leaving a **Global footprint**

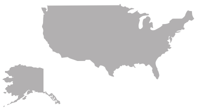
Our commitment to **going global** is exemplified by our latest acquisitions, which not only extend our reach but also strengthen our collaborative and operational excellence across the globe.



Revenue Mix

North America	54%
Europe	35%
Rest of the World	11%

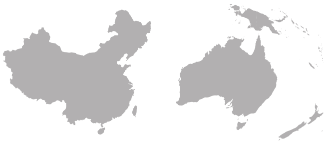
Employees



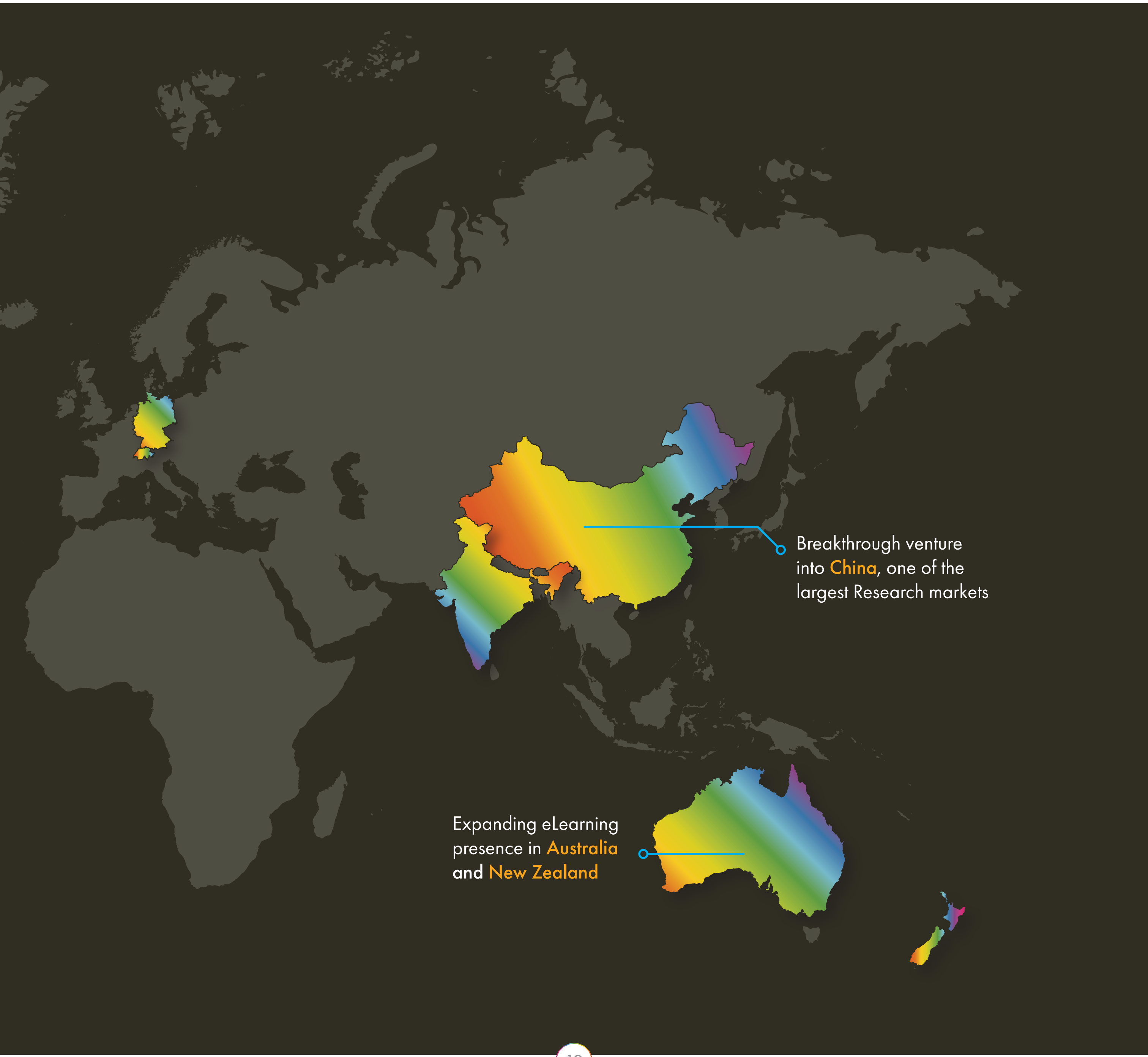
244
Americas

35
Europe

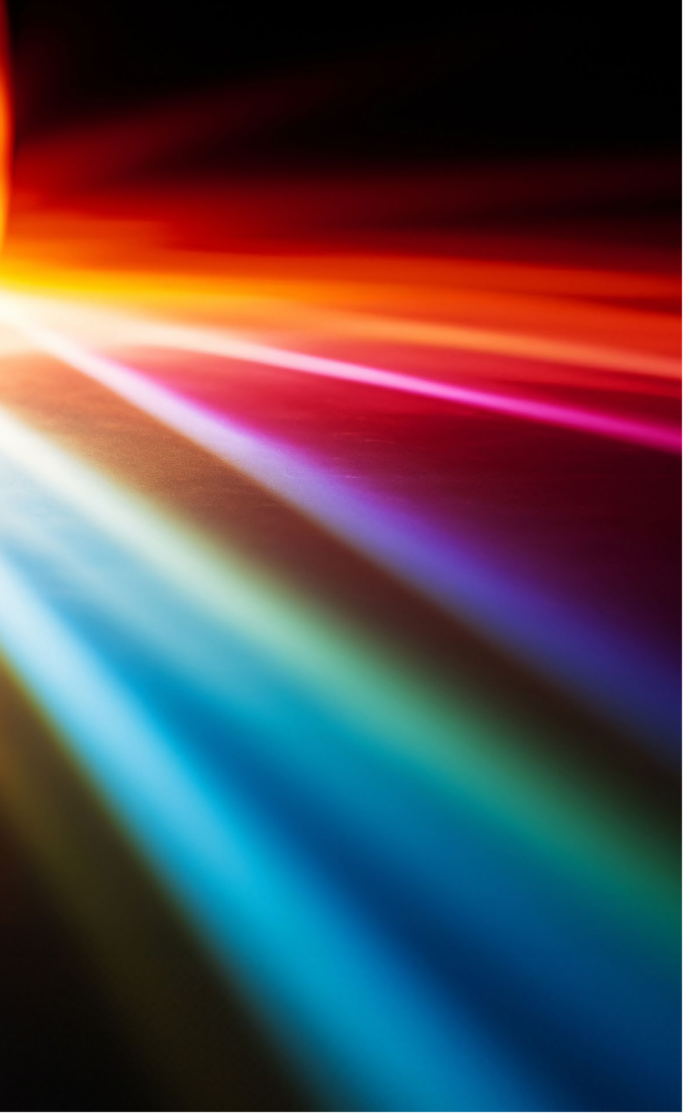
2688
India



66
APAC



Management Discussion & Analysis Financial Year 2024



Overview

For more than 50 years, MPS has been helping the world to make learning smarter by pushing the boundaries on making learning more accessible. After a change of ownership in 2012, the new management prioritized speed and efficiency, which led to increased profitability and the establishment of operations in the US via three acquisitions. The new leadership team launched MPS into an era of rapid growth, reiterating the importance of customer focus and driving forward a continuous improvement of efficiency.

From 2015 to 2020, we diversified our business to target new customers, enter adjacent markets, and develop additional revenue streams. The first step in the diversification was the establishment of a platform business, which was initially fueled by investments to drive the organic growth of DigiCore and was then further scaled via the acquisitions of Magplus and THINK. In 2018, the acquisition of the first eLearning company in India from one of India's largest and most reputed conglomerates marked our definitive entry into the Corporate Learning market with operations in the US, Germany, and Switzerland.

When the global pandemic struck in 2020, the management team focused on resilience and leveraging internal synergies. MPS executed its Business Continuity Plans exceptionally well, and many customers whose supply chains were under pressure diverted high-priority and time-sensitive business to MPS. While many were buckling down, MPS made the bold move of completing the acquisition of HighWire amidst the global pandemic to further scale its platform business. Additionally, the market conditions had turned more favorable for MPS due to rapid digitization, supply chain consolidation, and an expanded addressable market.

On emerging from the pandemic in 2022, MPS was stronger and more resilient, armed with a revised growth strategy, and driven by an entrepreneurial culture. MPS now serves the research outsourcing, education services, and corporate learning markets, which represent a total addressable market of over USD 600 billion. FY23 and

FY24 have proven that the revised corporate strategy coupled with excellent execution has propelled MPS into a new accelerated growth path. The vision for 2027 is to develop MPS into a compelling learning company that is admired not only for its significant scale but also for its impact on all stakeholders.

BUSINESS SEGMENT OVERVIEW FOR FY2024

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. Our deep purpose is "to help make learning accessible to ALL", which unifies our diverse talent pool of over 3,000 professionals spread across 10 countries. MPS' business segments underwent notable enhancements in the previous financial year. In the past financial year, MPS' business segments underwent significant enhancements. These upgrades included the launch of multiple SaaS products, the successful acquisition and integration of enhanced capabilities, the streamlining of workflows to improve efficiency, and the further development of our AI Lab to foster innovation and productivity. Below is a summary of MPS' business segments.

	Content Solutions	Platform Solutions	eLearning Solutions
Overview	Scope includes content authoring, development, production, editorial, design, creative, rights and permissions, accessibility, transformation, and digital enhancement. Delivered as full-service or asset-based development across varied channels and media formats	Complete range of configurable platform solutions throughout the entire content lifecycle, primarily delivered as SaaS. Products include DigiCorePro, Insight, and Impact Vizor, Sigma, Scolaris, THINK, and Magplus	Developing and delivering high-impact and comprehensive learning and performance support solutions that provide a high engagement quotient and enhance learners' performance
Proportion of Revenue	53%	23%	24%
Key Acquisitions	2013 – Elements LLC 2014 – EPS 2015 – TSI Evolve 2024 – AJE, USA and China	2016 – Mag+ 2017 – THINK 2020 – HighWire Press 2024 – AJE, USA and China	2018 –TIS India, Switzerland, and Germany 2022 – EI Design 2023 – Liberate Learning
Value Proposition	Speed and efficiency	Innovation and agility	Differentiation and global delivery

VISION 2027

Our deep purpose is to make learning accessible to all. We aim to create a large and impactful learning company that enables the world to learn more effectively. Our goal is to become the preferred provider in our markets, utilizing the latest technological innovations to facilitate experiential learning experiences.

VALUES

Our ambitions are fueled by our core values, which not only define who we are today but also shape our future. These values are non-negotiable principles and essential tools for our success. **Excellence** is ingrained in our way of life. It involves showing respect to our colleagues, taking ownership of our responsibilities, and dedicating our best efforts to serving our customers. We understand that excellence is not about perfection, but about consistently giving our best in every interaction, deliverable, and decision. **Empathy** is about caring deeply. It involves making an effort to understand things from others' perspectives, recognizing unspoken needs, and going the extra mile for those who rely on us. While empathy is often instinctive, we also believe it can be cultivated through impactful programs. **Efficiency** is at the core of who we are. It entails driving automation, implementing smarter workflows, and embracing innovative operating models to ensure that no task is considered menial. By 2027, we envision doing things very differently and innovating to make learning smarter at every stage of the process. In conclusion, the three values – Excellence, Empathy, and Efficiency – may appear distinct, but they work together in harmony to create a synergistic value system that defines the culture at MPS. While each value is important on its own, their combined force propels our organization toward success. Upholding these values will enable us to continually innovate, evolve, and adapt to the evolving needs of our customers and the industry. We are confident that this value system will not only shape our future but also help us achieve our long-term organizational goals.

CULTURE

At MPS, our culture is based on five pillars – Ownership, Empowerment, Collaboration, Transparency, and Innovation. Each of these pillars drives MPS toward its goal of making learning smarter and accessible to all.

1. **Ownership** - is about taking responsibility for one's actions, decisions, and outcomes. It means being accountable for your work and owning your mistakes. This culture pillar helps in building a sense of trust and credibility with colleagues, customers, and stakeholders. At MPS, we encourage our employees to take ownership of their work, and this helps us to deliver high-quality services to our customers.
2. **Empowerment** - is about giving employees the freedom to take initiatives, make decisions, and solve problems. It means providing them with the necessary resources and support to succeed. Empowerment helps in building a culture of innovation, creativity, and agility. At MPS, we empower our employees through formal delegation of authority, and by providing them with access to the latest tools, technologies, and training programs. This helps them to develop new skills and deliver exceptional value to our customers.
3. **Collaboration** - is about working together toward a common goal. It involves breaking down silos and building cross-functional teams. Collaboration helps in creating 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.
4. **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 in building 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.
5. **Innovation** - is about creating new ideas, products, and services that add value to our customers. It means being creative, curious, and willing to take risks. 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.

The five pillars of culture at MPS Limited help us to create a culture of excellence, agility, and customer centricity. By upholding these values, we can deliver high-quality services, foster innovation, and build long-term relationships with our customers, employees, and stakeholders.

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; it 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 the MPS' fulfillment services/ THINK units.
- **GDPR Compliant:** The General Data Protection Regulation (GDPR) is the legislation that updates and unifies data privacy laws across the European Union (EU).
- **COUNTER 5 Compliant**: This is an international initiative that serves 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 2023-24	FY 2022-23	YoY Change
Revenue from Operations	54,531	50,105	8.83%
EBITDA	16,989	15,675	8.38%
PAT	11,877	10,919	8.77%

*Basis Consolidated Financials

(INR in Lakhs)

Items	FY 2023-24	FY 2022-23	YoY Change
Revenue from Operations	32,757	29,801	9.92%
EBITDA	14,050	12,034	16.75%
PAT	10,644	8,628	23.37%

*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 immediate previous financial year) in key financial ratios, along with detailed explanations. The key financial ratios are given below:

Items	FY 2023-24	FY 2022-23	YoY Change
Debtors turnover (no. of days)	64	64	-
Current ratio (in times)**	1.61	3.36	(52.15%)
Operating profit margin	27.49%	27.40%	0.33%
Net profit margin	21.78%	21.79%	(0.06%)
Return on net worth	26.78%	27.50%	(2.63%)

*Basis Consolidated Financials

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

Items	FY 2023-24	FY 2022-23	YoY Change
Debtors turnover (no. of days)	54	61	(11.48%)
Current ratio (in times)	4.83	3.94	22.51%
Operating profit margin	39.54%	36.41%	8.59%
Net profit margin	32.50%	28.95%	12.24%
Return on net worth	29.44%	25.45%	15.68%

*Basis Standalone Financials

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

***Operating Profit Ratio means Earnings before interest and taxes (EBIT) and net sales

Financial Performance with Respect to Operational Performance

MPS achieved a new milestone with FX-adjusted revenues of ~ INR 546.42 crores and a PAT of INR 118.77 crores in FY24. It broadly maintained its margins despite acquiring a loss-making business in AJE and continued to remain debt-free through the year, with surplus funds on its balance sheet at the close of the year under review.

Segment-Wise Performance

Content Solutions: Revenue in the Content Solutions business increased by approximately 11.46% in FY24 compared to the previous year. Due to the business' operating leverage, segment margins expanded to 38.82% on a standalone basis. However, margins were slightly lower on a consolidated basis due to the acquisition of AJE. MPS introduced new capabilities related to the Journal Editorial Office (JEO) in the research marketplace. These capabilities have not only attracted new business from new customers but also improved the retention and quality of revenue from existing customers. With the addition of the Highwire suite of products and the newly acquired capabilities at AJE, the new JEO service enhances our capabilities and establishes us as the sole global "techno-service" provider at the forefront of the research value chain.

eLearning Solutions: eLearning continued as the second-largest business segment. FX-adjusted revenues grew by 5.32% percent in FY24. The business has four operating entities: India, Germany, Switzerland, and Australia. All the international subsidiaries succeeded in FY24, scaling revenues at healthy margins. The order book expanded in the India entity and the pipeline looks stronger. There is increased activity in the marketplace, with greater attention focused on EI. For instance, a leading industry association, eLearning Industry, recently recognized EI as the top company in the market for utilizing our solutions to drive and maximize training ROI for our customers.

Platform Solutions: For the first time since the acquisition of HighWire in 2020, the Platform business did not experience a decline. Revenues grew modestly in FY24, with margins continuing to improve due to a healthier customer profile, smarter cloud spending, and enhanced operational productivity. The profit in our Platform business, including AJE on a consolidated basis, grew by as much as 30.42% on an annual basis. Execution of product roadmaps was on schedule for the entire platform suite in FY24. New features and functionalities were well received in the marketplace, and there are several upcoming monetization opportunities through implementation projects and migration programs. Additionally, we launched two new SaaS products, DigiCorePro and THINK365, in FY24.

Industry Overview

	Education Services	Research Outsourcing	Corporate eLearning
Total Addressable Market (TAM)	$361 billion	$9 billion	$233 billion
Projected Market Size by 2030	$973 billion	$16 billion	$632 billion
Growth Rate (CAGR)	15%	8%	13%
Segment Covered	Pre-K12, Adult Learning, Higher Education, Professional Development	Pre & Post Acceptance	All Corporate & Government Institutions

EDUCATION SERVICES

The global education services market is a diverse ecosystem, serving multiple segments like Pre-K12, Adult Learning, Higher Education, and Professional development spanning online, hybrid, and face-to-face experiences.

In 2024, the global education services market was valued at USD 361 billion[1] and is projected to grow at a compound annual growth rate (CAGR) of 15%[2], reaching an estimated USD 973 billion by 2030.

Education services offer a broad array of programs designed to support learning and foster academic advancement. With an emphasis on skill enhancement and knowledge acquisition, education services are tailored to meet the needs of learners across all life stages and cultural backgrounds.

By capitalizing on innovative pedagogical approaches and cutting-edge technology, education services not only enable academic success but also equip learners with a competitive advantage in their respective fields. This strategic focus on innovation and adaptability has been instrumental in the swift expansion and increased market share of education services.

Market Opportunities/Trends:

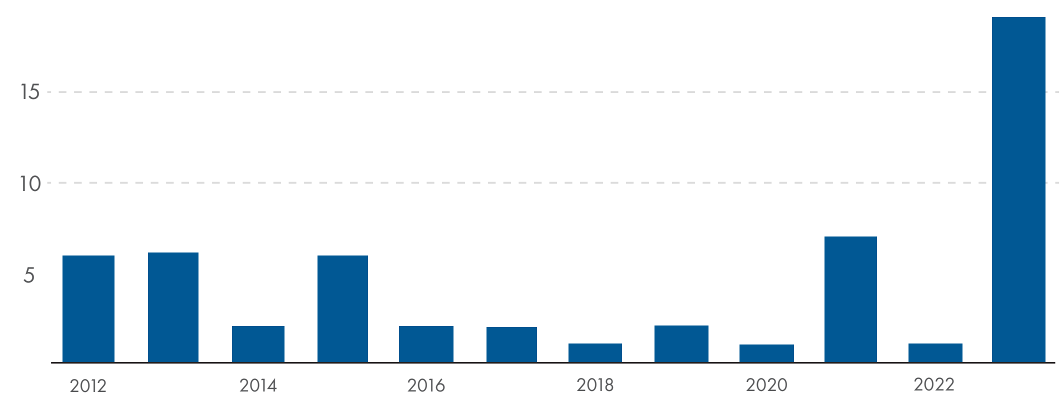
The education sector is undergoing a transformative shift toward a hybrid model that integrates both online and offline learning modalities. This evolution has given rise to new market dynamics and demands, including the following:

- Personalized learning solutions
- Immersive technologies such as Augmented Reality (AR) and Virtual Reality (VR)
- Gamification of education
- Analytics for learners and schools to improve educational outcomes
- Socio-emotional learning (SEL) to improve the emotional well-being of K12 students

Market Enablers:

The expansion and vitality of the education services sector are underpinned by several key enablers that drive growth and bolster demand:

- Government support: Governments worldwide are not only prioritizing education through policy-making but also actively investing in educational infrastructure. An increase in the number of school choice laws is increasing the demand for learning material for unconventional courses, which are being crafted by education services.
- Technological Innovation: Breakthroughs in technology, particularly in artificial intelligence (AI), are creating avenues to develop personalized learning solutions. In the United Kingdom, 42% of



Number of school Choice Laws Enforced by the USA Government[3]

[1]Educational Services Market Outlook
https://dataintelo.com/report/educational-services-market

[2]EdTech Market - Global Outlook & Forecast
https://www.arizton.com/market-reports/edtech-market

[3]NBC News: *Public School Enrolment*
https://www.nbcnews.com/data-graphics/public-school-enrollment-us-states-map-chart-rcna119262

primary and secondary teachers used generative AI to aid with their schoolwork in November 2023, a significant increase from 17% in April 2023[4].

- Globalization: The ability to access content in multiple languages has been greatly enhanced by globalization, leading to a surge in translation and language-editing services.
- Digitalization: The widespread penetration of digital technology, even to the most remote corners of the globe, has empowered ed-tech providers to offer comprehensive remote learning solutions to a wider audience.

RESEARCH OUTSOURCING

The publishing outsourcing market growth is driven by growth in demand for digital content, platform solutions, 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.

The overall STM online services market measured USD 9.2 billion in 2023, up from USD 8.8 billion in 2022[5]. It is expected to reach USD 16 billion at a compound annual growth rate of 8%[6].

The key drivers anticipated for the industry growth are as follows:

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

From a geographic point, China leads the global academic research. China produced 24.6% of all papers published worldwide – a margin of 8.5 percentage points above the US – and nearly 30% of the top 10% and 1% most-cited publications[7].

Market Opportunities/Trends:

The scholarly research and publishing industry is constantly innovating solutions that enable faster dissemination of research. The pursuit of speed, while ensuring that the published research is reliable, is creating opportunities for the research content outsourcing market.

- Artificial Intelligence: Publishing solutions providers are leveraging machine learning and natural language processing technologies to automate content workflow systems that expedite the publishing process.
- Open Access (OA): Open access publishing is anticipated to grow at a CAGR of 13% (average growth each year) in OA output and 13% in OA market value from 2022 to 2025[8].
- Research Integrity: Manipulation of images and data to produce desired outcomes, false citations to boost metrics, and fraudulent peer reviews are additional pain points that compromise the quality and reliability of scientific research.

Market Enablers:

- Access to the global talent pool: Organizations tap into a global talent pool, accessing skilled researchers, writers, and subject matter experts from around the world. This access to diverse talent helps businesses obtain specialized knowledge and insights tailored to their specific research needs.
- Scalability and flexibility: Outsourcing research content provides organizations with the flexibility to scale their research efforts up or down based on fluctuating demands and project requirements. This scalability allows businesses to adapt quickly to changing market conditions and pursue growth opportunities without the constraints of maintaining a fixed-size research team.

---

[4]World Economic Forum: *Shaping the Future of Learning, 2024*
https://www3.weforum.org/docs/WEF_Shaping_the_Future_of_Learning_2024.pdf

[5]McKinsey & Well Company: *STM Online Services 2021 – 2025*
https://mckinseywell.com/products/stm-online-services-2021-2025?_pos=1&_sid=2d68e6261&_ss=r

[6]Digital Publishing Platforms *Market Forecast 2023 – 2033*
https://www.futuremarketinsights.com/reports/digital-publishing-platforms-market

[7]Nikkei Asia: *China retains crown in scientific papers, widens lead over U.S.*
https://asia.nikkei.com/Business/Science/China-retains-crown-in-scientific-papers-widens-lead-over-U.S

[8]Delta Think: *News & Views: Market Sizing Update 2023*
https://deltathink.com/news-views-market-sizing-update-2023/

- Government funding: The US Federal Government sources contributed about USD 50 billion to research and development in 2021[9]. With the government supporting academia, research is expected to benefit in the long term.
- Technological advancements: The advancement of technology, including AI and machine learning, has transformed the research content outsourcing industry. Automation tools and software platforms streamline research processes, improve accuracy, and accelerate turnaround times, driving growth and innovation within the industry.
- Increasing demand for specialized research services: As businesses seek to gain competitive advantages and stay ahead in rapidly evolving markets, the demand for specialized research services has surged. Outsourcing providers offering niche expertise in areas such as market research, industry analysis, and competitive intelligence are well positioned to capitalize on this growing demand.

CORPORATE ELEARNING

The global eLearning market is rapidly evolving, with significant contributions from key regions such as the US, China, and India. The rise of artificial intelligence (AI) and increased digitization are revolutionizing the online learning sector, driving a substantial increase in demand for e-learning tools and solutions.

In 2022, the global eLearning market was valued at $232.47 billion, which is expected to grow at a CAGR of 13.28% to reach $631.80 billion by 2030 [10].

Corporate eLearning services providers cover a diverse range of segments, including BFSI, Manufacturing, Retail, Government & Defense, and Media & Entertainment industries. Service providers tailor solutions to meet the unique learning needs and regulatory requirements of each sector, ensuring comprehensive training programs that drive growth and innovation across organizations.

Corporate eLearning is used by firms to train, communicate, and enhance the value of employees across organizations. They are constantly endeavoring to increase the effectiveness and efficiency of their workforce. By leveraging advanced digital tools and innovative training methodologies, organizations can ensure continuous skill development and adaptability. This approach not only boosts employee performance but also drives overall organizational success.

The corporate learning segment within the e-learning market is influenced by several key geographies. These regions play a crucial role in driving growth and innovation, each contributing a substantial share to the corporate learning market.

Market Opportunities/Trends:

The learning and development sector is experiencing dynamic shifts that are shaping the future of corporate training. Here are some of the key trends driving this transformation:

- Increasing use of mobile applications
- Growth of blended learning
- Increasing use of AR and VR applications
- Surge in adoption of gamification
- Adoption of a hybrid model

Market Enablers:

Several factors are facilitating the rapid evolution of the learning landscape, enabling organizations to adopt and integrate new technologies seamlessly. These enablers include the following:

- Increasing demand for Internet-enabled services
- Growing need for strong workforce skills
- Digital transformation in learning
- Continuous investment in digital learning

The corporate eLearning market is set for substantial growth, driven by advancements in technology and the need for effective, flexible training solutions. Key trends and enablers such as mobile applications, AR and VR technologies, and digital transformation are revolutionizing corporate training, promising a future of enhanced workforce skills and organizational efficiency.

[9]National Science Foundation: *Science and Engineering Indicators*
https://ncses.nsf.gov/pubs/nsb202326
[10]Arizton: Global E-Learning Market 2022–2027
https://www.arizton.com/market-reports/e-learning-market-size-2025

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 journey of learners. 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, and more recently, acquired AJE to scale our AI capabilities and enter unchartered markets. We are relentlessly focused on leveraging our combined expertise and technology 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. MPS has also launched 2 SaaS based products to provide AI based technology to publishers across the globe. 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 2,623 crores as of March 31, 2024. 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 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 the 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 3000+ experts. MPS is 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, & EI Design) and independent platform (Stanford, 1995 and AJE, 2024). With a diverse clientele and a long history of excellence, the goodwill accumulated by the brand is hard to replicate by 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 its 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 600 billion+ total addressable market that includes Research Outsourcing, Education Services, and Corporate eLearning. The market has a significant runway for growth across research outsourcing, education services, 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.

Seizing Opportunities with AI-Driven Expansion

As the demand for AI solutions surges, MPS is strategically positioned to harness this momentum for accelerated growth. Our expansive roster of over 200 engineers and industry experts is dedicated to pioneering and perfecting AI applications that not only streamline workflows but also optimize operational processes. This relentless pursuit of innovation positions MPS as the partner of choice for organizations seeking cutting-edge AI solutions. Our initial deployments have already garnered enthusiastic feedback, signaling a promising trajectory as we continue to expand our AI offerings and solidify our status as a leader in the AI revolution.

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. A 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. Another round of vendor consolidation has emerged from the recent acquisition of AJE, where MPS is now moving upstream in the value chain and servicing the entire academic publishing industry from researcher to author.

Higher Demand for Remote Learning

The eLearning industry is growing at more than 13% per annum (2024) 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 through it's global presence and EdTech investment in Oceania region through Liberate Learning.

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 from 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 leaking 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 improving 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 is undertaking 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 fiscal year 2023-2024, 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 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 factors in its success and growth. The capable and motivated HR (Human Resource) team works round the clock to ensure that a culture of inclusion and engagement exists in the organization.

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 including wellness webinars, health check-ups, etc.
- Senior leadership interactions with employees through Quarterly Business Updates.
- Team building and engagement activities through virtual engagements and in-office activities such as birthday celebrations, indoor games, fun challenges, puzzles, and much more.
- Corporate Social Responsibility (CSR) webinars to inform and educate the employees about MPS' contributions to the society.
- Social activities that include donation drives, tree plantations, volunteering, among others.
- Annual day celebrations, quarterly team meet-ups and other activities to offer a conducive team building environment.
- Business-specific workshops to develop future leaders and align them with the vision of the organization.

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.

EMPOWERING COMMUNITIES: MPS LIMITED'S TRANSFORMATIVE CSR INITIATIVES

MPS is deeply committed to its Triple E values, driving its mission to uplift marginalized communities through collaboration with CSR Implementing Agencies. Education lies at the heart of MPS's societal contribution, ensuring sustainable development and growth for all involved.

MPS's CSR initiatives are a testament to its dedication to empowering communities by addressing educational needs and fostering well-being. Its employees are actively engaged in initiatives aimed at bringing about positive change, including supporting educational programs for girls, instilling higher values in students, and facilitating skill development. Additionally, MPS partners with humanitarian organizations to nurture and empower special children and providing specialized homes to help these children thrive regardless of societal divides. This collaboration exemplifies compassion and inclusivity, not only impacting the lives of the children but also inspiring a broader societal change.

Through these concerted efforts, MPS has significantly impacted the society, contributing to a more inclusive and equitable future for all.

Empowering Future: MPS-IIMPACT Girl Child Education Initiative

MPS is deeply committed to advancing girl child education through its CSR endeavours alongside IIMPACT, a nonprofit organization dedicated to uplifting underserved communities. Together, they champion the Girl Child Education Program (GCEP), a beacon of opportunity for out-of-school and irregularly schooled girls aged 6 to 14 in rural areas. GCEP operates through a network of learning centres strategically positioned in marginalized communities, offering not just education but also empowerment and hope.

During the fiscal year 2023-24, MPS proudly supported 62 learning centres across Uttarakhand (Dehradun, Haridwar) and Haryana (Mewat), each catering to approximately 30 girls. These centres serve as vital educational lifelines in regions where opportunities are limited, providing a nurturing environment where girls receive quality education up to class five. The curriculum and pedagogy are meticulously designed to be effective and engaging, with the goal of guiding around 80% of the girls towards mainstream education, thereby breaking the cycle of illiteracy and fostering a brighter future.

Through this partnership, MPS and IIMPACT are not just providing education; but also instilling empowerment, resilience, and hope in the hearts of young girls, thereby contributing to a more inclusive and equitable society.

Enlightening Minds: Instilling Higher Values through Vedanta CSR Initiatives

MPS wholeheartedly backs the CSR endeavours of Vedanta Cultural Foundation and Vedanta Institute Delhi, championing the noble cause of fostering life, education, and enlightenment in philosophy, culture, and heritage realms. The Foundation stands as a bastion of mental tranquillity and active involvement, empowering individuals with the clarity of mind to surmount life's hurdles and realize their inner peace.

As a beacon on the global stage, the Foundation shares the timeless wisdom encapsulated in Vedanta, the ancient Indian philosophy that beckons self-discovery and comprehension of reality's essence.

In support of Vedanta Cultural Foundation's CSR initiatives, MPS has actively contributed to educational endeavours aimed at instilling elevated life values. This includes facilitating a three-year residential program at Vedanta Academy, organizing value-centric short-term educational courses across diverse Indian locales, conducting public lecture series to foster awareness about educational pursuits, and orchestrating weekly study sessions led by academy alumni for those inclined to delve deeper into the philosophical expanse.

Similarly, in collaboration with Vedanta Institute, MPS has fervently supported CSR projects focusing on bolstering education, knowledge dissemination, and scholarly exploration in philosophy, culture, and heritage spheres. These contributions have been instrumental in nurturing, advancing, and disseminating philosophical, cultural, and heritage education and research, both domestically and on the international stage.

Elevating Consciousness: MPS and Sambandh Health Foundation's Drive for Mental Health Awareness

At MPS, we passionately champion the normalization of mental health discourse and drive awareness initiatives in collaboration with the esteemed Sambandh Health Foundation. This partnership underscores our unwavering commitment to advancing public health, with a particular emphasis on fostering mental well-being and combatting tobacco dependency. The Sambandh Health Foundation stands as a beacon of hope, tirelessly dedicating its resources to providing crucial assistance to those navigating the complex terrain of mental illness while concurrently shedding light on the perils of tobacco usage.

Our corporate social responsibility initiatives extend far beyond mere rhetoric; they are tangible manifestations of our dedication to effecting positive change in communities across India. Through our support of the Sambandh Health Foundation's CSR projects in Gurgaon, Gandhi Nagar, Basai, Jharsa, and adjoining regions, we actively participate in initiatives designed to address mental health challenges head-on. These projects are meticulously crafted to not only offer vital support to individuals grappling with mental health issues but also to foster a culture of understanding and empathy within society at large.

Central to the ethos of the Sambandh Health Foundation is the provision of a nurturing sanctuary for those whose lives have been touched by mental illness. Within this compassionate community, individuals find solace, support, and the necessary resources to embark on a journey of recovery and reintegration. Together with the Sambandh Health Foundation, we are committed to forging a future where mental health is destigmatized, resources are readily available, and every individual has the opportunity to lead a life of dignity and fulfillment.

Empowering Special Children: MPS & Prem Charitable Trust Collaborative Initiative

Prem Charitable Trust serves as a haven of compassion, welcoming special children with open arms regardless of societal divides. Their mission, free from biases of caste, creed, religion, or financial status, focuses on nurturing these vulnerable souls to unlock their potential and empower them to serve others. In this noble cause, MPS stands as a committed partner, directing their support towards maintaining specialized homes and funding essential professionals like physiotherapists, occupational therapists, and special educators. Together, they create a nurturing environment where these children can thrive and find their place in the world.

Through their collaboration, MPS and Prem Charitable Trust pave the way for a brighter future, ensuring every child in their care receives the support they need to succeed. Their joint efforts not only impact the lives of these children positively but also inspire a broader movement of compassion and inclusivity across society. Together, they exemplify the power of empathy and solidarity, leaving a legacy of kindness for generations to come.

Empowering Minds: MPS's Contribution to Overcoming Learning Disabilities at KEM Hospital

MPS exemplifies its commitment to societal welfare through its support of Seth GS Medical College and KEM Hospital, Diamond Jubilee Society Trust's CSR initiatives. These endeavours focus on advancing medical research, promoting education, and enhancing healthcare accessibility across all strata of society. Notably, the trust's inclusive approach ensures that the benefits of its endeavours extend to Mumbai's slum dwellers, bridging the gap in healthcare disparities by delivering quality services through public hospitals.

An exemplary manifestation of MPS's dedication to social progress is its financial assistance to the learning disability project at KEM Hospital. This initiative offers vital support to children with disabilities, providing comprehensive clinical assessments, neurological examinations, and educational needs evaluations. By addressing learning challenges and facilitating academic growth, MPS contributes significantly to empowering these children and fostering a more inclusive society where every individual has the opportunity to thrive.

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 which 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 are pleased to present the 54th 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 2024.

1. FINANCIAL SUMMARY AND STATE OF COMPANY AFFAIRS

The Board's Report is prepared based on the standalone financial statements of the Company. The Company's financial performance for the year under review along with the previous year's figures is summarized below:

(INR in Lacs)

Particulars	Standalone		Consolidated	
	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from operations	32,756.74	29,801.28	54,530.65	50,104.68
Other income	1,502.97	911.43	1,221.25	1,077.30
Total Income	**34,259.71**	**30,712.71**	**55,751.90**	**51,181.98**
Total Expenses	**19,889.33**	**19,052.65**	**39,625.85**	**36,489.04**
Finance costs	84.09	102.07	86.20	110.78
Depreciation and amortization expense	1,098.83	1,183.98	1,998.35	1,949.08
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	**14,050.34**	**12,034.68**	**16,989.35**	**15,675.50**
Profit before tax (PBT)	**14,370.38**	**11,660.06**	**16,126.05**	**14,692.94**
Total tax expenses	3,725.59	3,031.65	4,249.23	3,773.61
Profit for the year	**10,644.79**	**8,628.41**	**11,876.82**	**10,919.33**
Total other comprehensive income for the year, net of tax	1.65	383.02	221.64	1,175.52
Total comprehensive income for the year	**10,646.44**	**9,011.43**	**12,098.46**	**12,094.85**
Earnings per equity share (nominal value of share INR 10) (Expressed in absolute amount in INR)				
Basic	**62.75**	**50.47**	**70.01**	**63.87**
Diluted	**62.70**	**50.47**	**69.96**	**63.87**

2. OPERATIONAL HIGHLIGHTS

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

Standalone

The revenue from operations for the year ended 31 March 2024 stood at INR 32,756.74 Lacs as against INR 29,801.28 Lacs for the previous year. The total comprehensive income for the year ended 31 March 2024 was INR 10,646.44 Lacs and EPS (Basic) INR 62.75 per share and EPS (Diluted) INR 62.70 per share as against the total comprehensive income of INR 9,011.43 Lacs and EPS (Basic and Diluted) of INR 50.47 per share 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, read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time; all other relevant provisions of the Act are separately disclosed in the Annual Report.

Consolidated

The revenue from operations for the year ended 31 March 2024 stood at INR 54,530.65 Lacs as against INR 50,104.68 Lacs for the previous year. The total comprehensive income for the year ended 31 March 2024 was INR 12,098.46 Lacs and EPS (Basic) INR 70.01 per share and EPS (Diluted) INR 69.96 per share as against INR 12,094.85 Lacs and INR 63.87 per share (Basic and Diluted) 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; all other relevant provisions of the Act are separately disclosed in the Annual Report.

3. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") is presented in a separate section, forming part of the Annual Report.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31 March 2024.

5. DIVIDEND

In line with the Dividend Distribution Policy of the Company, which is available on the Company's website at the web link https://www.mpslimited.com/Policies/Dividend-Distribution-Policy.pdf, during the financial year 2023-24, the Board of Directors of the Company, in their meeting of 27 October 2023, declared an interim dividend of INR 30 per equity share of face value of INR 10/-each for the financial year 2023-24, to the shareholders who were recorded in the register of members as on 06 November 2023, being the record date fixed for this purpose, and the same has been paid thereafter.

In addition to the Interim Dividend, the Board of Directors of the Company, in their meeting on 21 May 2024, recommended a Final Dividend of INR 45 per equity share of the face value of INR 10/- each for the financial year 2023-24. The Proposed Dividend shall be paid within 30 days from the date of AGM, to the shareholders whose names appear in the register of members as of 01 August 2024, being the record date fixed for this purpose, subject to the approval of shareholders in the ensuing Annual General Meeting of the Company.

The total dividend payout for the financial year 2023-24, including the proposed final dividend, amounts to INR 75 per equity share of the face value of INR 10 each and would involve a total outflow of INR 12,829.36 Lacs.

6. 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'.

7. SHARE CAPITAL

The paid-up equity share capital of the Company as of 31 March 2024 is INR 1,710.58 Lacs. During the financial year 2023-24, there has been no change in the authorized, issued, subscribed, and paid-up equity share capital of the Company. Further, the Company has no other type of securities except equity shares forming part of the Share Capital of the Company.

8. STATUTORY AUDITORS AND AUDIT REPORT

Statutory Auditors

Pursuant to Section 139(1) of the Companies Act, 2013, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), was 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 Auditors' Report on the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2024, read with relevant notes thereon, is self-explanatory and therefore does not call for any further comments. The Auditors' Report does not contain any qualifications, reservations, or adverse remarks.

Details in respect of frauds reported by Auditors

During the year under review, the Statutory Auditors have not reported any matter under the second proviso of 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.

9. SUBSIDIARY COMPANIES AND THEIR FINANCIAL STATEMENTS

The Company has 4 (Four) subsidiaries as of 31 March 2024. There has been no material change in the nature of the business of the subsidiaries during the financial year ended 31 March 2024.

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

During the year under review:

MPS North America, LLC (MPS NA LLC), a wholly-owned subsidiary of the Company, is focused on content creation and development, production, AI-enabled services, research and permissions, project management, and media asset development for K-12, Higher Education, Academic and STM publishers, ed tech companies, and schools.

The revenue of MPS NA LLC for the year ended 31 March 2024 was INR 6,943.07 Lacs as compared to INR 8,720.48 Lacs, during the previous year. The profit before tax for the year was INR 2,175.97 Lacs and the profit after tax and before other comprehensive income was INR 2,040.26 Lacs as compared to the previous year's profit before tax of INR 472.25 Lacs and profit after tax and before other comprehensive income of INR 350.97 Lacs.

MPS Interactive Systems Limited, a wholly-owned subsidiary of the company, is an emotionally intelligent learning design company with over three decades of experience in designing digital learning and performance support solutions that drive performance gains and maximize training ROI and ROE.

The revenue of MPS Interactive Systems Limited for the year ended 31 March 2024 was INR 8,275.07 Lacs, as compared to INR 10,032.07 Lacs, during the previous year. The profit before tax for the year ended 31 March 2024 was INR 1,246.80 Lacs and the profit after tax and before other comprehensive income was INR 981.83 Lacs as compared to the previous year's profit before tax of INR 2,494.08 Lacs and profit after tax and before other comprehensive income of INR 1,832.11 Lacs.

MPS Europa AG: The Company is focused on AR/VR technologies, a learning assessment engine, and an LMS platform for experiential learning for the modern workforce.

The revenue of MPS Europa AG for the year ended 31 March 2024 was INR 1,259.09 Lacs as compared to INR 1,016.07 Lacs, during the previous year. The profit before tax for the year ended 31 March 2024 was INR 408.50 Lacs and the profit after tax and before other comprehensive income was INR 362.91 Lacs as compared to the previous year's loss before tax as well as loss after tax and before other comprehensive income of INR 76.45 Lacs.

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

The revenue of TOPSIM GmbH for the financial year ended 31 March 2024 was INR 1,807.69 Lacs as compared to INR 1,569.47 Lacs, during the previous year. The profit before tax for the year ended 31 March 2024 was INR 272.70 Lacs and the profit after tax and before other comprehensive income was INR 277.10 Lacs as compared to the previous year's profit before tax of INR 234.72 Lacs and profit after tax and before other comprehensive income of INR 258.53 Lacs.

Further, pursuant to Section 136 of the Companies Act, 2013, the financial statements, including consolidated financial statements, financial statements of subsidiaries, and all other documents, are also available on the Company's website at the web link https://www.mpslimited.com/financial-information/.

10. NAMES OF COMPANIES THAT HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES, OR ASSOCIATE COMPANIES, DURING THE YEAR

During the year, on 29 February 2024, MPS North America, LLC, via its Special Purpose Vehicle, i.e., American Journal Experts LLC (incorporated w.e.f. 20 February 2024), acquired a 100% stake in Research Square AJE LLC, North Carolina, USA, along with its subsidiary, American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China, from Springer Science+Business Media LLC, a Subsidiary of Springer Nature Group. As a result, American Journal Experts LLC, Research Square AJE LLC, and American Journal Online (Beijing) Information Consulting Company Limited became the step-down subsidiaries of the Company.

Further, during the year, on 31 August 2023, MPS Interactive Systems Limited acquired 65% shares held by the shareholders of each entity of Liberate Group, i.e., Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) ("Liberate Group"). As a result, Liberate Group became the step-down subsidiary of the Company.

Further, during the year, on 06 June 2023, Highwire Press Limited, a step-down subsidiary of the Company, has been voluntarily dissolved, as per the applicable Laws of the United Kingdom, and ceased as a step-down subsidiary of the Company. This dissolution will not affect the revenues or business of the Company. Besides, there are no other companies that have ceased to be subsidiaries of the Company during the financial year ended 31 March 2024.

11. BOARD MEETINGS

During the year ended 31 March 2024, the Board of Directors of the Company met 7 (Seven) 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 Report on Corporate Governance forming part of the Annual Report. The maximum interval between any two consecutive Board meetings did not exceed 120 days.

12. AUDIT COMMITTEE

In compliance with Section 177 of the Companies Act, 2013, and Regulation 18 of the SEBI Listing Regulations, as of 31 March 2024, the Audit Committee of MPS Limited comprises 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.

S.No.	Name of the Audit Committee Members	Designation and Category
1.	Mr. Ajay Mankotia	Chairperson - Independent Non-Executive Director
2.	Mr. Suhas Khullar*	Member - Independent Non-Executive Director
3.	Mr. Rahul Arora	Member - Executive Director-CEO

*Due to the Appointment of Mr. Suhas Khullar and the retirement of Dr. Piyush Kumar Rastogi, the Board of Directors of the Company reconstituted the Audit Committee with effect from 29 January 2024.

13. 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 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 from the board members, the Board's composition, the effectiveness of Board processes, information and functioning, areas and quality of the review, and the establishment and delineation of responsibilities to committees.

The performance of the committees was evaluated based on inputs received from the committee members, covering inputs on the composition of committees, effectiveness of committee meetings, degree of fulfillment of key responsibilities, committee dynamics, and quality of the committee's relationship with the Board and the management.

The performance of the individual directors was reviewed based on input from the board members, including input on the contribution of individual directors to the Board and committee meetings.

The performance of the Chairman was evaluated based on inputs from the board members regarding his leadership, stakeholder management, vision, and strategy.

Pursuant to the requirements of Schedule IV to the Companies Act, 2013 and the SEBI Listing Regulations, a separate meeting of the independent directors of the Company was also held on 23 January 2024, 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, and the performance of the Chairman 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 the 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.

14. DECLARATION BY INDEPENDENT DIRECTOR(S)

All independent directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI Listing Regulations, 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 fulfill the criteria 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 Business Conduct & Ethics laid down for the Board of Directors, Senior Management Personnel, and Other Employees. Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014.

15. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR RESIGNED DURING THE YEAR

Director Retiring by Rotation

Pursuant to Section 152 of the Companies Act, 2013, and the Articles of Association of the Company, Ms. Yamini Tandon (DIN:06937633) retires by rotation at the ensuing AGM of the Company and, being eligible, offers herself for re-appointment. Accordingly, a resolution is included in the Notice of the 54th Annual General Meeting of the Company, seeking the approval of members for her reappointment as a Director of the Company.

Changes in the Board

During the year, Mr. Suhas Khullar (DIN: 07593659) was appointed as an Independent Non-Executive

Director of the Company in the Board Meeting on 27 October 2023, which was further approved by the Shareholders of the Company via Postal Ballot on 02 March 2024, to hold office for a term of up to 2 (Two) consecutive years with effect from 01 January 2024 to 31 December 2025 (both days inclusive).

During the year, Dr. Piyush Kumar Rastogi (DIN: 02407908) retired as an Independent Non-Executive Director of the Company, effective from 28 January 2024, upon completion of his second term of 3 (three) years. The Directors express their appreciation for Dr. Piyush Kumar Rastogi's valuable contributions during his tenure as an Independent Non-Executive Director of the Company.

Board Composition

As of 31 March 2024, 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 the Annual Report.

Key Managerial Personnel

During the year under review, there were no changes in the Key Managerial Personnel (KMPs) of the Company.

The details of KMPs of the Company, in accordance with Section 2(51) and Section 203 of the Companies Act, 2013, read with rules framed thereunder, as of 31 March 2024, are as follows:

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

16. TRANSFER OF UNCLAIMED DIVIDENDS/ SHARES TO INVESTOR EDUCATION & PROTECTION FUND AUTHORITY

Pursuant to Section 124 of the Companies Act, 2013, read with Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends 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, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be required to be transferred by the Company to the Demat Account of IEPF Authority.

In accordance with the above, the Company did not have any unclaimed dividend amount or shares that were required to be transferred to the IEPF during the Financial Year 2023-24.

The details of all unpaid/unclaimed dividends and shares transferred/liable to be transferred to IEPF are available on the Company's website at the web link https://www.mpslimited.com/investors-overview/.

17. SECRETARIAL AUDIT AND COMPLIANCE

Secretarial Audit

Pursuant to Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. R. Sridharan & Associates, Company Secretaries, the Secretarial Auditors of the Company, carried out the Secretarial Audit of the Company, for the financial year 2023-24. The Secretarial Audit Report as given by the Secretarial Auditors, 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 2023-24 is annexed to this Report as "**Annexure-A.II**".

The Secretarial Auditors have not expressed any qualification, reservation, or adverse remark in their report and the report is self-explanatory. The Secretarial 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.

Annual Secretarial Compliance Report

A Secretarial Compliance Report for the financial year ended 31 March 2024, in compliance with all applicable SEBI Regulations and circulars/guidelines issued thereunder, was obtained from M/s. R. Sridharan and Associates, Practicing Company Secretaries, the Secretarial Auditors.

18. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

19. DEPOSITS

During the year, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

20. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS

During the year, the Company granted a loan of INR 2,000 Lacs to MPS Interactive Systems Limited, its wholly owned subsidiary, to fund the acquisition of 65% shares held by the shareholders of each entity of Liberate Group, i.e., Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand).

Further, during the year, the Company had granted a loan of USD 3.60 million (~INR 2,988.72 Lacs) to MPS North America LLC, its wholly-owned subsidiary, to fund the acquisition of Research Square AJE LLC, North Carolina, USA along with its subsidiary, American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China, AI-Tool ("Curie") and Research Quality Evaluation ("RQE") from Springer Science+Business Media LLC, a Subsidiary of Springer Nature Group, through a newly formed Special Purpose Vehicle ("SPV"), American Journal Experts LLC, under MPS North America LLC.

The Company is in compliance with Section 186 of the Companies Act, 2013, in respect of loans and investments made by the Company, as applicable. The particulars of the same have been disclosed in the notes to the standalone financial statements of the Company, forming part of the Annual Report.

21. 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 have 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 the 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, and senior management personnel.
- To determine whether to extend or continue the term of appointment of the independent director, based on the performance evaluation report of independent directors.
- To devise a policy on the diversity of the Board of Directors.
- To retain, motivate, and promote talent and to ensure the long-term sustainability of talented Managerial Persons and create competitive advantage.

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

22. DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013

The particulars regarding the Remuneration to Directors and KMPs as per Section 197(12) of the Companies Act, 2013, read with rules framed thereunder, are annexed to this Report as "**Annexure-B**".

In terms of the first proviso to Section 136(1) of the Companies Act, 2013, 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 Companies Act, 2013, 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 Saturday, Sundays and holidays. Any member interested in inspecting the same may write to the Company Secretary at the Registered Office/Corporate Office of the Company.

23. 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 were followed along with proper explanation relating to material departures, if any.

b. The Directors 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 took 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 prepared the annual accounts on a going concern basis.

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

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

24. RISK MANAGEMENT COMMITTEE

Pursuant to the provisions of Regulation 21(5) of SEBI Listing Regulations, the Company has an effective risk management committee in place to frame, implement, and monitor the risk management plan for the Company. The risk management committee regularly monitors and reviews the risk management plan along with other assigned functions. The Company has a robust risk management policy that 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 interests of the stakeholders and to achieve business objectives.

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

Furthermore, Mr. Vijendra Narendra Kumar, Chief Technology Officer, acts as the Chief Risk Officer of the Company. He plays a pivotal role in the oversight and execution of the Company's risk management functions. The risk management committee met frequently 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 the implementation of the risk management policy, including evaluating the adequacy of current risk management systems.

25. 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, and are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance regarding 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 undertakes 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 2023-2024, the Company availed the services of Pricewaterhouse Coopers 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 standalone and consolidated financial statements of the Company. The Internal Audit team of PWC conducts quarterly internal audits across the Company, which include a review of the operating effectiveness of internal controls.

The Audit Committee reviews the reports submitted by the Management, Internal Auditors, and Statutory Auditors. The suggestions for improvement are considered, and the Audit Committee follows up on corrective action.

26. RELATED PARTY TRANSACTIONS

All related party transactions entered during the financial year 2023-24 were in the ordinary course of business and at arm's length basis and in accordance with the provisions of the Companies Act, 2013, read with the rules framed thereunder and SEBI Listing Regulations. The Audit Committee granted the omnibus approval for related party transactions. The same is reviewed on a quarterly basis by the Audit Committee, as per Section 188 of the Companies Act, 2013, read with the rules framed thereunder, Regulation 23 of the SEBI Listing Regulations, and applicable Accounting Standards.

During the year, the Company did not enter into any related party transaction that had a conflict with that of the Company at large. Further, the Company did not enter into any material related party transactions, as specified in Section 188(1) of the Companies Act, 2013, 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 of the Company.

Further, pursuant to the provisions of Section 188 of the Companies Act, 2013, read with the 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, which is available on the Company's website at the web link https://www.mpslimited.com/Policies/Related-Party-Transaction.pdf.

27. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM (WHISTLE-BLOWER POLICY)

Pursuant to Section 177(9) of the Companies Act, 2013, and Regulation 22 of SEBI Listing Regulations, the Company has in place an effective '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, 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.

During the year under review, the Company received 1(One) complaint under the Vigil Mechanism (Whistle Blower Policy), which was suitably resolved by the Company.

The Vigil Mechanism (Whistle Blower Policy) of the Company is available on the Company's website at the web link https://www.mpslimited.com/Policies/Whistle-Blower.pdf.

28. PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE

The Company has zero tolerance towards sexual harassment and is committed to providing a protective environment at the workplace. The Company dedicatedly emphasized 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.

During the year, the Company has not received any complaint from any employee of the Company under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013."

29. ANNUAL RETURN

Pursuant to 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 Companies Act, 2013, in Form MGT-7, is available on the Company's website at the web link https://www.mpslimited.com/investors-overview/.

30. CORPORATE SOCIAL RESPONSIBILITY

MPS has been an early adopter of Corporate Social Responsibility ("CSR") initiatives. In terms of Section 135 of the Companies Act, 2013, the Company has an effective CSR Committee in place. The composition, role, and terms of reference of the CSR Committee are stated in the Report on Corporate Governance, forming part of the Annual Report. The Company has also formulated a CSR Policy, which is available on the Company's website at the web link https://www.mpslimited.com/Policies/Corporate-Social-Responsibility.pdf.

During the year, your Company spent INR 192.30 Lacs on CSR activities. In accordance with Section 134(3)(o) of the Companies Act, 2013, 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 by the Company during the financial year 2023-24 is annexed to this Report as **"Annexure-D"**.

31. CORPORATE GOVERNANCE

The 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.

32. ENVIRONMENT, HEALTH, AND SAFETY

The Company remains steadfast in its commitment to employee well-being, the development of safe and efficient service offerings, and minimizing its environmental impact on society. Our operations are conducted with a strong commitment to ensuring the safety of all stakeholders, strict compliance with environmental regulations, and the responsible use of natural resources.

To uphold the safety and protection of our employees, we have implemented a robust policy aimed at preventing sexual harassment in the workplace. This policy includes an effective mechanism for reporting and addressing complaints and fostering a secure and respectful work environment across our service operations.

33. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has also formulated a Code of Conduct to regulate, monitor, and report trading in Securities of the Company, and a Code of Practices and procedures for fair disclosure of unpublished price sensitive information which is available on the Company's website at the web link https://www.mpslimited.com/Policies/Prevention-of-insider-trading.pdf.

34. EMPLOYEE STOCK OPTION SCHEME

Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as the "SEBI ESOP Regulations"), the shareholders of the Company, vide Postal Ballot Resolution dated 21 January 2023, approved 'MPS Limited- Employee Stock Options Scheme 2023' ("ESOS 2023" or "Scheme") authorizing the Nomination and Remuneration Committee to grant eligible employees of the Company and its subsidiary not exceeding 4,00,000/- (Four Lacs) employee stock options, convertible into not more than equal number of equity shares of face value Rs. 10/- (INR Ten) each fully paid-up upon exercise, out of which not more than 2,00,000 (Two Lacs) equity shares are 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, at its meeting held on 11 April 2023, considered and approved the grant of 74,030 (Seventy-Four Thousand and Thirty only) options exercisable into not more than 74,030 (Seventy-Four Thousand and Thirty only) equity shares of the Company of face value INR 10/- (Rupees Ten Only) each fully paid-up, to eligible employees under the Scheme.

Pursuant to SEBI ESOP Regulations, all the existing and proposed benefits under this scheme are administrated by the trust under the supervision of the Nomination and Remuneration Committee of the Company.

The applicable disclosure pursuant to Regulation 14 of SEBI ESOP Regulations and Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, for the year ended 31 March 2024, along with the previous year ended 31 March 2023 is available on the Company's website at the web link https://www.mpslimited.com/annual-general-meeting/.

There is no material change in the aforesaid ESOS 2023, and the same is in compliance with SEBI ESOP Regulations.

The Certificate from the Secretarial Auditors of the Company certifying that the Scheme is being implemented in accordance with the SEBI ESOP Regulations and the resolution passed by the Members will be available for inspection during the meeting in electronic mode, and the same may be accessed upon login to CDSL Portal.

35. 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, the foreign exchange earnings through exports were INR 32,622.73 Lacs as against INR 29,621.20 Lacs during the previous year. The foreign exchange outgo during the year was INR 3,142.21 Lacs as against INR 3,608.15 Lacs during the previous year. Thus, the net foreign exchange earned by the Company during the year was INR 29,480.52 Lacs as against INR 26,013.05 Lacs during the previous year.

36. ACQUISITION

During the year, on 31 August 2023, the Company acquired 65% shares held by the shareholders of each entity of the Liberate Group, i.e., Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) through MPS Interactive Systems Limited, a wholly owned subsidiary of the Company for a consideration of AUD 9.32 million (~INR 5,014.32 Lacs). The consideration of AUD 7.58 million (INR 4,080.18 Lacs) due at completion was paid upon acquisition, and the remaining amount will be paid at a later date as per the terms of the Share Purchase Agreement ("SPA") and other transaction documents dated 29 August 2023 and 31 August 2023. The remaining 35% shareholding of each of the entities of the Liberate Group will be acquired in subsequent tranches based upon valuation methodology as agreed under the transaction documents and the liability of the same has been recognized in the financial statements. The Company has granted a loan of INR 2,000 Lacs to MPS Interactive Systems Limited to fund the acquisition.

Further, during the year, on 29 February 2024, the Company completed the acquisition of Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China, AI-Tool ("Curie"), and Research Quality Evaluation ("RQE") from Springer Science+Business Media LLC, a Subsidiary of Springer Nature Group, through a newly formed Special Purpose Vehicle ("SPV") American Journal Experts LLC, under MPS North America LLC, a wholly owned subsidiary of the Company, for a total purchase consideration of USD 8.40 Million (~INR 6,967.07 Lacs), paid as per the terms of the Membership Interest Purchase Agreement and other transaction documents. The Company has granted a loan of USD 3.60 Million (~INR 2,988.72 Lacs) to MPS North America LLC to fund the acquisition.

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

Pursuant to Regulation 34(2)(f) of SEBI Listing Regulations and SEBI circular no. SEBI/LAD-NRO/GN/2021/2 dated 05 May 2021, your Company provides the prescribed disclosures in new reporting requirements on Environmental, Social, and Governance ("ESG") parameters called the Business Responsibility and Sustainability Report ("BRSR"), which includes performance against the nine principles of the National Guidelines on Responsible Business Conduct and the report under each principle, which is divided into essential and leadership indicators. The BRSR of the Company for the financial year ended 31 March 2024 is annexed to this Report as "**Annexure-F**".

38. SIGNIFICANT DEVELOPMENTS AFTER THE CLOSE OF THE FINANCIAL YEAR

No significant change or development that could affect the Company's financial position has occurred during the end of the financial year and the date of this report.

39. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN THE FUTURE

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

40. OTHER DISCLOSURES

There were no transactions on the following matters during the year under review and hence no reporting or disclosure is required:

- Issue of equity shares with differential rights as to dividend, voting, or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except the Employees' Stock Option Scheme referred to in this Report.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of a one-time settlement with any bank or financial Institution.
- Maintenance of cost records and requirement of cost audit as prescribed pursuant to Section 148(1) of the Companies Act, 2013, are not applicable for the business activities carried out by the Company.

41. 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: 21 May 2024
Place: Florida, USA

Rahul Arora
Chairman and CEO
DIN:05353333

"ANNEXURE-A.I"

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[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 24A 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, 2024. 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, 2024 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, 2024 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. issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and such other regulatory authorities for such acts, rules, regulations, 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 Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notice is given to all directors to schedule the Board/Committee 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, Secretarial Standards on Meetings of the Board of Directors and Listing Regulations are complied with.

During the year under review, the Board/Committee Meetings convened through Video Conferencing and the Directors/Members who have participated in the Board/Committee meetings through Video Conferencing were in compliance with the provisions of Section 173 (2) of the Act read with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014. Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities pertaining to Board/ Committee meetings, 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 Meetings, 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 to the best of our information and according to explanations given to us by the Management and also on the basis of the Compliance certificates issued by the Chief Financial Officer and Company Secretary under various statutes as mentioned above in clause (vi) 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. Obtained approval from the Shareholders for proposal for raising capital in one or more tranches by way of issuance of Equity shares and/or Equity linked securities by way of Qualified Institutions Placement ("QIP") vide Postal Ballot dated 11th April, 2023.
2. Intimated the Voluntary Dissolution of Highwire Press Limited, a step-down subsidiary of MPS Limited, as per the applicable Laws of the United Kingdom.
3. Intimated the Acquisition of 65% of the issued and paid-up share capital of each of the following entities i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) by MPS Interactive Systems Limited, wholly-owned subsidiary of MPS Limited.
4. Intimated acquisition of 100% stake in Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China, AI-Tool ("Curie") and Research Quality Evaluation ("RQE") from Springer Science+ Business Media LLC a Subsidiary of Springer Nature Group, by MPS North America LLC, the wholly-owned subsidiary of MPS Limited via its Special Purpose Vehicle American Journal Experts LLC.

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R. SRIDHARAN
CP No. 3239
FCS No. 4775
PR NO.657/2020
UIN: S2003TN063400
UDIN: F004775F000370250

PLACE : CHENNAI
DATE : 21st May 2024

*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: F004775F000370250

PLACE : CHENNAI
DATE : 21st May 2024

"ANNEXURE-A.II"

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[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, 2024. 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, 2024 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, 2024 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 complied with the applicable provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investments. There was no Foreign Direct Investment and External Commercial Borrowings during the year under review;

(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

(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 to the best of our information and according to explanations given to us by the Management and also on the basis of the Compliance certificates issued by the Chief Financial Officer and Company Secretary under various statutes as mentioned above in clause (vi) 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:

1. Received confirmation order dated 06th June, 2023 from Regional Director, Ministry of Corporate Affairs, for the scheme of Amalgamation of E.I. Design Private Limited ("Transferor Company") into and with MPS Interactive Systems Limited ("Transferee Company").
2. Acquired 65% issued and paid-up share capital of each of the following entities i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) on 29th August 2023. Consequent to the acquisition, these Companies have become the subsidiary of the Company.
3. Obtained approval of the members at their Extra-ordinary General Meeting held on 07th July, 2023:
   a. to make acquisitions, Inter-Corporate Loans, Investments and Guarantees directly or indirectly but at any time not exceeding INR 200 Crores (Rupees Two Hundred Crores only).
   b. to borrow and avail money in excess of the limits prescribed under Section 180(1)(c) of the Act, subject to the maximum limit of not exceeding INR 200 crores (Rupees Two Hundred Crores only) in excess of the Paid-up Share Capital, free reserves and securities premium 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: F004775F000370305

PLACE : CHENNAI
DATE : 20TH MAY, 2024

*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: F004775F000370305

PLACE : CHENNAI
DATE : 20TH MAY, 2024

"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:

PARTICULARS OF REMUNERATION

I. The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2023-24:

S.No.	Name of Directors and Nature of Directorships Held	Ratio to median remuneration
Chairman and CEO		
1.	Mr. Rahul Arora	126:1
Independent Non-Executive Director*		
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
6.	Mr. Suhas Khullar#	0:1
Non-Independent and Non-Executive Director*		
7.	Ms. Yamini Tandon	3:1

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

**Dr. Piyush Kumar Rastogi retired as an Independent Non-Executive Director of the Company, effective from 28 January 2024.

#Mr. Suhas Khullar was appointed as Independent Non-Executive Director of the Company with effect from 01 January 2024.

II. The percentage increase in Remuneration of each Director, Chief Financial Officer, and Company Secretary in the Financial Year 2023-24:

S.No.	Name	% Increase in remuneration
1.	Mr. Rahul Arora*	0%
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. Suhas Khullar	Not Applicable
8.	Mr. Sunit Malhotra, Chief Financial Officer	3%
9.	Mr. Raman Sapra, Company Secretary	23%

*There was no increase in the remuneration of Mr. Rahul Arora during the year.

III. The percentage increase in the Median Remuneration of Employees in the Financial Year 2023-24:

There was an increase of 4% in the Median Remuneration of Employees in the financial year 2023-24.

IV. The Number of Permanent Employees on the rolls of the Company: 2,406.

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:

- Average increase in salary of employees other than Managerial Personnel during the year:- 6%.
- Percentile Increase in the Managerial Remuneration during the year:- Nil

VI. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remunerations during the financial year 2023-24, are as per the Nomination and Remuneration Policy of the Company.

Employees employed throughout the financial year ended on 31 March 2024 and were in receipt of Remuneration for that financial year, in the aggregate not less than Rupees One Crore Two Lacs only or for a part of the financial year, were in receipt of remuneration for any part for that financial year, in the aggregate, not less than Rupees Eight Lacs and Fifty Thousand only per month:-

Name	Designation	Remuneration (INR in Lacs)	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	423.42	39	06 August 2012	B.Sc in Management- Babson College. MBA in Strategy and Marketing- Indian School of Business. Advanced Management Program- the Wharton School at the University of Pennsylvania. Owner/President Program at Harvard Business School.	12	-	Contractual

Note: Mr. Rahul Arora, Chairman and CEO is the spouse of Ms. Yamini Tandon, Non-Executive Director of the Company.

For and on behalf of the Board of Directors

Date: 21 May 2024
Place: Florida, USA

Rahul Arora
Chairman and CEO
DIN:05353333

"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 the general meeting as required under the first proviso to Section 188: **N.A**.

2. **Details of material contracts or arrangements 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: 21 May 2024
Place: Florida, USA

Rahul Arora
Chairman and CEO
DIN:05353333

"ANNEXURE-D"

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

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

   Your Company believes that Corporate Social Responsibility is a means to achieve a balance of economic, environmental, and social imperatives while addressing the expectations of shareholders and all other stakeholders. MPS's vision is to empower people and communities to build self-reliance through technology while promoting the values of fairness, equity, and respect for human rights.

   The objective of the CSR policy (the "Policy") of the Company is to lay down the guiding principles for the selection, implementation, monitoring, and evaluation of CSR activities as well as formulation of the Annual Action Plan, for ensuring growth and advancement of society and conservation of natural resources. MPS's CSR policy is aimed at demonstrating care for the community through its focus on education and health amongst the disadvantaged and marginalized cross-section of society.

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	Mr. Rahul Arora	Chairman	1	1
2	Ms. Jayantika Dave	Member	1	1
3	Ms. Yamini Tandon	Member	1	1

3. **Provide the web link(s) where the Composition of the CSR Committee, CSR Policy, and CSR Projects approved by the board are disclosed on the website of the company:**

   Web link for Composition of CSR committee: https://www.mpslimited.com/corporate-governance/

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

   Web link for CSR projects: https://www.mpslimited.com/csr/

4. **Provide the executive summary along with web link (s) 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. (a) **Average net profit of the company as per Section 135(5):** INR 9,612.83 Lacs

   (b) **Two percent of the average net profit of the company as per Section 135(5):** INR 192.26 Lacs

   (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 2023-24 [(b)+(c)-(d):** INR 192.26 Lacs

6. (a) Amount spent on CSR Projects (both ongoing project and other than ongoing project) for the financial year 2023-24:

Details of CSR amount spent against ongoing projects for the financial year 2023-24: Nil

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(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												

Details of CSR amount spent against other than ongoing projects for the financial year 2023-24: INR 192.30 Lacs

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/ No)	(5) Location of the project	(6) Amount spent for the project (INR in Lacs)	(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	Yes	Dehradun, Haridwar-Uttrakhand Mewat- Haryana	85.00	No	IIMPACT	CSR00002935
2.	The Community Mental Health Programme in Villages	Promoting health care including preventive healthcare	Yes	Urban Villages in Gurugram District, Haryana	39.30	No	Sambandh Health Foundation	CSR00003568
3.	Education on Intellectual Development and Higher Values	Promoting Education including Special Education	Yes	Bangaluru, Delhi, Chennai, Hyderabad, Kolkata and Vishakhapatnam	30.00	No	Vedanta Cultural Foundation	CSR00004887
4.	Prema Vasam	Promoting health care including preventive healthcare	Yes	Chennai, Tamilnadu	20.00	No	Prem Vasam Charitable Trust	CSR00005828
5.	Vedanta Institute Delhi	Promoting Education including Special Education	Yes	Delhi/NCR, Chandigarh/ Mohali/Panchkula	10.00	No	Vedanta Institute Delhi	CSR00012578
6.	Learning Disability Clinic Project	Promoting Education including Special Education	Yes	Mumbai-Maharashtra	8.00	No	Seth G S Medical College & Kem Hospital-DJST	CSR00024435
Total					**192.30**			

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment: Nil

(d) Total amount spent or unspent for the Financial Year [(a)+(b)+(c): INR 192.30 Lacs

Total Amount Spent for the Financial Year (INR in Lacs)	Amount Unspent (INR in Lacs)				
	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
192.30	NIL	NIL	NIL	NIL	NIL

(e) Excess amount for set off, if any: Nil

S. No.	Particulars	Amount (INR in Lacs)
(i)	Two percent of the average net profit of the company as per Section 135(5)	192.26
(ii)	Total amount spent for the Financial Year	192.30
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.04
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. **Details of Unspent CSR amount for the preceding three financial years:** Nil

Sl. No.	Preceding Financial Year	Amount transferred to unspent CSR account under Section 135(6) (in INR)	Balance amount in Unspent CSR Account under Section 135(6) (in INR)	Amount spent in the financial year (in INR)	Amount transferred to a fund specified under Schedule VII as per second proviso to Section 135(5), if any	Amount remaining to be spent in succeeding financial years (in INR)	Deficiency, if any
					Amount (in INR)		Date of transfer
Not Applicable							

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year:** No, The Company has not directly created or acquired any capital asset through CSR spent during the financial year ended 31 March 2024. All CSR expenditure has been done through the implementing agencies.

9. **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: 21 May 2024
Place: Florida, USA

Rahul Arora
Chairman and CEO
DIN:05353333

"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. • Open Access workflow solutions including pre-print hosting. • Artificial Intelligence(AI) and Machine Learning(ML) Technologies to further automate production processes across content profiling, structuring, image processing, editorial, composition, proofing, accessibility & language translation services. • Application Programming Interface(API) development and integration between products for seamless content and metadata interchange. Further integration with various open-source libraries and databases for enhancing automation and quality of deliverables. • Development of workflow, tools, and processes for achieving accessibility & DEI standards. • Use of HTML5 technologies for Digital-First workflows and automation while increasing user friendliness. • Further consolidation and migration of key applications to the cloud for increased availability and scalability. • Further automation and optimization of workflows and processes for reducing turnaround time and increasing efficiencies. • 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.
2. Benefits derived from the above	• Increased customer satisfaction and delight. • Volume growth across key customer accounts and acquiring new projects. • Usage of AI/ML technologies bringing in higher efficiencies, reduced touch time, and consistent quality. • Platform and product compliance to industry standards and requirements. • Implementation of HTML5-based platforms and tools for Editorial and production activities. • Implementation of platform and tools for manuscript pre-acceptance automation check and peer-review management services. • Enhanced interoperability across platforms, less maintenance, and easy adaptability, in addition to reduced cost. Increased adoption of open-source technologies. • Expanding the range of offerings across end-to-end publishing workflow. • Effective utilization and optimization of on-prem and cloud-based infrastructure. • Enabling secured work from home for staff as determined by company policy. • Higher performance, availability, and scalability of products and SaaS offerings. • Reduction in downtime and maintenance-related activities.

3.	**Future plan of action**	• Further implementation of AI/ML-based tools and platforms for automated production and increased efficiency. • Implementation of a new Single Source Publishing system to consolidate peer review and production and reduce overall publishing time. • Further implementation of HTML5 based platforms and tools.
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.	• 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. • Investing in a new cloud-based microservices architecture for enhanced performance and scalability.
Benefits derived from the above	• 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: 21 May 2024
Place: Florida, USA

Rahul Arora
Chairman and CEO
DIN:05353333

Business Responsibility & Sustainability Report

Foreword

MPS Limited is committed to integrating sustainability into business operations, aiming to positively impact the world. 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 an impact for all our stakeholders.

Building on our inaugural Business Responsibility and Sustainability Report (BRSR) for FY 2022–2023, we are pleased to present our second report, continuing our commitment to driving positive change and creating long-term value.

Our latest BRSR reflects our ongoing dedication to transparency and reporting, encompassing not only our financial performance but also our environmental, social and governance (ESG) practices. In this report, we detail the key metrics and initiatives that highlight MPS's progress in business resilience and sustainability. We are proud of the strides we have made and remain dedicated to further 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 Towers IV, Super A, 16/17, Thiru Vi Ka Industrial Estate, Guindy, Chennai, Tamil Nadu-600032
5	Corporate office address	A-1, Tower-A, 4th Floor, Windsor IT Park, Sector 125, Noida, Uttar Pradesh-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 2023 to 31 March 2024
10	Name of the Stock Exchange(s) where shares are listed	1) BSE Limited (BSE) 2) National Stock Exchange of India Limited (NSE)
11	Paid-up Capital (INR in Lacs)	1,710.58
12	Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report	**Name:** Mr. Raman Sapra **Designation:** Company Secretary and Compliance Officer **Phone:** (+91-120-4599750) **E-mail:** investors@mpslimited.com **Add:** A-1, Tower-A, 4th Floor, Windsor IT Park, Sector 125, Noida, Uttar Pradesh-201303
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 made in this report are on a standalone basis i.e. MPS Limited ("MPS" or "the Company"). The Business Responsibility and Sustainability Report (BRSR) is in conformance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

II Products/Services

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

S. No.	Main activity	Description	% of Turnover of the entity
1	Content Solutions	Wide range of content solutions, including the creation of the content and its delivery across all media channels, to enhance competitiveness for educational, academic, STM and professional publishers.	67
2	Platform Solutions	A full range of configurable platform solutions throughout the content lifecycle, primarily delivered as SaaS.	33

17 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	67
2	Platform Solutions	631	33

III Operations

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

Location	No. of plants	No. of offices	Total
National	NA	5	5
International	NA	2	2

19 Markets served by the entity:

a	No. of Locations	
	Location	**Number**
	National (No. of States)	6
	International (No. of Countries)	26
b	What is the contribution of exports as a percentage of the total turnover of the entity?	During the FY 2023-24, the contribution of exports is 99.59% of the revenue through our international business.
c	A brief on types of customers	We offer services including content development and production, editorial services, project management, creative services, digital conversion, technical services, licensing, hosting and annual maintenance charges (AMC). These services are provided to research and educational institutes for research content and educational purposes.

IV Employees

20 Details as at the end of the financial year:

a Employees and workers (including differently abled):

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Employees					
Permanent (A)	2,406	1,609	67	797	33
Other than Permanent (B)	35	15	43	20	57
Total Employees (A + B)	2,441	1,624	67	817	33

Note: The entire workforce is categorized as "Employees," with no individuals classified as "Workers." Therefore, the information required for the "Workers" category in all sections is not applicable.

b Differently abled Employees and workers:

MPS Limited has no differently abled employees and workers.

21 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

*During the year Mr. Suhas Khullar was appointed as an Independent Non-Executive Director of the Company with effect from 01 January 2024 and Dr. Piyush Kumar Rastogi retired as an Independent Non-Executive Director of the Company, effective from 28 January 2024.

22 Turnover rate for permanent employees and workers (disclose trends for the past 3 years):

Category	FY (2023-24) (Turnover rate in current FY)			FY (2022-23) (Turnover rate in previous FY)			FY (2021-22) (Turnover rate in year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17	20	18	31	31	31	19	8	27

V Holding, subsidiary and associate companies (including joint ventures)

23 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 listed in 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	100.00	No
3	MPS Interactive Systems Limited	Subsidiary Company	100.00	No
4	MPS Europa AG	Subsidiary Company	100.00	No
5	Topsim GmbH	Subsidiary Company	100.00	No

VI CSR Details

24 a	Whether CSR is applicable as per Section 135 of the Companies Act, 2013: (Yes/No)	Yes
b	Turnover (INR in Lacs)	32,756.74
c	Net Worth (INR in Lacs)	37,108.08

VII Transparency and disclosures compliances

25 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 2023-24			FY 2022-23		
		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.	0	0	-	1	0	Complaint received from the shareholder for non-receipt of Annual report, which was resolved
Employees & Workers	Yes, concerns and suggestions received through various formal and informal modes are addressed.	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, concerns and suggestions received through the mail are addressed.	0	0	-	0	0	-

Note: MPS has established a structured grievance redressal mechanism. We also have a strong Vigil Mechanism/Whistle Blower Policy for reporting complaints. The Whistle Blower Policy is available on the Company's website and can be accessed at https://www.mpslimited.com/Policies/Whistle-Blower.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.

26 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	**Governance:** Data privacy and security	Risk	This is a material risk as Customer data is the most significant input that needs to be protected, given our role as a content and platform solutions provider.	The Company prioritizes robust data privacy and security measures and regularly reports on progress to demonstrate its commitment to protecting customer data.	Negative: This can lead to financial risks for the Company, as breaches of data privacy and security can result in substantial legal and financial penalties, as well as damage to the Company's reputation.
2	**Governance:** Business ethics and anti-corruption	Risk/ Opportunity	ESG-related business ethics, encompassing corporate governance, employee conduct, and customer relationships, though posing various legal, reputational, financial, and market risks provide avenues for growth in these facets. Embracing robust business ethics can enhance legal compliance, strengthen reputational integrity, drive financial performance, and create competitive market advantages. As ESG gains importance, governance issues are being scrutinized by potential investors and large customers, emphasizing the need for robust systems and processes to manage business ethics effectively.	To mitigate business ethics risks, we have implemented several measures, including a Code of Conduct for the Board of Directors, Senior Management and Employees. Additionally, our Code of Conduct establishes principles to eliminate bribery, corruption and fraud.	Negative/Positive: Financial implications could include loss of customers or market share and financial losses due to legal exposure, resulting from adverse business ethics-related issues. Conversely, strong business ethics can enhance financial performance by attracting and retaining customers, expanding market share, and minimizing legal liabilities.
3	**Governance:** Legal and statutory compliance	Risk	MPS serves diverse customers across multiple countries, each with specific legal and statutory compliance requirements that must be strictly followed.	Regulatory compliances and filings are managed through internal systems, risk registers and process controls. The organization is also preparing to enhance ESG disclosures to ensure transparency for all stakeholders.	Negative: Failure to resolve legal and regulatory matters could result in potential fines and penalties as prescribed by statutory authorities.
4	**Social:** Diversity and inclusion	Opportunity	Promoting diversity and inclusion can attract and retain top talent, enhance the Company's reputation and foster improved decision-making and innovation.	-	Positive: We believe that fostering an inclusive and diverse work culture can enhance the Company's performance by leveraging a range of knowledge and inputs from diverse per-spectives. This can lead to improved innovation and a sustained team culture.

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	**Social:** Human rights	Risk/ Opportunity	As digital platforms become increasingly essential for information and communication, it is crucial for companies to ensure that their operations and services uphold human rights, including freedom of expression, privacy and non-discrimination.	The company is undertaking several measures to mitigate risks and promote opportunities associated with human rights such as conducting a human rights impact assessment, establishing policies and procedures, performing due diligence on suppliers and partners, setting up grievance mechanisms, and providing training and awareness-raising initiatives.	Negative/Positive: 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. On the other hand, 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 Businesses 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 well-being 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 Businesses 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										
1a	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
1b	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1c	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 the Company and can be accessed at 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, Trustee, 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.	MPS is in the process of identifying key ESG focus areas to set internal targets and corresponding initiatives. An ESG governance mechanism is also planned to monitor the progress of ESG targets.								
6	Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	The Company is committed to decarbonization in its operations. The Company's long-term goal is to be Net Zero on greenhouse gas emissions. A comprehensive road map to reach this goal is being planned and will be finalized by FY 2025.								

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 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 to continuously improve 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).	The Board of Directors approves the Company's policies and delegates the responsibility for their implementation to the appropriate teams.								
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 of the Company 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	The Board of Directors review the performance of the systems and processes in place of NGRBC-related principles internally.									Quarterly								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company complies with all the applicable statutory requirements of relevance to the principles, and rectifies non-compliance, if any. This is reviewed by the Board of Directors of the Company.									Quarterly, as and when required as per statutory requirement.								

	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, M/s. PricewaterhouseCoopers Services LLP (PWC) conducted an internal audit on a quarterly basis and M/s R. Sridharan and Associates, Company Secretaries, conducted the secretarial audit on an annual basis 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)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not have the financial or human and technical resources available for the task (Yes/No)	Not Applicable								
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

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	3	Familiarization programs* are carried out by way of exhaustive presentations and various topics/areas are covered.	100
Key Managerial Personnel	3	Familiarization programs* are carried out by way of exhaustive presentations and various topics/areas are covered.	100
Employees other than BoD and KMPs	11	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

*Familiarization Programme for Independent Directors:
https://www.mpslimited.com/Policies/Familiarization-Programme.pdf

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 based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Nil

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:

Case details	Name of the regulatory/enforcement agencies/judicial institutions
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.	Yes, the Code of Conduct, applies to all employees, encourages ethical business conduct and prohibits seeking uncompetitive favours. It promotes transparency by prohibiting unlawful acts, such as bribery and corruption, and emphasizes the elimination of 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:

Category	FY 2023-24	FY 2022-23	Amount (in INR)	Brief of the case	Has an appeal been preferred? (Yes/No)
Directors	Nil				
KMPs					
Employees					

6 Details of complaints with regard to conflict of interest:

Category	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	No complaints received	Nil	No complaints received
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	No complaints received	Nil	No complaints received

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 regulators/law enforcement agencies/judicial institutions.

8 Number of days of accounts payables ((Accounts payable *365)/Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	19.45	40.07

9 Open-ness of business:

Provide details of concentration of purchases and sales with trading houses, dealers and related parties along with loans and advances and investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	NA	NA
	b. Number of dealers/distributors to whom sales are made		
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors		
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	5	4
	b. Sales (Sales to related parties/Total sales)	2	8
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	100	100
	d. Investments (Investments in related parties/Total Investments made)	100	100

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:

Category	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	Nil		NA
Capex			

2

Does the entity have procedures in place for sustainable sourcing? (Yes/No)	Currently, the company doesn't have a process for sustainable sourcing. We are in the process of designing our Net Zero roadmap which will cover certain environmental strategies with the inclusion of suppliers and value chain partners.
If yes, what percentage of inputs were sourced sustainably?	-

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/ITeS 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 EPR plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.	No

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		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	1,609	1,153	72	1,609	100	-	-	1,609	100	-	-
Female	797	506	63	797	100	797	100	-	-	-	-
Total	2,406	1,659	69	2,406	100	797	33	1,609	66.87	-	-
Other than Permanent Employees											
Male	15	-	-	-	-	-	-	-	-	-	-
Female	20	-	-	-	-	-	-	-	-	-	-
Total	35	-	-	-	-	-	-	-	-	-	-

1b Details of measures for the well-being of workers:

The entire workforce is categorized as "Employees," with no individuals classified as "Workers." Therefore, the information required for the "Workers" category in all sections is not applicable.

1c Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the Company	0.27	0.26

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

Benefits	FY 2023-24			FY 2022-23		
	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 workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	-	Y	100	-	Y
Gratuity*	100	-	Y	100	-	Y
ESI	32	-	Y	37	-	Y
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, our premises and offices are accessible to differently abled employees. Facilities such as wheelchairs are also available on demand.

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, the company has a Diversity, Equity and Inclusion Policy which gives equal opportunities to persons with disabilities in terms of recruitment, compensation, benefits, professional development, trainings and promotions. The policy is available for all the employees on the intranet.

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	100	NA	NA
Female	100	100	NA	NA
Total	100	100	NA	NA

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 workers Other than permanent workers Permanent employees Other than 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. The Company also has a "Whistle Blower Policy" in place which provides a platform for employees to raise concerns for actions that: • May lead to incorrect financial reporting • Are not in line with the Code of Conduct • Are unlawful • Otherwise amount to serious improper conduct The complaints can be submitted via email & in-person meetings with Ombudsperson*. * https://www.mpslimited.com/Policies/Whistle-Blower.pdf.

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

Category	FY 2023-24			FY 2022-23		
	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	1,609	19	1	1,499	25	2
Female	797	21	3	711	19	3
Total permanent workers						
Male	NA			NA		
Female						

8 Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	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	1,609	415	26	143	9	1,499	467	31	0	0
Female	797	146	18	61	8	711	231	33	0	0
Total	2,406	561	23	204	8	2,210	698	32	0	0

9 **Details of performance and career development reviews of employees and workers:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Total Permanent Employees						
Male	1,609	1,609	100	1,499	1,499	100
Female	797	797	100	711	711	100
Total	2,406	2,406	100	2,210	2,210	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 of such a system?	Yes, the Company has a health and safety policy and procedures in place to ensure the safety and well-being of its employees. The policy provides adequate control on the 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?	Our company operates primarily in an office environment where traditional occupational health and safety risks are minimal. While we do not have a formalized health and safety management system or comprehensive risk management protocols, we prioritize basic safety measures. We have visibly marked emergency exits and conducted regular mock fire drills to ensure employee preparedness in case of emergencies. Additionally, we maintain a clean and ergonomically friendly workspace to support the well-being of our staff.
c	Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)	Yes, the company maintains an open-door policy where employees can freely communicate any safety concerns to management. We are committed to ensuring a safe work environment and addressing any issues promptly. 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, in the following format:**

Safety incident/number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

12	Describe the measures taken by the entity to ensure a safe and healthy workplace.	A health and safety policy is in place to address the health, safety and welfare needs of employees, consultants, contractors, vendors and visitors of the company. It includes various procedures to ensure 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:

Category	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	Nil	Nil	NA	Nil	Nil	NA
Health & safety	Nil	Nil	NA	Nil	Nil	NA

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.	The company has not witnessed any safety-related incidents in the office premises. The initiatives taken by the Company are as follows: 1) Safety at the workplace is one of the highest priorities of the Company. 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, to ensure employee preparedness in case of emergencies.

LEADERSHIP INDICATORS

1	Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).	Yes, the Company has a Group Personal Accident (GPA) policy in place that provides benefits to the nominee in the event of an employee's death.

2	Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.	The Company does not maintain the respective deposits pertaining to statutory dues of their value chain partners.

3 Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Category	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	Nil	Nil	Nil	Nil
Workers				

4

Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? **(Yes/No)**
No

5 **Details on assessment of value chain partners:**

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health & safety practices	No assessment of value chain partners was conducted.
Working conditions	

6	Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.	Not Applicable

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.	Our stakeholder identification process is grounded in inclusivity, materiality and responsiveness. We consider stakeholder groups directly or indirectly impacted by our operations, as well as those to whom we have a legal, financial or moral responsibility. Additionally, we evaluate stakeholders who influence or impact our strategy and decision-making. This approach reflects our commitment to building trust-based relationships with stakeholders and understanding their priorities to create 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 and learning opportunities
2	Supplier	No	Meetings	As and when required	MPS collaborates with suppliers and service providers, ensuring adherence to the Code of Conduct
3	Customer/ Client	No	Emails as required and through the website	As and when required	Customer feedback and testimonials to enhance the quality of services and build strong relationships
4	Investors (other than shareholders)	No	Online meetings	As and when required	Meetings are conducted to discuss business strategies, performance and CSR initiatives, understand expectations and help them raise any concerns.
5	NGOs; government; regulatory bodies (SEBI, stock exchanges, etc.)	No	Meetings, emails, seminars, press releases	As and when required (at least annually)	Ensure full compliance with all applicable laws.

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 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	2,406	2,023	84	2,210	2,210	100
Other than permanent	35	-	-	26	26	100
Total	2,441	2,023	83	2,236	2,236	100

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

Category	FY 2023-24					FY 2022-23				
	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	1,609	4	0.24	1,605	100	1,499	40	3	1,459	97
Female	797	2	0.24	795	100	711	6	1	705	99
Other than permanent										
Male	15	-	-	15	100	15	-	-	15	100
Female	20	-	-	20	100	11	-	-	11	100

3 a **Details of remuneration/salary/wages, in the following format:**

Category	Male		Female	
	Number	Median remuneration/ salary/wages of respective category (INR)	Number	Median remuneration/ salary/wages of respective category (INR)
Board of Directors (BoD)	Refer to Annexure B of the Director's report			
Key Managerial Personnel (KMP)				
Employees other than BoD and KMP	1,606	3.40	797	3.28

3 b **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	29	NA

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 has been established to address any concerns and applies to all Company employees. It promotes open communication and aims to resolve issues fairly and promptly. This mechanism includes two types of procedures: informal and formal. In the informal procedure, employees discuss work-related grievances with their manager, who works towards resolving the issue. The formal procedure involves formally notifying the grievance in writing, followed by a meeting and an appeal stage.

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

Category	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	NIL			NIL		
Discrimination at workplace						
Child labour						
Forced labour/Involuntary labour						
Wages						
Other human rights related issues						

7 Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total complaints reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees/ workers		
Complaints on POSH upheld		

8	Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.	The Company has implemented a policy aimed at preventing sexual harassment in the workplace. This policy applies to all employees and includes a grievance redressal process overseen by an Internal Complaints Committee.
9	Do human rights requirements form part of your business agreements and contracts? (Yes/No)	Yes, as per the request of our customers/vendors. We are progressively looking to encourage our suppliers and vendors to establish sustainable practices.

10 **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 with all relevant laws and policies pertaining to these issues. There have been no observations received during FY2023-24.
Forced/Involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

11	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 FY2023-24.

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

ESSENTIAL INDICATORS

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

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A) (in GJ)	-	-
Total fuel consumption (B) (in GJ)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	**-**	**-**
From non-renewable sources		
Total electricity consumption (D)	10,177.60	10,589.84
Total fuel consumption (E)	479.44	762.76
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	**10,657.04**	**11,352.60**
Total energy consumed (A+B+C+D+E+F)	**10,657.04**	**11,352.60**
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations) (in lacs)	0.32	0.38
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/revenue from operations adjusted for PPP)	0.014	-
Energy intensity in terms of physical output	NA	NA
Energy intensity (*optional*) – the relevant metric may be selected by the entity	-	-
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 independent assessment/evaluation/assurance has been carried out by an external agency.	

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.

No, we don't fall under the PAT Scheme of the Government of India.

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

S. No.	Parameter	FY 2023-24	FY 2022-23
	Water withdrawal by source (in kilolitres)		
i	Surface water	-	-
ii	Groundwater	-	-
iii	Third party water	250	78
iv	Seawater / Desalinated water	-	-
v	Other	-	-
	Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	250	78
	Total volume of water consumption (in kilolitres)	250	78
	Water intensity per rupee of turnover (Water consumed/revenue from operations) (kL/₹) (in lacs)	0.076	0.0026
	Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP)	0.0003	-
	Water intensity in terms of physical output	NA	NA
	Water intensity (*optional*) – the relevant metric may be selected by the entity	-	-
	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 independent assessment/evaluation/assurance has been carried out by an external agency.	

4 Provide the following details related to water discharged:

S. No.	Parameter		FY 2023-24	FY 2022-23
	Water discharge by destination and level of treatment (in kilolitres)			
	To surface water	No treatment	-	-
		With treatment – please specify level of treatment	-	-
	To groundwater	No treatment	-	-
		With treatment – please specify level of treatment	-	-
	To seawater	No treatment	-	-
		With treatment – please specify level of treatment	-	-
	Sent to third parties	No treatment	60	42
		With treatment – please specify level of treatment	-	-
	Others	No treatment	-	-
		With treatment – please specify level of treatment	-	-
	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 independent assessment/evaluation/assurance has been carried out by an external agency.	

5	Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.	A zero liquid discharge mechanism is currently not applicable as the company discharges no or a negligible quantity of water hence no mechanism has been implemented currently.

6 Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	gm/Kg-hr	0.252	0.287
SOx	gm/Kg-hr	0.078	0.114
Particulate matter (PM)	gm/Kg-hr	0.091	0.120
Persistent organic pollutants (POP)	Not Applicable		
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify	-	-	-
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 independent assessment/evaluation/assurance has been carried out by an external agency.		

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

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	CO2 in MT	136.65	276.75
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	CO2 in MT	2,024.21	2,382.68
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	CO2 in MT/ Lacs of turnover	0.06	0.08
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	-	0.002	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output	NA	NA	NA
Total Scope 1 and Scope 2 emission intensity (*optional*) – per ton of production	-	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 independent assessment/evaluation/assurance has been carried out by an external agency.		

8	Does the entity have any project related to reducing GHG emissions? If yes, then provide details.	The Company is currently in the process of setting GHG emission reduction targets and finalizing its road map for its Net Zero commitment.

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

Parameter	FY 2023-24	FY 2022-23
Total waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	4,170	4,708
Biomedical 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
Total (A+B + C + D + E + F + G + H)	**4,170**	**4,958**
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations) (in lacs)	0.12	0.17
Waste intensity per rupee of turnover adjusted Purchasing for Power Parity (PPP) (Total Revenue waste from generated/operations adjusted for PPP)	0.005	-
Waste intensity in terms of physical output	**-**	**-**
Waste intensity (*optional*) – the relevant metric may be selected by the entity	-	-
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 independent assessment/evaluation/assurance has been carried out by an external agency.	

10	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.	As an IT/ITeS company, MPS does not engage in the manufacturing of physical products and consequently does not utilize any hazardous or toxic chemicals in its operations. It is important to highlight that our building management is fully compliant with and certified by authorities for "Door-to-door collection of Municipal Solid Waste," ensuring its scientific handling, storage and transportation to designated waste processing and disposal sites.

11 **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:**

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
No, we don't have any offices in/around ecologically sensitive areas.			

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

S. No.	Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No)	Relevant web-link
				No		

13 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, in the following format:

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

S. No.	Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
		Not Applicable		

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

ESSENTIAL INDICATORS

1a	Number of affiliations with trade and industry chambers/associations.	1(One)
1b	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, in the following format:	
	Name of the trade and industry chambers/ associations	**Reach of trade and industry chambers/associations (State/National)**
	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.	There is no action taken or underway against the Company on any issues related to anti-competitive conduct.

S. No.	Name of authority	Brief of the case	Corrective action taken
No adverse order received in the 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.

S. No.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web-link
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:

S. No.	Name of project for which R&R is ongoing	State	District	No. of project-affected families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
Not Applicable						

3	Describe the mechanisms to receive and redress grievances of the community.	MPS has established a feedback portal to receive complaints or critiques from the community. All agreements between MPS and stakeholders include clauses regarding the handling of grievances and disputes. Furthermore, we actively engage with the community by partnering with CSR agencies to make contributions in identified areas, focusing on enhancing education and healthcare facilities.

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

Category	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/small producers	Not Applicable	
Sourced directly from within the district and neighbouring districts		

5 Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	100	100

(Place to be categorized as per RBI Classification System: rural/semi-urban/urban/metropolitan)

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:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

3 Number of consumer complaints in respect of the following:

Category	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	There were no Data Privacy/Advertising/Cyber-security/Delivery of essential services/Restrictive Trade Practices/Unfair Trade Practices complaints received.					
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive trade practices						
Unfair trade practices						
Other						

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

	Number	Reasons for recall
Voluntary recalls	Not Applicable	
Forced recalls		

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 and can be accessed at 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 consumer complaints reported till date.

7 Provide the following information relating to data breaches:

a	Number of instances of data breaches	0
b	Percentage of data breaches involving personally identifiable information of customers	0
c	Impact, if any, of the data breaches	There were no data breaches reported till date.

For and on behalf of the Board of Directors

Date: 21 May 2024
Place: Florida, USA

Rahul Arora
Chairman and CEO
DIN:05353333

Report On Corporate Governance

In accordance with Regulation 34(3) and Section C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), a Report on Corporate Governance of the Company for the year ended 31 March 2024 is presented below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

MPS Limited ("MPS" or the "Company") is dedicated to upholding high standards of corporate governance, which ensures transparency, accountability, ethical operating practices, and professional management. Our commitment enhances shareholder value and protects the interests of various stakeholders, including shareholders, suppliers, customers, and employees. The Company's approach to corporate governance is grounded in an effective Independent Board, the separation of supervisory roles from executive management, and the establishment of committees to oversee critical areas. This approach ensures that high standards are maintained in all aspects, from action plans to performance measurement and customer satisfaction. The Company's philosophy aligns with the widely accepted principles of good governance.

MPS believes that your Company affairs must be managed in a fair and transparent manner. Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We view stakeholders as partners in our success and are committed to maximizing their value, whether they are shareholders, employees, suppliers, customers, investors, communities, or policymakers. Our approach to value creation stems from our belief that a sound governance system, based on relationships and trust, is integral to creating enduring value for all.

The Board of Directors is responsible for and committed to the sound principles of Corporate Governance within the Company. They play a crucial role in overseeing how the Management serves the short and long-term interests of members and other stakeholders. This commitment is reflected in our governance practices, under which we strive to maintain an effective, informed, and independent Board. We continuously review our governance practices and benchmark ourselves to best practices globally.

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 firmly believe that Corporate Governance is not merely a destination but an ongoing journey aimed at continually enhancing sustainable value creation. It represents an upward trajectory that we collectively endeavor to attain. Our dedication to maintaining the highest standards of governance is reflected in the array of initiatives detailed below.

The Corporate Governance framework of the Company is built upon the following broad practices:

a. We prioritize the engagement of a diverse and highly professional Board of Directors, comprising individuals with extensive experience and expertise in industry, finance, management, and law.
b. Our governance framework involves deploying well-defined structures that establish checks and balances, delegating decision-making authority to appropriate levels within the organization.
c. We are committed to adopting and implementing fair, transparent, and robust systems, processes, policies, and procedures throughout the organization.

d. Transparency is paramount to us, and thus, we ensure a high level of disclosures for the dissemination of corporate, financial, and operational information to all our stakeholders.

e. The Company maintains strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements. We uphold a zero-tolerance policy for non-compliance, demonstrating our unwavering commitment to adherence.

2. BOARD OF DIRECTORS

The Board of Directors serves as the paramount body constituted by the Shareholders to oversee the Company's overall functioning. It plays a critical role in reviewing and evaluating corporate strategies, business plans, governance practices, annual budgets, operational performance, financial results, transactions with related parties, risk assessment and mitigation plans, as well as the status of applicable legal compliances. The Company ensures that all statutory and other significant material information is presented before the Board to enable it to discharge its duties and responsibilities effectively and efficiently.

A. COMPOSITION OF THE BOARD OF DIRECTORS

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 is an Executive Director, more than half of the Board comprises of Independent Directors, including Women Directors who possess in-depth knowledge of the business as well as expertise in their respective areas of specialization.

The Independent Directors play a crucial role in ensuring balance within Board processes by providing independent judgments on matters related to strategy, performance, resources, conduct, and the standards of the Company. Their input contributes significantly to the overall governance and decision-making processes.

i. As of 31 March 2024, the Board consists of 6 (Six) Directors, including 1 (One) Executive Chairman and CEO, 4 (Four) Independent Non-Executive Directors, and 1 (One) Non-Executive Non-Independent Director. The brief profiles of each director can be accessed at https://www.mpslimited.com/corporate-governance/.

ii. During the year, Dr. Piyush Kumar Rastogi (DIN: 02407908) retired as an Independent Non-Executive Director of the Company, effective from 28 January 2024, upon completion of his second term of 3 (three) years. The Directors express their appreciation to Dr. Piyush Kumar Rastogi for his valuable contributions during his tenure as an Independent Non-Executive Director of the Company.

iii. During the year, Mr. Suhas Khullar (DIN: 07593659) was appointed as an Independent Non-Executive Director of the Company in the Board Meeting held on 27 October 2023, which was further approved by the Shareholders of the Company via Postal Ballot held on 02 March 2024, to hold office for a term of up to 2 (two) consecutive years with effect from 01 January 2024 to 31 December 2025 (both days inclusive).

B. LIMIT ON THE NUMBER OF DIRECTORSHIPS

No Director on the Board holds directorship in more than ten public companies, and no Independent Director serves as an Independent Director on more than seven listed entities. The Directors have made necessary disclosures regarding Committee positions in other public companies as of 31 March 2024.

Consequently, all the Directors of MPS Limited hold directorship in compliance with the provisions of the Companies Act, 2013, and SEBI Listing Regulations.

C. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

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

D. DECLARATION SUBMITTED BY THE INDEPENDENT DIRECTORS FULFILLING THE CONDITIONS SPECIFIED IN THESE REGULATIONS

All Independent Directors of the Company have provided declarations confirming that they meet the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI Listing Regulations. In the Board's opinion, 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 from the Management.

The Independent Directors have also affirmed their compliance with the Company's Code of Conduct & Ethics for the Board of Directors and Senior Management Personnel.

All Independent Directors are selected from distinguished professionals with relevant expertise in business, finance, law, public enterprises, and other allied fields. The maximum tenure of the Independent Directors is in compliance with the bylaws. Additionally, the Independent Directors do not possess any other material pecuniary relationships or transactions with the Company, its promoters, its management, or its subsidiaries that may compromise their independence or judgment.

E. DETAILED REASONS FOR THE RESIGNATION OF THE INDEPENDENT DIRECTOR(S) WHO RESIGNED BEFORE THE EXPIRY OF THEIR TENURE, ALONG WITH A CONFIRMATION BY SUCH DIRECTOR(S) THAT THERE ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED

Not Applicable.

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

The names and categories of the Directors on the Board, along with the names of other listed entities in which they serve as a director and the number of directorships and committee chairmanships/ memberships held by them as of 31 March 2024, are provided below. Additionally, none of them serves as a member of more than ten committees or Chairman of more than five committees across all public companies in which they hold directorships. For determining the limit of Board Committees, Chairpersonship, and Membership, the Audit Committee and Stakeholders Relationship Committee positions have been considered as per Regulation 26(1)(b) of the SEBI Listing Regulations.

The details of the Directors on the Board, along with their directorships in the listed entities as of 31 March 2024, and the category of their directorship are as below:

Name of Director	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 and Jindal Stainless Limited	Independent Director
Ms. Jayantika Dave	MPS Limited and Ingersoll- Rand(India) Limited	Independent Director
Mr. Suhas Khullar*	MPS Limited	Independent Director
Ms. Yamini Tandon	MPS Limited	Non-Executive Director

*Mr. Suhas Khullar (DIN: 07593659) was appointed as Independent Non-Executive Director of the Company with effect from 01 January 2024.

1. The count for the number of listed entities on which a person can be a Director/Independent Director is limited to those whose equity shares are listed on a Stock Exchange.

2. The data presented above reflect the disclosures provided by the Directors up to the first Board Meeting of the Company held during the Financial Year 2024-25.

Director's Name & DIN	Category	Number of Directorships in other Indian Companies#	No. of Memberships/Chairpersonships in other Board Committees	
			Chairperson*	Member*
Mr. Rahul Arora DIN: 05353333	Chairman and CEO	3	Nil	2
Ms. Achal Khanna DIN: 00275760	Independent and Non-Executive Director	1	Nil	Nil
Mr. Ajay Mankotia DIN: 03123827	Independent and Non-Executive Director	3	1	2
Ms. Jayantika Dave DIN: 01585850	Independent and Non-Executive Director	2	Nil	3
Mr. Suhas Khullar DIN: 07593659	Independent and Non-Executive Director	1	Nil	1
Ms. Yamini Tandon DIN: 06937633	Non-Executive and Non-Independent Director	2	1	1

Directorship indicates directorship in Indian Public Companies, including MPS Limited, as of 31 March 2024.

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

During the Financial Year 2023-2024, the Board convened 7 (seven) meetings, ensuring that the gap between two consecutive meetings did not exceed 120 days. These meetings took place on the following dates: 11 April 2023, 16 May 2023, 07 July 2023, 01 August 2023, 04 October 2023, 27 October 2023, and 23 January 2024.

The requisite quorum was present for all these meetings.

Name of the Director	Number of Board Meetings which the Director was Entitled to Attend	Number of Meetings Attended	Whether the Last AGM Attended
Mr. Rahul Arora	7	7	Yes
Ms. Achal Khanna	7	7	Yes
Mr. Ajay Mankotia	7	7	Yes
Ms. Jayantika Dave	7	7	Yes
Dr. Piyush Kumar Rastogi*	7	7	Yes
Mr. Suhas Khullar**	1	1	No
Ms. Yamini Tandon	7	7	Yes

* Retired with effect from 28 January 2024, due to completion of tenure.

** Appointed with effect from 01 January 2024.

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

The Non-Executive Directors of the Company do not hold any equity shares. Furthermore, the Company does not have any convertible instruments.

H. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

During the Financial Year 2023-24, one meeting of the Independent Directors was convened on 23 January 2024. 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 and Non-Executive Directors. Furthermore, the Independent Directors evaluated the quality, quantity, and timeliness of the information flow between the Management and the Board, essential for the Board to effectively fulfill its duties. The insights and opinions of the Independent Directors were communicated to the Chairman of the Board as part of this process.

I. APPOINTMENT OF INDEPENDENT DIRECTORS

i. The Independent Directors were provided with the letter of appointment outlining 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 for the appointment of Independent Directors, which have been uploaded on the website of the Company and can be accessed at https://www.mpslimited.com/Policies/Terms-and-Conditions-for-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.

The 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 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 recognized the significance of the following skills, expertise, and competencies essential for the effective operation of the Company, all of which are presently available within the Board.

Global business	Profound comprehension of global business dynamics, encompassing various geographical markets, industry verticals, and regulatory jurisdictions.
Strategy and planning	Astute awareness of long-term trends, strategic choices, and experience in guiding and leading management teams to make informed decisions in an uncertain business environment.
Governance	Extensive experience in formulating and implementing governance practices aimed at serving the best interests of all stakeholders. This includes maintaining Board and Management accountability, fostering long-term effective stakeholder engagements, and promoting 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.

Name	Skill	Description
		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 jumpstart 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. 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 recently completed the Owner/President Program at Harvard Business School as part of its 60th class.
Ms. Achal Khanna	HR	Ms. Achal Khanna is passionate about shaping the future of HR and work culture. She brings over three decades of dynamic leadership across diverse industries to her role as CEO of SHRM (Society for Human Resource Management) for India, the Asia Pacific, and the MENA region. As a Board member of SHRM and part of its executive network, she leads global HR transformation initiatives, driving positive change and fostering inclusive workplaces worldwide. Dedicated to promoting women's empowerment, improving work culture, and nurturing leadership development, she works closely with individuals and organizations to advocate for inclusive workplaces where everyone can thrive and contribute meaningfully. Recognized with the prestigious "Best Women Executive in India" award, she continuously strives to push boundaries and overcome challenges.

Name	Skill	Description
		With a proven track record of success, she has navigated complex landscapes with finesse in previous roles. As Managing Director at Kelly India Operations, she orchestrated strategic initiatives with precision. At GE, as Vice President, she drove business growth and innovation through impactful strategies. As Country Manager for Polaroid India, she led market expansion efforts, solidifying the brand presence. Her diverse experiences at DuPont, ITC, and Cosmo Group have equipped her with invaluable insights, shaping her holistic approach to leadership and business. Achal holds a Bachelor's degree in Economics, a Master's Degree in English Literature, and an MBA from Delhi.
Mr. Ajay Mankotia	Taxation	Mr. Ajay Mankotia is an Independent Non-Executive Director on the Board of Jindal Stainless Ltd. and also a Member of the Audit Committee and Risk Management Committee. He is also a Director on the Board of RSG Media Systems Private Limited and MPS Interactive Systems Limited. With a multifaceted skill set encompassing Taxation, Accounts, Law, and Media, Mr. Mankotia brings a wealth of knowledge to the table. His illustrious career trajectory is marked by a relentless pursuit of excellence and a commitment to innovation. 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 also has a Diplôme D'études Superiéures Spécialisées (DESS) in Diplomacy and Administration of International Organizations from the University of Paris-XI, Paris, a Diploma in International Economic Relations from the Institute International d'Administration Publique (IIAP), Paris, and a Bachelor's Degree in Law (LL.B) from the Law Centre, Delhi University. Having served with distinction in the Indian Revenue Service for over two decades, Mr. Mankotia's tenure witnessed a kaleidoscope of roles within the Income Tax Department, encompassing Assessments, Appeals, Search and Seizure, Policy and Administration, culminating in his role as Commissioner of Income Tax. During the course of his career, he was also deputed as Chief Vigilance Officer of National Fertilizers Ltd and few other public sector fertilizer companies, and was deputed for foreign courses in Vigilance and Internal Affairs. His tenure was marked by a proactive approach toward administration and a commitment to upholding the highest standards of governance.

Name	Skill	Description
		In 2008, driven by an entrepreneurial spirit and a desire for new challenges, Mr. Mankotia transitioned to the corporate sector, assuming the role of President (Corporate Planning and Operations) at a leading media company. Subsequently, he ventured into the realm of Tax and Legal Advisory, where he continues to thrive, leveraging his wealth of experience to provide strategic counsel to a diverse clientele. Beyond his corporate endeavors, Mr. Mankotia remains deeply engaged in academia and public service, serving as a beacon of inspiration to aspiring professionals and a catalyst for positive change in society. As a Director on the Board of MPS, Jindal Stainless and RSG Media Systems, Mr. Mankotia continues to shape the landscape of corporate governance, embodying the principles of transparency, accountability, and ethical conduct. His unwavering commitment to excellence and his dynamic leadership style make him an invaluable asset to any organization fortunate enough to benefit from his guidance.
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.

Name	Skill	Description
		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.
Mr. Suhas Khullar	Finance	Suhas has 20+ years of experience across consumer tech startups, private equity, and consulting. Mr. Khullar started his career with EY in the M&A Tax & Regulatory advisory and advised on complex multi-country transactions, including Vodafone's $11bn acquisition of Hutch's India business. Based on his stellar performance, he was selected for Accelerated Career Path at EY. Following his tenure at EY, Suhas pursued an MBA at ISB. He majored in Finance and Strategy with top grades and was on the Dean's list. Post his MBA from ISB, in 2011 he joined Ares' India Private Equity (Real Estate) Fund, where he was leading their investments in North India. His portfolio spanned 16mn sq.ft. across residential, retail, and townships. His exits netted an average of 27% IRR. Mr. Khullar joined Shuttl in 2015 in its infancy and led multiple functions, such as Finance, Government Relations, Supply, and Strategy, at different stages of Shuttl's journey. He was instrumental in raising more than $80mn for Shuttl and in scaling Shuttl's business to 100,000+ rides across multiple cities. He played a key role in shaping the government policy for the sector. Post COVID, he was appointed as the CEO at Shuttl, wherein he helped turn around the business. Mr. Khullar is currently working as a CFO at Loco, India's leading streaming platform for esports. Suhas, a Chartered Accountant, holds a Post-Graduate Programme in Management from the Indian School of Business (ISB), Hyderabad, along with a Bachelor of Commerce degree.
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. Her areas of expertise include Post-Merger Integration and Turnaround Management. She previously served as Executive Vice President of MPS North America, LLC (Subsidiary of MPS Limited).

Name	Skill	Description
		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 DIRECTORS OR KEY MANAGERIAL PERSONNEL (KMP) DURING THE YEAR

During the year, the Board of Directors of the Company, in their meeting held on 27 October 2023, appointed Mr. Suhas Khullar (DIN:07593659) as an Additional Director, designated as an Independent Non-Executive Director of the Company, to hold office for a term of up to 2 (Two) consecutive years with effect from 01 January 2024 to 31 December 2025, not liable to retire by rotation. This appointment was subject to the approval of the shareholders of the Company, which was subsequently approved via Postal Ballot Resolution dated 02 March 2024.

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 3 (three) directors, out of whom two are Independent Directors. All members of the Audit Committee are financially literate. Mr. Ajay Mankotia, the Chairman of the Committee, brings expertise in accounting, taxation, and financial management. Additionally, the Statutory Auditors, Internal Auditors, and other Senior Management Personnel of the Company attend Committee meetings as required.

During the Financial Year 2023-2024, the Audit Committee met 4 (four) times on 15 May 2023, 01 August 2023, 25 October 2023, and 22 January 2024.

The necessary quorum was present at all the meetings.

The composition and attendance of members at the Audit Committee meetings held during the financial year 2023-24 are given below:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Ajay Mankotia	Chairman–Independent and Non-Executive Director	4	4
Dr. Piyush Kumar Rastogi*	Member-Independent and Non-Executive Director	4	4
Mr. Rahul Arora	Member–CEO	4	4
Mr. Suhas Khullar*	Member-Independent and Non-Executive Director	-	-

* Mr. Suhas Khullar was appointed as a Member of the Audit Committee effective from 29 January 2024, consequent to the retirement of Mr. Piyush Kumar Rastogi as an Independent Non-Executive Director and Member of the Audit Committee of the Company effective from the close of business hours on 28 January 2024, upon completion of tenure.

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

Role/Terms of Reference

The terms of reference of the Audit Committee (as per the Companies Act, 2013 and the SEBI Listing Regulations) include 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 the 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 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 on 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 vigil mechanism/ whistle blower policy.
- Approving the appointment of the Chief Financial Officer after assessing the qualifications, experience, suitability 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 deliberates on matters specifically referred to it by the Board of Directors in addition to addressing the mandatory requirements of Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and the 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 the financial condition and results 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) of SEBI Listing Regulations.
  b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

B. NOMINATION AND REMUNERATION COMMITTEE

Composition, Meetings, and Attendance

The Nomination and Remuneration Committee of the Company adheres to the provisions outlined in Regulation 19 of the SEBI Listing Regulations read with Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises 3 (three) directors, out of whom 2(two) are Independent Directors. During the Financial Year 2023-24, the

Nomination and Remuneration Committee met 2 (two) times, on 11 April 2023 and 04 October 2023. Ms. Jayantika Dave, Independent and Non-Executive Director, is the Chairperson of the Nomination and Remuneration Committee.

The composition and attendance of members at the Nomination & Remuneration Committee meetings held during the Financial Year 2023-24 are given below:

Members	Position and Category	Number of Meetings held	Number of Meetings Attended
Ms. Jayantika Dave	Chairperson – Independent and Non-Executive Director	2	2
Ms. Achal Khanna	Member- Independent and Non-Executive Director	2	2
Ms. Yamini Tandon	Member- Non-Executive and Non-Independent Director	2	2

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

Role/Terms of Reference

The terms of Reference of the Nomination and Remuneration Committee as per the requirements of the Companies Act, 2013 and the SEBI Listing Regulations include the following:

- Formulation of criteria for determining the qualification, positive attributes, and independence of Directors and recommendation of the remuneration policy for the Directors, Key Managerial Personnel, and other employees.
- For the appointment of every 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 the senior management.

Further, in terms of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Nomination and Remuneration Committee also supervises the "MPS Limited- Employee Stock Options Scheme 2023" of the Company.

Performance Evaluation Criteria for Directors

The Nomination and Remuneration policy of the Company establishes the criteria for the appointment and remuneration of Directors, Key Managerial Personnel, and Senior Management Personnel. This encompasses criteria for determining the qualifications, positive attributes, and independence of Directors, as well as criteria for evaluating the performance of Executive and Non-Executive Directors, including Independent Directors. Additionally, the policy addresses 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 accordance with the provisions of Regulation 20 of the SEBI Listing Regulations read with Section 178 of the Companies Act, 2013. This committee is dedicated to addressing various aspects concerning the interests of shareholders and other security holders.

The Stakeholders Relationship Committee of the Company comprises three (3) directors, out of whom one is an Independent Director. During the Financial Year 2023-24, the Stakeholders Relationship Committee met once on 23 January 2024. Ms. Yamini Tandon, Non-Executive and Non-Independent Director, is the Chairperson of the Stakeholders Relationship Committee.

The composition and attendance of members at the Stakeholder Relationship Committee meeting held during the Financial Year 2023-24 are given below:

Members	Position and Category	No. of Meetings held	No. of Meetings 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 Stakeholders 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
Address: 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, in collaboration with Cameo Corporate Services Limited ('Registrar to an Issue and Share Transfer Agent'), diligently addresses all grievances/queries received from shareholders, whether directly or through various channels such as the SEBI Complaints Redressal System (SCORES), The Securities Market Approach for Resolution Through Online Dispute Resolution Portal (SMART ODR Portal), Stock Exchanges, Registrar of Companies, or the dedicated email id (investors@ mpslimited.com) established for this purpose. Prompt and effective actions are taken, with the support of the Registrar to an Issue and Share Transfer Agent, to resolve all shareholder grievances swiftly and to their satisfaction.

During the Financial Year 2023-24, no complaint was received from the Shareholders. Accordingly, the statement confirming Nil complaints received during the year is as follows:

No. of complaints pending at the beginning of the financial year, i.e. 01 April 2023	Nil
No. of complaints received during the financial year 2023-24	Nil
No. of complaints resolved during the financial year 2023-24	Nil
Complaint pending at the end of the financial year, i.e. 31 March 2024	Nil

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 (CSR) Committee comprises 3 (three) Directors. The composition of the CSR Committee conforms to the requirements of Section 135 of the Companies Act, 2013. During the Financial Year 2023-24, the Corporate Social Responsibility Committee met once on 15 May 2023. Mr. Rahul Arora, Chairman and CEO of the Company, is the Chairman of the Corporate Social Responsibility Committee.

The composition and attendance of members at the CSR Committee meeting held during the financial year 2023-24 are given below:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Rahul Arora	Chairman - CEO	1	1
Ms. Jayantika Dave	Member - Independent and Non-Executive Director	1	1
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 2024 is annexed as Annexure-D to the Directors Report.

Role/Terms of Reference

The CSR Committee is responsible for recommending and overseeing the implementation of CSR projects undertaken by the Company.

The Terms of Reference of the CSR Committee, as per the provisions of the Companies Act, 2013, include 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/programs 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 programs;
  - The modalities of utilization of funds and implementation schedules for the CSR projects or programs;
  - To monitor the execution of CSR projects or programs 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 the 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 and budgets and to ensure the effective execution of the approved annual plans.

E. RISK MANAGEMENT COMMITTEE

Composition, Meeting, and Attendance

In compliance with Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 dated May 5, 2021, the Company has established an effective Risk Management Policy and a Risk Management Committee. The committee is tasked with formulating, implementing, and overseeing the Risk Management Plan to ensure its efficacy. The Company has developed and implemented a risk management framework to identify elements of risk that, in the Board's assessment, could pose a threat to the Company's existence.

During the Financial Year 2023-24, the Risk Management Committee which comprises of 3 (Three) members out of which 2 (Two) are Non-Executive Directors, met 3 times on 11 April 2023, 04 October 2023, and 22 January 2024. Mr. Rahul Arora, Chairman and CEO of the Company, is the Chairman of the Risk Management Committee.

The composition and attendance of members at the Risk Management Committee meetings held during the financial year 2023-24 are given below:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Rahul Arora	Chairman-CEO	3	3
Mr. Ajay Mankotia	Member – Independent and Non-Executive Director	3	3
Ms. Yamini Tandon	Member - Non-Executive Non-Independent Director	3	3

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

Role/Terms of Reference

- To formulate a detailed risk management policy that shall include (i) 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; (ii) measures for risk mitigation, including systems and processes for internal control of identified risks; and (iii) business continuity plan.
- To ensure that the appropriate methodology, processes, and systems are in place to monitor and evaluate the 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, including 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 Terms of Appointment and Removal of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

4. DIRECTORS' REMUNERATION DURING THE FINANCIAL YEAR 2023-24

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

Director	Ms. Jayantika Dave	Ms. Achal Khanna	Dr. Piyush Kumar Rastogi	Mr. Ajay Mankotia	Mr. Rahul Arora	Ms. Yamini Tandon	Mr. Suhas Khullar
Pecuniary relationships or transactions	Nil	Nil	Nil	Nil	Chairman, CEO, and Director of the Holding Company, i.e. ADI BPO Services Limited[1]	Nil	Nil
Remuneration during the Financial Year ended 2023-2024 (INR in lacs)							
Sitting fees	8.6	7.4	9.4	11.20	-	9.8	1.4
Salary and perks	-	-	-	-	423.42[2]	-	-
Total	8.6	7.4	9.4	11.20	423.42	9.8	1.4
Severance/ notice period	-	-	-	-	-	-	-

[1]During the year ended 31 March 2024, the Company paid INR 263.46 lacs plus applicable GST to ADI BPO Services Limited, the promoter company wherein Mr. Rahul Arora is a Director, towards rent for the Dehradun premises taken on lease and the charges for infrastructure services provided by ADI BPO Services Limited.

[2]Mr. Rahul Arora was paid the remuneration of INR 423.42 Lacs.

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 are available on 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, 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 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 lacs) equity shares are to be sourced from Secondary Acquisition from time to time through an employee welfare trust named 'MPS Employee Welfare Trust' ("Trust").

During the year, the Nomination and Remuneration Committee, at its meeting held on 11 April 2023, 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/- (Rupees Ten), each fully paid-up, to eligible employees under the Scheme.

6. SUBSIDIARY COMPANIES

The Company has the following Subsidiary Companies:

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

In accordance with Regulation 24 of the SEBI Listing Regulations, the Board is informed of the minutes and all significant transactions and arrangements undertaken by the unlisted Indian subsidiary company. Additionally, the Audit Committee conducts reviews of the financial statements of the subsidiary companies and scrutinizes the investments made by these subsidiary companies.

The policy for determining Material Subsidiary is available on the Company's website and can be accessed at https://www.mpslimited.com/Policies/Determining-material-subsidiary.pdf

7. CODE OF CONDUCT

The Board has implemented a Code of Conduct governing its business operations, applicable to both Directors and Senior Management Personnel of the Company. This Code emphasizes the importance of honesty, ethics, and integrity in all actions and decisions. Furthermore, it outlines specific duties and responsibilities for Independent Directors. The same is available on the Company's website and can be accessed at https://www.mpslimited.com/Policies/Code-of-Conduct.pdf

The Company has also obtained affirmation for adherence to the Code from all relevant personnel. 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 compliance with the Code throughout the financial year 2023-24 and there have been no instances of violation of the Code."

Rahul Arora
Chairman and CEO
DIN:05353333
21 May 2024

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 resolution passed
2022-23	Monday, 31 July 2023, 11:30 A.M.	Through Video Conferencing and Other Audio Visual Means	• No special resolution was passed.
2021-22	Monday, 27 June 2022, 11:30 A.M.	Through Video Conferencing and Other Audio Visual Means	• No special resolution was passed.
2020-21	Wednesday, 30 June 2021, 05:30 P.M.	Through Video Conferencing and Other Audio Visual Means	• Re-appointment of Dr. Piyush Kumar Rastogi as an Independent Director of the Company.

All the resolutions placed before the shareholders of the Company 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

During the year, the Company sought shareholders' approval on the following resolutions through a Postal Ballot Notice dated 11 April 2023. The results were announced on 15 May 2023, and the resolution was deemed approved on 14 May 2023, being the last date for remote e-voting:

S. No.	Year	Date of the passing of Resolutions	Special/Ordinary Resolutions
1	2023-24	14 May 2023	• Special resolution for the consideration and approval of the proposal for capital raising in one or more tranches by way of issuance of equity shares and/or equity-linked securities. • Ordinary resolution for the consideration and approval of the re-appointment and remuneration payable to Mr. Rahul Arora as Chief Executive Officer and Managing Director of the Company.

During the year, the Company also sought shareholders' approval on the following special resolution through a Postal Ballot Notice dated 23 January 2024. The results were announced on 04 March 2024, and the resolution was deemed approved on 02 March 2024, being the last date for remote e-voting:

S. No.	Year	Date of the passing of Resolutions	Special/Ordinary Resolutions
1	2023-24	02 March 2024	Special resolution for the consideration and approval of the appointment of Mr. Suhas Khullar (DIN: 07593659) as an Independent Non-Executive Director of the Company.

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 and latest General Circular No. 09/2023 dated 25 September 2023 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 M/s. R. Sridharan & Associates, Company Secretaries, was appointed as the Scrutinizer for both the postal ballot exercises conducted during the year. The role of the Scrutinizer was to meticulously scrutinize the Postal Ballot process, ensuring the fairness and transparency of the voting procedure conducted through electronic means, i.e., remote e-voting.

For the Postal Ballot held on 11 April 2023:

i. Consideration and Approval of the Proposal for capital raising in one or more tranches by way of issuance of Equity Shares and/or Equity Linked Securities:

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)
90	1,31,63,581	99.91	6	11,532	0.09	Nil	Nil

ii. Consideration and approval of the re-appointment and remuneration payable to Mr. Rahul Arora as Chief Executive Officer and Managing Director of the Company:

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)
63	1,30,01,807	98.68	33	1,73,306	0.32	Nil	Nil

The shareholders approved the above resolutions with the requisite majority on 14 May 2023, and the results were declared on 15 May 2023.

For Postal Ballot held on 23 January 2024:

i. Consideration and approval of the appointment of Mr. Suhas Khullar (DIN: 07593659) as an Independent Non-Executive Director of the Company:

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)
108	1,23,98,435	99.99997	1	4	0.00003	Nil	Nil

The shareholders approved the above resolution with the requisite majority on 02 March 2024, and the results were declared on 04 March 2024.

c) **Detail of any special resolution proposed to be conducted through postal ballot:**

At present, there are no plans to pass any resolution through postal ballot, except for those mandated by the Companies Act, 2013/Listing Regulations. However, in case, any proposal emerge in the future, shareholders will be duly notified with adequate notice before proceeding with the ballot.

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 SEBI Listing Regulations during the financial year ended 31 March 2024. 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 places great emphasis on fostering transparent and comprehensive communication channels with its shareholders, ensuring a balanced dissemination of results and progress. Here are the means through which such communication is facilitated:

a) **Annual Report:** The Annual Report, encompassing Audited Financial Statements, the Board's Report, Auditors' Report, Business Responsibility & Sustainability Report (BRSR), and other pertinent information, is distributed to shareholders and other entitled parties. The Management Discussion & Analysis Report is an integral part of this Annual Report. Additionally, the Company's Annual Report is readily available for download from its website. For the Annual General Meeting convened during the review period, Annual Reports, Notices, and relevant communications were electronically dispatched to shareholders' registered email IDs in the depository system.

b) **Website:** The Company maintains a website www.mpslimited.com featuring a dedicated "Investors" section showcasing information pertinent to various stakeholders.

c) **Financial Results:** The quarterly, half-yearly, and annual results are published in leading newspapers such as Financial Express (all editions) and Makkal Kural (Tamil Chennai Edition). Additionally, they are prominently displayed on the Company's website, alongside official news releases, consolidated financial highlights, quarterly shareholding patterns, and presentations delivered to institutional investors or analysts.

d) **Business Review:** The Management Perspective, Business Review and Financial Highlights are part of the Annual Report.

All material information about the Company is promptly uploaded with the stock exchanges where the Company's shares are listed, in addition to being available on the Company's website.

12. GENERAL SHAREHOLDERS' INFORMATION

a. Annual General Meeting

Day, date, and time	Thursday, 08 August 2024 at 05.00 P.M. (IST)
Venue/mode	Through video conferencing / other audio visual means facility
Date of book closure	02 August 2024 to 08 August 2024 (both days inclusive)
Cut-off date	01 August 2024

b. Financial calendar (tentative)

Financial Year: 01 April to 31 March

Tentative and subject to change the dates for the declaration of results for the financial year 2024-25 are given below:

Results for the quarter / year ending	Date of declaration
First quarter (Q1) ended 30 June 2024	By the first week of August 2024
Second quarter (Q2) and half year (H1) ended 30 September 2024	By the last week of October 2024
Third quarter (Q3) and nine months ended 31 December 2024	By the last week of January 2025
Fourth quarter and financial year ended 31 March 2025 (annual audited)	By the Second week of May 2025

c. Dividend

During the financial year 2023-24, the Board of Directors, in their meeting held on 27 October 2023, declared an interim dividend of INR 30 per equity share of face value of INR 10/- each for the financial year 2023-24 to the shareholders who were recorded on the register of members as on 06 November 2023, being the record date fixed for this purpose, and the same has been paid thereafter.

In addition to the Interim Dividend, your Directors are pleased to recommend a Final Dividend of INR 45 per equity share of the face value of INR 10 each for the financial year 2023-24. The Proposed Dividend shall be paid within 30 days from the date of AGM, to the shareholders whose names appear in the Register of Members as of 01 August 2024, being the record date fixed for this purpose, subject to the approval of shareholders in the ensuing Annual General Meeting of the Company.

d. Listing of equity shares

The Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (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 2023-24.

e. Details of the Company's scrip code and ISIN:

Stock Exchange and addresses	Code – Equity
BSE Limited (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

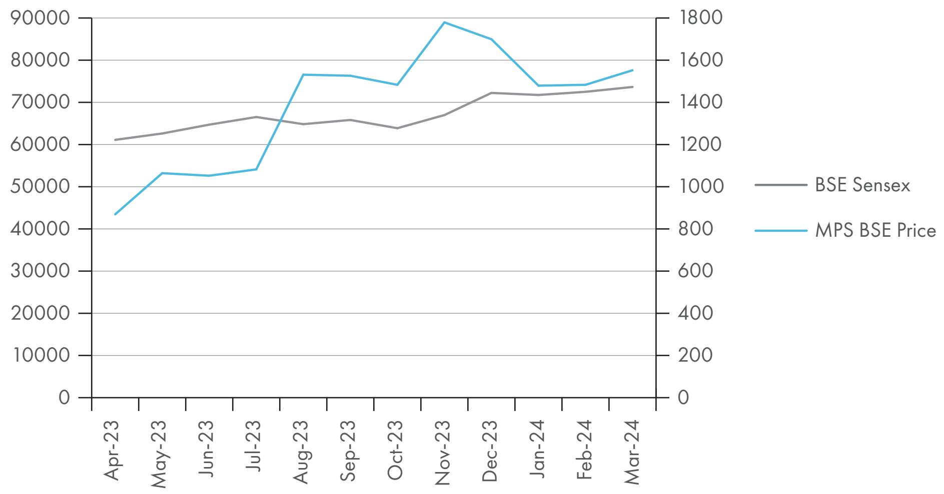
The monthly high and low share prices and volume of equity shares of the Company traded on BSE and NSE from 01 April 2023 to 31 March 2024 and the comparison in performance of share price of the Company vis-à-vis broad-based indices are given below:

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 2023	1,129	835	8,54,629	1,130	834	68,355
May 2023	1,131	814	13,22,546	1,131	809	1,40,755
June 2023	1,278	1,043	8,94,513	1,280	1,062	1,17,334
July 2023	1,220	1,040	5,50,254	1,217	990	47,290
August 2023	1,605	1,095	29,67,372	1,654	1,096	1,94,303
September 2023	1,638	1,425	3,92,353	1,505	1,400	34,167
October 2023	1,820	1,462	10,81,995	1,800	1,465	80,408
November 2023	1,885	1,465	8,05,043	1,884	1,419	69,342
December 2023	1,818	1,656	3,85,726	1,819	1,653	40,154
January 2024	1,840	1,441	5,31,625	1,789	1,435	42,004
February 2024	1,555	1,416	2,77,705	1,576	1,420	30,148
March 2024	1,745	1,485	4,80,724	1,740	1,482	45,752

STOCK PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES:

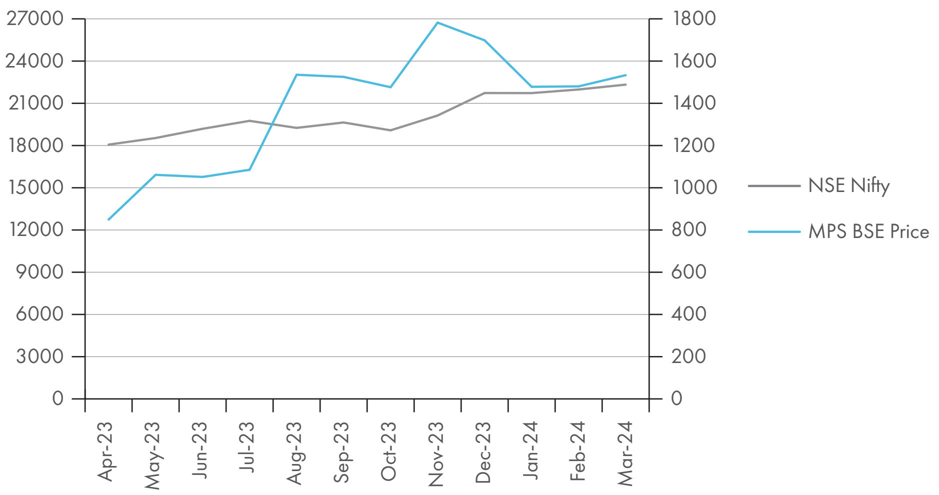
BSE Sensex and MPS share price

Month	BSE Sensex Close (In INR)	MPS share price Close (In INR)
April 2023	61,112	869
May 2023	62,622	1,064
June 2023	64,719	1,052
July 2023	66,528	1,082
August 2023	64,831	1,531
September 2023	65,828	1,526
October 2023	63,875	1,483
November 2023	66,988	1,779
December 2023	72,240	1,699
January 2024	71,752	1,479
February 2024	72,500	1,483
March 2024	73,651	1,552



NSE Nifty and MPS Share Price

Month	NSE Nifty Close (In INR)	MPS NSE price Close (In INR)
April 2023	18,065	849
May 2023	18,534	1,061
June 2023	19,189	1,051
July 2023	19,754	1,085
August 2023	19,254	1,535
September 2023	19,638	1,525
October 2023	19,080	1,476
November 2023	20,133	1,782
December 2023	21,731	1,698
January 2024	21,726	1,478
February 2024	21,983	1,480
March 2024	22,327	1,533



g. Unclaimed/Unpaid dividends and transfer to IEPF

Pursuant to the provisions of Section 124 of the Companies Act 2013 read with Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends 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, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be required to be transferred by the Company to the Demat Account of IEPF Authority.

The Company did not have any unclaimed dividend amount or shares that were required to be transferred to the IEPF during the Financial Year 2023-24.

h. **Distribution of shareholding as of 31 March 2024:**

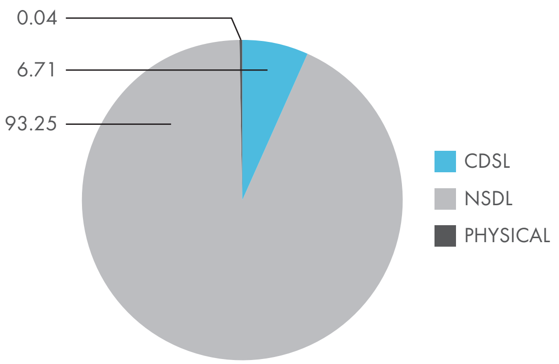
Category of shareholdings From – To	No. of shareholders	% of Total shareholders	Total shares	% of Shares
1-50	10,798	69.10	1,68,497	0.98
51-100	1,916	12.26	1,55,820	0.92
101-500	1,980	12.67	4,71,707	2.76
501-1,000	398	2.55	3,05,653	1.79
1,001-5,000	403	2.58	8,72,404	5.10
5,001-10,000	63	0.40	4,75,785	2.78
10,001-50,000	58	0.37	11,87,991	6.94
50,001-1,00,000	5	0.03	3,79,201	2.22
1,00,001-10,00,000	5	0.03	13,98,143	8.17
10,00,001 & Above	1	0.01	1,16,90,615	68.34
Total	**15,627**	**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 of 31 March 2024, a total of 1,70,99,145 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	7,469	1,59,50,483	93.25
At Central Depository Services (India) Limited	8,576	11,48,662	6.71
In physical form	43	6,671	0.04
Total Paid-up Share Capital	**16,088***	**1,71,05,816**	**100.00**

*Total No of Shareholders as of 31 March 2024 is 15,627 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 that 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 dematerialized form only while processing any request from shareholders holding shares in a physical mode in respect of the following:

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. (1) to the Notice of AGM for details regarding service requests. All queries and requests relating to service request 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 a certificate from a Company Secretary in Practice for the financial year ended 31 March 2024, in 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.

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 2024, 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 that 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 MPS Limited are managed by their Board, wherever necessary, or by the Manager 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 the following:

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.

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 and can be assessed 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 2024, MPS Interactive Systems Limited and MPS North America LLC were determined as the Material Subsidiary whose Income or Net Worth exceeds 10% of the consolidated income or net worth 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, Chennai, 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, held on 29 June 2021, for a period of 5 years 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. The Audit of the financial statements of MPS North America LLC is not mandatory as per the US laws and accounting standards. The Financial Statements of MPS North America LLC, are prepared by the management and reviewed by the group statutory auditors, i.e. M/s. Walker Chandiok & Co LLP, for the purpose of consolidation with the Consolidated Financial Statements of the Company.

iv. Vigil Mechanism/Whistle Blower Policy

The Company adheres to the requirements outlined in Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations, and is having in place an effective Vigil Mechanism/ Whistle Blower Policy. This policy, approved by the Audit Committee, provides a platform for reporting concerns regarding unethical behavior, suspected fraud, or breaches of the Company's Code of Conduct and Ethics. The Company confirms that all individuals have unrestricted access to the Audit Committee.

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

v. Disclosure on sexual harassment at the workplace

The Company has instituted a robust policy concerning the Prevention of Sexual Harassment at the Workplace, aligning with the provisions of the Sexual Harassment at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, and its associated regulations. This policy serves as a framework for addressing instances of sexual harassment encountered by employees within the workplace.

The policy has been formally adopted and is accessible to employees through the Company's intranet site. During the financial year 2023-24, the Company did not receive any complaints involving allegations of sexual harassment.

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 2023-24.

In accordance with Part C of Schedule V of the SEBI Listing Regulations, the total consolidated fees paid to M/s Walker Chandiok & Co LLP, Chartered Accountants, the Statutory Auditors, by the Company and its subsidiaries for the financial year 2023-24 is INR 82.54 Lacs. This includes fees of INR 55.37 Lacs from MPS Limited and INR 27.17 Lacs from MPS Interactive Systems 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'.

During the year, the Company had granted a loan of INR 2,000.00 Lacs to MPS Interactive Systems Limited, its wholly-owned subsidiary, to fund the acquisition of 65% of the shares held by the shareholders of each entity of Liberate Group i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand).

During the year, the Company had also granted a loan of USD 3.60 Million (~INR 2,988.72 Lacs) to MPS North America LLC its wholly-owned subsidiary, to fund the acquisition of Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China, AI-Tool ("Curie") and Research Quality Evaluation ("RQE") from Springer Science+Business Media LLC, a Subsidiary of Springer Nature Group, through a newly formed Special Purpose Vehicle ("SPV") American Journal Experts LLC, under MPS North America LLC.

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 have 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.

The Financial Results for the year 2023-24, both standalone and consolidated are separately disclosed in the Annual Report.

xii. **Foreign Exchange Risk and Hedging**

During the Financial Year 2023-24, 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 2024.

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 of the recommendations of any Committee of the Board, where it is mandatorily required during the financial year under review, by the Board of Directors.

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. **Details of non-compliance by the listed entity, penalties and strictures imposed on the listed entity by stock exchange(s) or the board or any statutory**

authority, on any matter related to capital markets, during the last three years

The Company has not been penalized, nor have the stock exchanges, SEBI, or any statutory authority imposed any strictures on any matter relating to capital markets during the past three years.

xvi. Credit Rating

Not Applicable.

14. CERTIFICATION BY PRACTICING COMPANY SECRETARY

The Company has received a Certificate from M/s. R. Sridharan & Associates, Company Secretaries, confirming that none of the Directors of the Company as of 31 March 2024, have been debarred or disqualified from serving as Director(s) of the Company by SEBI, the Ministry of Corporate Affairs, and/or any other statutory authority. This certificate 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 2024, 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, Tamil Nadu
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, Gurugram-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, Uttar Pradesh
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	5728 Major Blvd., Orlando, Florida-32819
Content Solutions for Educational Publishing, Platform Solutions and eLearning services	Baarermatte 1, 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 and eLearning services	The Old Diary, 12 Stephen Road, Headington, Oxford, OX3 9AY
eLearning services	Level 2, 161, Collins Street, Melbourne, VIC 3000
Content Solutions and Platform Solutions for Academic and STM Markets	Gate No. 528, Building C, 2A Worker Stadium North Road Pacific Century Place Beijing

17. REGISTRAR AND SHARE TRANSFER AGENT

Cameo Corporate Services Limited
Subramanian Building,
1 Club House Road, Chennai – 600002
Tel. : (+91–44 – 28460390)
Contact person: Mr. V. Nagaraj, Manager

18. REGISTERED OFFICE ADDRESS

MPS Limited
RR Towers IV, Super A, 16/17 Thiru Vi Ka Industrial Estate, Guindy, Chennai 600 032, Tamilnadu
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, Uttar Pradesh, Noida - 201303
Tel. : (+91–120 – 4599750)

For and On behalf of the Board of Directors

Date: 21 May 2024
Place: Florida, USA

Rahul Arora
Chairman and CEO
DIN:05353333

"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, 2024. 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, as amended, for the financial year ended 31st March, 2024.

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:F004775F000370283

PLACE: CHENNAI
DATE: 21 MAY, 2024

"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, 2024 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 INITIAL APPOINTMENT
1.	Rahul Arora	Executive Director - CEO-MD, Chairperson	05353333	12-08-2013
2.	Yamini Tandon	Non-Executive - Non-Independent Director	06937633	11-08-2014
3.	Jayantika Dave	Non-Executive - Independent Director	01585850	30-10-2019
4.	Achal Khanna	Non-Executive - Independent Director	00275760	30-10-2019
5.	Ajay Mankotia	Non-Executive - Independent Director	03123827	29-01-2020
6.	Suhas Khullar	Non-Executive - Independent Director	07593659	01-01-2024

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: F004775F000370261

PLACE: CHENNAI
DATE: 21st MAY, 2024

"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 2024 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, 2024 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 2023-2024; and

  iii. That there are no instances of significant fraud of which we became aware.

Rahul Arora
Chairman and CEO

Date: 21 May 2024
Place: Florida, USA

Sunit Malhotra
Chief Financial Officer

Date: 21 May 2024
Place: Noida, Uttar Pradesh

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 2024, 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 material accounting policy information and other explanatory information.
2. 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 2024, 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

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 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 Matter

4. 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.
5. We have determined the matter 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
The Company's revenue is derived primarily from content 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;

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.	• 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 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

6. 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

7. 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.
8. 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.
9. The 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

10. 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.
11. As part of an audit in accordance with 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 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; 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.

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.

Report on Other Legal and Regulatory Requirements

15. 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.
16. 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.
17. 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 except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
    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 2024 from being appointed as a director in terms of section 164(2) of the Act;

f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2024 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and

h) 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 2024;

   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 2024;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024;

   iv. a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in Note 50 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 50 to the standalone financial statements, no funds have been received by the Company from any person or entity, 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 interim dividend declared and paid by the Company during the year ended 31 March 2024 and final dividend paid by the Company during the year ended 31 March 2024 in respect of such dividend declared for the previous year are 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 2024 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. As stated in Note 48 to the standalone financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 01 April 2023, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in the software except that, audit trail features were not enabled at database level for the accounting software, to log any direct data changes, used for maintenance of all accounting records by the Company.

In respect of accounting software used for payroll processing of the Company, is operated by third-party software service provider. In the absence of any information on the existence of audit trail feature in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SSAE 21, Statement on Standards for Attestation Engagements), we are unable to comment on whether audit trail feature for direct changes made at database level was enabled and operated throughout the year. Also, audit trail feature for the changes made through application level are retained only for 365 days for such software.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner
Membership No.: 504774
UDIN: 24504774BKEOAR6254

Place: New Delhi
Date: 21 May 2024

Annexure I referred to in paragraph 16 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 2024

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, investment property and relevant details of right-of-use assets.

(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, investment property and right-of-use assets 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, investment property and relevant details of right-of-use assets 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 1,47,50,000 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 adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(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 Subsidiaries during the year as per details given below:

(₹ In lakhs)

Particulars	Loans
Aggregate amount granted during the year (INR): – Subsidiaries	4,988.72
Balance outstanding as at balance sheet date in respect of above cases (INR): – Subsidiaries	4,188.72

(b) In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of all loans, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans 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 are no overdue amount in respect of loans granted to such companies.

(e) The Company has granted loans which had fallen due partially during the year and were repaid on or before the due date to the extent of amount were 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 section 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 products/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, employee's 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 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)	205.62	Nil	AY 2022-23	CIT(A)
Income Tax Act, 1961	Demand u/s 143(1)	0.88	Nil	AY 2023-24	CIT(A)
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	Deputy Commissioner of Commercial Taxes, Karnataka
GST Act, 2017	GST	3.27	Nil	FY 2017-18	ETO cum proper Officer (GST - State), ward 01, Gurugram

(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 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, the Company has received whistle blower complaint during the year, which have been considered by us while determining the nature, timing and extent of audit procedures.

(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 which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(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 clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC

(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 in 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: 24504774BKEOAR6254

Place: New Delhi
Date: 21 May 2024

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 2024, 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 ('the 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 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls 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: 24504774BKEOAR6254

Place: New Delhi
Date: 21 May 2024

Standalone Balance Sheet as at 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)
CIN: L22122TN1970PLC005795

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	1,719.31	1,601.26
Investment property	3.2	94.88	98.07
Right-of-use assets	4	288.94	586.54
Goodwill	5	3,843.42	3,786.51
Other intangible assets	5	947.95	1,342.06
Intangible assets under development	5	120.07	-
Financial assets			
Investments	6(i)	11,768.22	11,761.98
Loans	7(i)	3,998.72	1,071.14
Other financial assets	8(i)	178.77	489.07
Non-current tax assets (net)	9	435.54	521.21
Other non-current assets	10(i)	267.16	242.43
Total non-current assets		**23,662.98**	**21,500.27**
Current assets			
Financial assets			
Investments	6(ii)	2,999.75	1,346.72
Trade receivables	11	4,645.03	4,913.86
Cash and cash equivalents	12(i)	2,510.43	2,428.96
Bank balances other than cash and cash equivalents	12(ii)	528.50	4,840.53
Loans	7(ii)	191.32	295.91
Other financial assets	8(ii)	346.13	617.68
Other current assets	10(ii)	5,935.12	4,633.27
Total current assets		**17,156.28**	**19,076.93**
TOTAL ASSETS		**40,819.26**	**40,577.20**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	1,710.58	1,710.58
Other equity		35,397.50	33,488.04
Total equity		**37,108.08**	**35,198.62**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	14 (i)	3.82	413.37
Deferred tax liabilities (net)	15	156.45	128.05
Total non-current liabilities		**160.27**	**541.42**
Current liabilities			
Financial liabilities			
Lease liabilities	14 (ii)	354.62	303.61
Trade payables			
Total outstanding dues of micro enterprises and small enterprises; and	16	67.07	41.87
Total outstanding dues of creditors other than micro enterprises and small enterprises	16	731.79	1,970.20
Other financial liabilities	17	690.18	427.14
Other current liabilities	18	1,463.98	1,844.19
Provisions	19	210.73	35.38
Current tax liabilities (net)	20	32.54	214.77
Total current liabilities		**3,550.91**	**4,837.16**
TOTAL EQUITY AND LIABILITIES		**40,819.26**	**40,577.20**
Material accounting policies	2		
Notes to standalone financial statements	3-50		
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: 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Standalone Statement of Profit & Loss for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from operations	21-22	32,756.74	29,801.28
Other income	23	1,502.97	911.43
Total income		**34,259.71**	**30,712.71**
Expenses			
Employee benefits expense	24	13,217.65	11,990.62
Finance costs	25	84.09	102.07
Depreciation and amortization expense	26	1,098.83	1,183.98
Other expenses	27	5,488.76	5,775.98
Total expenses		**19,889.33**	**19,052.65**
Profit before tax		**14,370.38**	**11,660.06**
Tax expense:			
Current tax	28	3,628.18	2,935.76
Adjustment of tax relating to earlier years	28	70.76	-
Deferred tax	15	26.65	95.89
Total tax expenses		**3,725.59**	**3,031.65**
Profit for the year		**10,644.79**	**8,628.41**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit liability/assets		(63.26)	(27.45)
Income tax relating to items that will not be reclassified to profit or loss		15.92	6.91
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		48.99	403.56
Total other comprehensive income for the year, net of tax		**1.65**	**383.02**
Total comprehensive income for the year		**10,646.44**	**9,011.43**
Earnings per equity share (nominal value of share INR 10)			
- Basic (earnings per equity share expressed in absolute amount in INR)	29	62.75	50.47
- Diluted (earnings per equity share expressed in absolute amount in INR)	29	62.70	50.47
Material accounting policies	2		
Notes to standalone financial statements	3-50		
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: 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Standalone Statement of Cash Flows for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Cash flows from operating activities		
Net profit before tax	**14,370.38**	**11,660.06**
Adjustments:		
Depreciation and amortisation expense	1,098.83	1,183.98
Interest income	(445.04)	(360.33)
Dividend income	(658.92)	-
Net gain on sale of current investment	(53.47)	(7.88)
Finance costs	84.09	102.07
Share based expenses	39.98	-
Gain on sale of property, plant and equipment (net)	(6.11)	(6.83)
Gain on investment carried at fair value through profit or loss (net)	(68.24)	(14.89)
Liabilities/provisions no longer required written back	(116.24)	(255.67)
Allowances for expected credit loss (net)	6.04	(32.26)
Allowances for doubtful advances (net)	4.82	5.47
Allowances for contract assets (net)	-	(203.04)
Advances written off (net)	30.42	48.62
Unrealised foreign exchange gain (net)	(7.07)	(100.06)
Unrealised foreign exchange loss on mark-to-market on forward contracts	55.16	4.41
Gain on termination of lease	-	(0.34)
Operating cash flows before working capital changes	**14,334.63**	**12,023.31**
Decrease/(increase) in trade receivables	248.84	(1.58)
Decrease/(increase) in loans and advances	1.76	(2.81)
Decrease/(increase) in other financial assets	6.80	(121.14)
(Increase)/decrease in other current assets	(1,337.09)	30.93
(Increase)/decrease in other non-current assets	(107.72)	23.35
Decrease in trade payables	(1,213.48)	(435.70)
Increase in other financial liabilities	260.59	254.17
Decrease in other liabilities	(287.38)	(1,316.04)
Increase/(decrease) in provisions	112.08	(85.05)
Cash generated from operations	**12,019.03**	**10,369.44**
Income tax paid (net of refunds)	(3,795.51)	(2,892.81)
Net cash generated from operating activities (A)	**8,223.52**	**7,476.63**
B. Cash flows from investing activities		
Purchase of property, plant and equipment adjusted with capital advances and capital creditors	(312.02)	(264.00)
Purchase of other intangible assets	(114.16)	-
Sale of property, plant and equipment	6.22	7.10
Capital expenditure on intangible asset under development	(120.07)	-
Loan given to subsidiaries	(4,988.72)	(1,500.00)
Loan repaid by subsidiary	2,163.96	136.04
Purchase of current investments	(9,800.00)	(6,024.00)
Sale of current investments	8,268.66	5,123.79
Purchase of term deposits	(206.00)	(3,548.28)

Standalone Statement of Cash Flows for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Redemption of term deposits	4,816.39	5,867.00
Dividend received	658.92	-
Interest received	669.04	454.47
Net cash generated from investing activities (B)	**1,042.22**	**252.12**
C. Cash flows from financing activities		
Repayment of lease liabilities	(358.55)	(360.08)
Purchase of Shares by ESOP Trust	(302.84)	(1,280.65)
Finance costs paid	(60.68)	(97.63)
Dividend paid	(8,480.36)	(5,131.74)
Net cash used in financing activities (C)	**(9,202.43)**	**(6870.10)**
Net increase in cash and cash equivalents (A+B+C)	**63.31**	**858.64**
Effects of exchange differences on cash and cash equivalents held in foreign currency	18.16	54.48
Cash and cash equivalents at the beginning of the year	2,428.96	1,515.84
Cash and cash equivalents at the end of the year (see below)	**2,510.43**	**2,428.96**
Components of cash and cash equivalents:		
Cash on hand	-	-
Balances with banks		
- Current accounts	1,803.07	1,643.06
- EEFC accounts	707.36	785.90
	2,510.43	**2,428.96**

Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

Material accounting policies	2
Notes to standalone financial statements	3-50

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: 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Standalone Statement of change in equity for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

A. Equity share capital

Particulars	Amount
Balance as at 1 April 2022	**1,710.58**
Changes in equity share capital during the year	-
Balance as at 31 March 2023	**1,710.58**
Changes in equity share capital during the year	-
Balance as at 31 March 2024	**1,710.58**

B. Other equity

Particulars	Reserve and Surplus (refer note 1 below)						Other comprehensive income (refer note 1 below)	Total
	Capital redemption reserve	General reserve	Retained earnings	Share based payment reserve	Treasury shares	Trust reserve	Foreign currency translation reserve	
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 (vii))	-	-	-	-	(1,280.49)	-	-	(1,280.49)
Dividends(refer note 41)	-	-	(5,131.74)	-	-	-	-	(5,131.74)
Net expenses of ESOP Trust for the year	-	-	-	-	-	(0.16)	-	(0.16)
As at 31 March 2023	**151.11**	**2,676.93**	**31,554.50**	**-**	**(1,280.49)**	**(0.16)**	**386.15**	**33,488.04**
As at 1 April 2023	**151.11**	**2,676.93**	**31,554.50**	**-**	**(1,280.49)**	**(0.16)**	**386.15**	**33,488.04**
Profit for the year	-	-	10,644.79	-	-	-	-	10,644.79
Other comprehensive income	-	-	(47.34)	-	-	-	48.99	1.65
Total comprehensive income for the year	**-**	**-**	**10,597.45**	**-**	**-**	**-**	**48.99**	**10,646.44**
Shares purchased by ESOP Trust during the year (refer note 13 (vii))	-	-	-	-	(280.28)	-	-	(280.28)
Dividends (refer note 41)	-	-	(8,552.91)	-	-	72.55	-	(8,480.36)
Share based payment expense (refer note 31(e))	-	-	-	46.22	-	-	-	46.22
Net expenses of ESOP Trust for the year	-	-	-	-	-	(22.56)	-	(22.56)
As at 31 March 2024	**151.11**	**2,676.93**	**33,599.04**	**46.22**	**(1,560.77)**	**49.83**	**435.14**	**35,397.50**

Standalone Statement of change in equity for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Notes:

1 **Nature and purpose of other equity:**

- **(i) 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.
- **(ii) General reserve:** This represents appropriation of profit by the Company and is available for distribution of dividend.
- **(iii) Retained earning:** This represents the cumulative profits of the Company.
- **(iv) Share based payment reserve:** This represents the fair value of the stock options granted by the Company under the ESOS 2023 Plan accumulated over the vesting period. The reserve will be utilised on exercise of the options .
- **(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 income/(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.

Material accounting policies	2
Notes to standalone financial statements	3-50

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: 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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. Material accounting policies

This note provides a list of the material 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 (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 financial statements of the Company for the year ended 31 March 2024 were approved for issue in accordance with the resolution of the Board of Directors dated 21 May 2024.

Basis of measurement

These financial statements have been prepared on a historical cost convention and on 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 2024

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 2024

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.

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.

Internally generated: Expenditure on research activities is recognised as an

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

expense in the period in which it is incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled/owned by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the development so that it will be available for use;
- management intends to complete the content/ products and to use or sell it;
- there is an ability to use or sell the content/products;
- it can be demonstrated how the content/ products will generate probable future economic benefits and measure it;
- adequate technical, financial and other resources to complete the development and to use or sell the content/products are available, and
- the expenditure attributable to the content/products during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the intangible assets include direct costs, employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

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, 2013.

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 Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date.

The Company applies the anticipated acquisition method where it has the right and the obligation to purchase any remaining non-controlling interest. Under the anticipated acquisition method the interests of the non-controlling shareholder are derecognized and Company's liability relating to the purchase of its shares is recognized. The recognition of the financial liability implies that the interests subject to the purchase are deemed to have been acquired already. Therefore, the corresponding interests are presented as already owned by the Company even though legally they are still non-controlling interests. The initial measurement of the fair value of the financial liability recognized by the Company Group forms part of the consideration for the acquisition.

Business combinations arising from transfers of interests in entities that are under the common control are accounted in accordance with "Pooling of Interest Method" laid down by Appendix C of Indian Accounting Standard 103 (Ind AS 103) Business combinations of entities under common control, notified under the Companies Act, 2013.

All assets, liabilities and reserves of the combining entity are recorded in the books of accounts of the Company at their existing carrying amounts. Inter-company balances are eliminated. The difference between the investments held by the Company and all assets, liabilities and reserves of the combining entity are recognized in capital reserve and presented separately from other capital reserves. Comparative accounting period presented in the financial statements of the Company has been restated for the accounting impact of the merger, as stated above, as if the merger had occurred from the beginning of the comparative period in the financial statements.

If the initial accounting of business combination is incomplete by the end of the reporting period in which the business combination occurs, the Company reports in its financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, the Company retrospectively adjust the provisional amounts recognised at the acquisition date to reflect new information obtained about the facts and circumstances that existed at the acquisition date, if known, would have effected the measurement of the amount recognised as of that date. The measurement period as soon as the Company receives the information it was seeking about the facts and circumstances that existed at the acquisition date or learns that more information is not obtainable but does not exceeds one year from the 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.

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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 impairment loss has been recognised in prior periods, the 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 exceeds 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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 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 an 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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 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.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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.

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 a 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 obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

- 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 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 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 contract 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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 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 Company'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 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 recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measure 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 the 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).

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

2.13 Share based payments

Employee stock option plan (ESOP): The fair value of options granted under the 'MPS Limited- Employee Stock Options Scheme 2023' ("ESOS 2023" or "Scheme") is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted: - including any market performance conditions (e.g., the entity's share price) - excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and - including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time). The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

2.14 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.

2.15 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.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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 realize the asset and settle the liability on a net basis or simultaneously.

2.16 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.

2.17 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.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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.

2.18 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 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.

2.19 Earnings per share

Basic earnings/(loss) per share is calculated by dividing the net profit or loss for the year attributable to equity

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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.

2.20 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.

2.21 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).

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

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

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.

2.22 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. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

3.1 Property, plant and equipment

Particulars	Freehold land (refer note 3.1.1)	Buildings (refer note 39)	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold improvements	Total
Gross carrying value							
As at 1 April 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**
Additions	-	-	393.76	1.25	-	-	395.01
Disposals/adjustments	-	-	(35.16)	(18.39)	-	(7.70)	(61.25)
Net exchange differences	-	-	0.36	0.27	-	0.11	0.74
As at 31 March 2024	**400.00**	**901.23**	**2,907.58**	**47.44**	**0.18**	**5.66**	**4,262.09**
Accumulated depreciation							
As at 1 April 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**
Depreciation charge for the year	-	20.39	253.60	0.89	-	1.99	276.87
Disposals/adjustments	-	-	(35.04)	(18.39)	-	(7.70)	(61.13)
Net exchange differences	-	-	0.33	0.27	-	0.11	0.71
As at 31 March 2024	**-**	**162.79**	**2,331.93**	**44.28**	**0.16**	**3.62**	**2,542.78**
Net carrying value							
As at 31 March 2023	400.00	758.83	435.58	2.80	0.02	4.03	1,601.26
As at 31 March 2024	400.00	738.44	575.65	3.16	0.02	2.04	1,719.31

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 2024
(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 2024	Net carrying value as at 31 March 2023	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
Property, plant and equipment	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 February 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 1,47,50,000 equity shares of Rs. 10 each of HMG Co. with irrevocable right of permanent occupation.
	Building	738.44	758.83		No	09 February 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 December 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	90.52	93.71		No	31 December 1993	

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 2022	4.36	114.93	119.29
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2023	**4.36**	**114.93**	**119.29**
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2024	**4.36**	**114.93**	**119.29**
Accumulated depreciation and impairment			
As at 1 April 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**
Depreciation charge for the year	-	3.19	3.19
Disposals/adjustments	-	-	-
As at 31 March 2024	**-**	**24.41**	**24.41**

Net carrying value			
As at 31 March 2023	4.36	93.71	98.07
As at 31 March 2024	4.36	90.52	94.88

Amount recognised in profit or loss for investment property	Year ended 31 March 2024	Year ended 31 March 2023
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(33.01)	(33.07)
Loss arising from investment properties before depreciation	**(33.01)**	**(33.07)**
Less: Depreciation for the year	(3.19)	(3.17)
Loss arising from investment properties	**(36.20)**	**(36.24)**

Fair value of investment property	Freehold land and buildings
As at 31 March 2023	3,747.20
As at 31 March 2024	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 2024
(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 2022	900.92	900.92
Add: Additions during the year	16.38	16.38
Disposals/adjustments	1.37	1.37
Less: Depreciation charge for the year	329.39	329.39
As at 31 March 2023	**586.54**	**586.54**
Add: Additions during the year	-	-
Less: Disposals/adjustments	-	-
Less: Depreciation charge for the year	297.60	297.60
As at 31 March 2024	**288.94**	**288.94**

Net carrying value	Building	Total
As at 31 March 2023	586.54	586.54
As at 31 March 2024	288.94	288.94

* Refer note 32

5. Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets			Intangible assets under development	Total
		Trademark	Customer relationship	Computer software (acquired)		
Gross carrying value						
As at 1 April 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**
Additions	-	-	-	114.16	120.07	234.23
Disposals/adjustments	-	-	-	-	-	-
Net exchange differences	56.91	6.43	21.70	14.86	-	99.90
As at 31 March 2024	**3,843.42**	**475.16**	**1,938.47**	**2,022.47**	**120.07**	**8,399.59**
Amortisation						
As at 1 April 2022	-	99.10	763.09	1,379.73	-	2,241.92
Amortisation expense for the year	-	46.57	327.86	116.83	-	491.27
Disposals/adjustments	-	-	-	-	-	-
Net exchange differences	-	8.78	72.78	122.15	-	203.71
As at 31 March 2023	**-**	**154.45**	**1,163.73**	**1,618.71**	**-**	**2,936.89**
Amortisation expense for the year	-	47.88	335.27	138.02	-	521.17
Disposals/adjustments	-	-	-	-	-	-
Net exchange differences	-	2.28	15.50	12.31	-	30.09
As at 31 March 2024	**-**	**204.61**	**1,514.50**	**1,769.04**	**-**	**3,488.15**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

5. Goodwill and other intangible assets (Contd..)

Net carrying value	Goodwill	Trademark	Customer relationship	Computer software (acquired)	Intangible assets under Development	Total
As at 31 March 2023	3,786.51	314.28	753.04	274.74	-	5,128.57
As at 31 March 2024	3,843.42	270.55	423.97	253.43	120.07	4,911.44

Net carrying value	As at 31 March 2024	As at 31 March 2023
Goodwill	3,843.42	3,786.51
Other Intangible assets	947.96	1,342.06
Intangible assets under Development	120.07	-

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 2024	As at 31 March 2023
Platform solutions	3,843.42	3,786.51
	3,843.42	**3,786.51**

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 2024 (31 March 2023: 2% to 3%) representing management view on the future long-term growth rate.

iii. Discount rate of 19% to 20% for the year ended 31 March 2024 (31 March 2023: 17% 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.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

5(b) Intangible Assets under Development (IAUD):

The Company is developing a next generation end-to-end publishing workflow solution software named DigiCorePro. This new publishing system provides editorial services in an automated and customizable way, from article concept to publication. It supports content authoring, online submission, editorial and peer review tracking, interactive peer review, post acceptance production tracking, and delivery to hosting platforms and print services. The Company is confident of its ability to generate future economic benefits out of the above mentioned assets. The costs incurred towards the development is as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening Balance	-	-
Add:-Expenses capitalised during the year		
Salary and other employee benefits	96.10	-
Professional and technical outsourcing expenses	19.08	-
Other expenses	4.89	-
Less:-Intangible assets capitalised during the year	-	-
Closing Balance	**120.07**	**-**

Ageing as at 31 March 2024

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	120.07	-	-	-	120.07
Projects temporarily suspended	-	-	-	-	-
Total	**120.07**	**-**	**-**	**-**	**120.07**

Ageing as at 31 March 2023

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

The Company does not have any intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

Net carrying value	Intangible Assets under Development
As at 31 March 2023	-
As at 31 March 2024	120.07

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

6 (i) Non-current investments

Particulars	As at 31 March 2024	As at 31 March 2023
Investments carried at cost :		
Equity instruments of subsidiaries (unquoted)		
66,500 units (31 March 2023: 66,500 units) of USD 100 each fully paid up of MPS North America LLC	4,257.40	4,257.40
6,20,00,000 shares (31 March 2023: 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 2023: 6 shares) aggregating value of EUR 2,28,600 of TOPSIM GMBH	599.18	599.18
10,000 Shares (31 March 2023: 10,000) of CHF 10 each fully paid up of MPS Europa AG	810.39	810.39
Deemed investment in direct subsidiary company*	6.24	-
	11,768.22	**11,761.98**

*The Company has granted employees stock option to the selected employees of MPS Interactive Systems Limited, its wholly owned subsidiary. This has been treated as deemed investent in respective subsidiary by the Company as per guidance under IND AS.

6 (ii) Current investments

Particulars	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2023
	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
Tata Money Market Fund-Direct Plan Growth	28.16	1,229.94	9.88	399.98
HDFC Money Market Fund-Direct Plan Growth	9.44	500.26	8.13	399.98
Aditya Birla Sun Life Money Manager Fund - Growth-Direct Plan	372.53	1,269.55	94.87	299.99
Total	**410.13**	**2,999.75**	**118.31**	**1,346.72**
Aggregate market value of unquoted investments	**410.13**	**2,999.75**	**118.31**	**1,346.72**

*Out of the same mutual fund units i.e., 0.00 (units in thousands) with an NAV of INR 0.00 Lacs per unit as at 31 March 2024 (31 March 2023: Units 5.20 (units in thousands) as at NAV of INR 0.05 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 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

7 Loans*

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Non current (unsecured, considered good)		
Financial instruments at amortized cost		
Loan to related parties (refer note 37 and note 44)	3,998.72	1,071.14
	3,998.72	**1,071.14**
(ii) Current (unsecured, considered good)		
Financial instruments at amortized cost		
Loan to related parties (refer note 37 and note 44)	190.00	292.82
Loan to employees	1.32	3.09
	191.32	**295.91**

*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 2024	As at 31 March 2023
(i) Non current (unsecured, considered good)		
Security deposit (refer note below)	169.03	158.00
Bank deposits held as margin money or security against guarantees	2.42	2.29
Bank deposits due to mature after 12 months of the reporting date	7.24	303.15
Interest accrued on deposits	0.08	25.63
	178.77	**489.07**

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 2024	As at 31 March 2023
(ii) Current (unsecured, considered good)		
Unrealised gain receivable on forward covers	2.54	57.70
Security deposit	34.20	33.53
Unbilled revenue	220.53	239.24
Interest accrued on loan to related parties	37.63	-
Interest accrued on deposits	51.23	287.21
	346.13	**617.68**

9 Non-current tax assets (net)

Particulars	As at 31 March 2024	As at 31 March 2023
Advance income tax (net of provisions of INR 20,818.51 Lacs (31 March 2023: INR 20,766.30 Lacs))	435.54	521.21
	435.54	**521.21**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

10 Other assets

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Other non-current assets (Unsecured, considered good)		
Security deposits	33.77	33.77
Prepaid expenses	110.21	2.49
Balances with government authorities	123.18	123.18
Capital advances	-	82.99
	267.16	**242.43**
(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	1.52	0.62
Doubtful	18.60	13.77
	20.12	14.39
Less: Allowances for doubtful advances to employees	18.60	13.77
	1.52	0.62
Prepaid expenses	519.73	413.85
Contract assets (refer note 45(iii))	3,963.96	3,046.48
Balances with government authorities	1,410.92	1,155.51
Others advances	38.99	16.81
	5,935.12	**4,633.27**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Trade receivables

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Trade receivables	4,070.61	4,460.51
Receivables from subsidiaries (refer note 37)	574.42	453.35
	4,645.03	**4,913.86**
Trade receivables (unsecured)		
Considered good	4,690.51	4,953.28
Less: Expected credit loss allowance (refer note 34)	45.48	39.42
	4,645.03	4,913.86
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - credit impaired	-	-
Less: Expected credit loss allowance	-	-
Total	**4,645.03**	**4,913.86**

Trade receivable ageing for year ended 31 March 2024

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	4,121.01	540.97	7.69	18.78	2.06	-	4,690.51
(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	**4,121.01**	**540.97**	**7.69**	**18.78**	**2.06**	**-**	**4,690.51**
	Less: Expected credit loss allowance							(45.48)
	Total							**4,645.03**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

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	-	-	-	-	-	-	-
(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	**3,875.42**	**1,070.51**	**3.80**	**2.82**	**0.73**	**-**	**4,953.28**
	Less: Expected credit loss allowance							(39.42)
	Total							**4,913.86**

12 (i) Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents		
Balances with banks		
-In current accounts	1,803.07	1,643.06
-In EEFC accounts	707.36	785.90
Cash on hand	-	-
Total	**2,510.43**	**2,428.96**

12 (ii) Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Other balances with banks		
Term deposits with original maturity for more than 3 months but less than 12 months	501.91	4,816.39
Earmarked Balances with Banks		
Unclaimed dividends	26.59	24.14
Total	**528.50**	**4,840.53**
Details of bank balances/deposits		
Bank deposits due to mature within 12 months of the reporting date included under 'Other Balances with banks'	501.91	4,816.39
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current financial assets' (refer note 8 (i))	9.66	305.44
	511.57	**5,121.83**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

13 Share capital

(i)

Particulars	As at 31 March 2024	As at 31 March 2023
Authorised		
2,00,00,000 equity shares of INR 10 each	2,000.00	2,000.00
(31 March 2023: 2,00,00,000 equity shares of INR 10 each)		
	2,000.00	**2,000.00**
Issued, Subscribed and paid-up		
1,71,05,816 (31 March 2023: 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 2024		As at 31 March 2023	
	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	1,71,05,816	1,710.58
Issued during the year	-	-	-	-
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 2024		As at 31 March 2023	
	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 2024
(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 2024	% of total shares	No. of Shares as at 31 March 2023	% of total shares	% change during the year 31 March 2024	% change during the year 31 March 2023
ADI BPO Services Limited, the holding company	1,16,90,615	68.34%	1,16,90,615	68.34%	-	-
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 2024		As at 31 March 2023	
	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 2024		As at 31 March 2023	
	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	1,19,187	1,280.49	-	-
Add: Purchased during the year	25,920	280.28	1,19,187	1,280.49
Less: Exercised/sold during the year	-	-	-	-
At the end of the year	**145,107**	**1,560.77**	**119,187**	**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 2.14).

(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 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

14 Lease liabilities*

	Particulars	As at 31 March 2024	As at 31 March 2023
(i)	**Non current**		
	Lease liabilities	3.82	413.37
		3.82	**413.37**
(ii)	**Current**		
	Lease liabilities	354.62	303.61
		354.62	**303.61**

(iii) Reconciliation of liabilities from financing activities

Particulars	As at 31 March 2024	As at 31 March 2023
Opening	716.98	1,062.58
Addition during the year	-	16.16
Interest on lease liabilities	60.69	93.03
Repayment of lease liabilities excluding interest expenses	(419.23)	(453.10)
Disposals/adjustments	-	(1.69)
Closing	**358.44**	**716.98**

* Refer note 32

15 Deferred tax liabilities (net)

Particulars		As at 31 March 2024	As at 31 March 2023
Deferred tax liability arising on account of:			
Impact of difference between tax depreciation and depreciation as per books of accounts		(260.37)	(197.49)
Unrealised MTM gain receivables on forward covers		(0.66)	(14.53)
Total deferred tax liabilities	**A**	**(261.03)**	**(212.02)**
Deferred tax asset arising on account of:			
Allowance for credit impaired receivable		13.95	12.43
Expenses allowable for tax purposes when paid		14.13	13.05
Loss (net) on investment carried at fair value through profit or loss		19.88	20.65
Right of use asset and related liabilities		17.51	32.84
Others		39.11	5.00
Total deferred tax assets	**B**	**104.58**	**83.97**
Deferred tax liabilities (net)	**A+B**	**(156.45)**	**(128.05)**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

Movement in deferred tax liabilities (net) for the year ended 31 March 2024

Particulars	As at 1 April 2023	Recognised in statement of profit and loss	Recognised in other comprehensive income	FCTR	Transfer from DTL to DTA	As at 31 March 2024
Assets						
Allowance for credit impaired receivable	12.43	1.52	-	-	-	13.95
Expenses allowable for tax purposes when paid	13.05	1.08	-	-	-	14.13
Loss (net) on investment carried at fair value through profit or loss	20.65	(0.77)	-	-	-	19.88
Right of use asset and related liabilities	32.84	(15.33)	-	-	-	17.51
Others	5.00	34.00	-	0.11	-	39.11
Liabilities						
Impact of difference between tax depreciation and depreciation as per books of accounts	(197.49)	(61.02)	-	(1.86)	-	(260.37)
Unrealised gain receivables on forward covers	(14.53)	13.87	-	-	-	(0.66)
Deferred tax liabilities (net)	**(128.05)**	**(26.65)**	**-**	**(1.75)**	**-**	**(156.45)**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

Movement in deferred tax assets (net) for the year ended 31 March 2023

Particulars	As at 1 April 2022	Recognised 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
Others	3.47	1.53	-	-	-	5.00
Liabilities						
Impact of difference between tax depreciation and depreciationn as per books of accounts	(128.83)	(65.59)	-	(3.07)	-	(197.49)
Unrealised gain receivables on forward covers	(15.64)	1.11	-	-	-	(14.53)
Deferred tax liabilities (net)	**(29.09)**	**(95.89)**	**-**	**(3.07)**	**-**	**(128.05)**

16 Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023
Trade payables		
Total outstanding due of micro enterprises & small enterprises (refer note 30)	67.07	41.87
Total outstanding due of creditors other than micro enterprises & small enterprises	731.79	1,970.20
	798.86	**2,012.07**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Trade Payable ageing for year ended 31 March 2024

Particulars	Unbilled	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) MSME	-	59.74	7.33	-	-	-	-	67.07
(ii) Others	371.23	140.05	209.39	0.08	1.52	8.43	1.09	731.79
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	**371.23**	**199.79**	**216.72**	**0.08**	**1.52**	**8.43**	**1.09**	**798.86**

Trade Payable ageing for year ended 31 March 2023

Particulars	Unbilled	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) 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**	**175.61**	**47.36**	**72.62**	**1,294.25**	**-**	**2,012.07**

17 Other financial liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Employee payable	448.67	403.00
Unclaimed dividends	26.59	24.14
Payable to related parties (refer note 37(c)(8))	214.92	-
	690.18	**427.14**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

18 Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Income received in advance (contract liabilities) (refer note 45(iii))	1,113.59	1,518.91
Advances from customers (refer note 45(iii))	12.12	20.92
Payable for capital goods (refer note 37(c)(5))	-	0.34
Statutory dues payable*	294.21	257.08
Others	44.06	46.93
	1,463.98	**1,844.18**

*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 2024	As at 31 March 2023
Provision for compensated absences (refer note 31)	47.13	-
Provision for gratuity (refer note 31)	163.60	35.38
	210.73	**35.38**

20 Current tax liabilities (net)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for tax (net of advance tax of INR 3,438.23 Lacs (31 March 2023: INR 2,501.43 Lacs))	32.54	214.77
	32.54	**214.77**

21 Revenue from operations

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Sale of services (refer note 45)		
Exports (earning in foreign currency)	32,622.73	29,621.20
Domestic	134.01	120.45
Subtotal (1)	**32,756.74**	**29,741.65**

22 Other-operating revenue

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Government grants - export incentives	-	59.63
Subtotal (2)	**-**	**59.63**
Total revenue from operations(1+2)	**32,756.74**	**29,801.28**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

23 Other income

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest income on:		
Financial assets-carried at amortised cost	273.49	125.96
Deposits with banks	171.55	234.37
Dividend received (refer note 37(b)(13))	658.92	-
Net gain on sale of current investment carried at fair value through profit or loss	53.47	7.88
Gain on investment carried at fair value through profit or loss	68.24	14.89
Mark to market and net gain on foreign currency transactions	74.32	-
Other non-operating income (refer note (i) below)	202.98	528.33
	1,502.97	**911.43**

Note (i) Other non-operating income comprises:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Liabilities/provisions no longer required written back	116.24	255.67
Reversal of allowances for expected credit loss	-	229.83
Bad debts and advances recovered	8.12	20.61
Gain on sale/disposal/discard of property, plant and equipment (net)	6.11	6.83
Miscellaneous income	72.51	15.39
	202.98	**528.33**

24 Employee benefits expense

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Salaries and wages	12,151.96	11,095.25
Contribution to provident and other funds (refer note 31(a))	644.53	591.86
Staff welfare expenses	381.18	303.51
Share based payment expenses (refer note 31(e))	39.98	-
	13,217.65	**11,990.62**

25 Finance costs

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities (refer note 32)	60.68	93.02
Interest expense on income tax, service tax and goods & service tax	23.41	9.05
	84.09	**102.07**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

26 Depreciation and amortization expense

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation on property, plant and equipment (refer note 3.1)	276.87	360.15
Depreciation on investment property (refer note 3.2)	3.19	3.17
Depreciation on right-of-use assets (refer note 4)	297.60	329.39
Amortization on intangible assets (refer note 5)	521.17	491.27
	1,098.83	**1,183.98**

27 Other expenses

Particulars		Year ended 31 March 2024		Year ended 31 March 2023
Consumables		12.43		19.43
Outsourcing cost		1,354.50		1,557.06
Power and fuel		344.29		319.61
Rent		34.20		-
Hire charges		4.07		6.81
Repairs and maintenance - buildings		339.00		266.57
Repairs and maintenance - plant and machinery		215.27		302.63
Repairs and maintenance - others		0.12		0.15
Insurance		32.17		27.11
Rates and taxes		28.27		42.08
Communication		1,074.98		1,382.31
Travelling and conveyance		254.01		189.70
Expenditure on corporate social responsibility (refer note 40)		192.30		158.00
Legal and professional		418.03		260.50
Directors sitting fees		47.80		44.00
Payments to auditors (refer note (i) below)		55.37		45.17
Bad debts written off	-		10.30	
Less: Allowances for expected credit loss utilised for the above	-	-	10.30	-
MTM and net loss on foreign currency transactions		-		207.80
Advances written off		30.42		48.62
Allowances for expected credit loss and doubtful advances		10.87		-
Software expenses		678.85		582.69
Royalty expenses		69.37		65.97
Sales and marketing expenses		194.27		115.69
Miscellaneous expenses		98.17		134.08
		5,488.76		**5,775.98**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

(i) Payments to the auditors comprises (net of input credit, where applicable):	Year ended 31 March 2024	Year ended 31 March 2023
To Statutory auditors		
for statutory audit	48.00	37.00
for tax audit	2.00	2.00
for other services	1.00	1.25
for reimbursement of expenses	4.37	4.92
	55.37	**45.17**

28 Income tax

The major components of income tax expense for the year ended 31 March 2024 and 31 March 2023 are:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Current income tax:		
Current income tax charge for the year	3,628.18	2,935.76
Adjustments related to previous years	70.76	-
	3,698.94	**2,935.76**
Deferred tax:		
Deferred tax (credit)/ charge for the year	26.65	95.89
	26.65	**95.89**
Tax expense reported in the Statement of Profit and Loss	**3,725.59**	**3,031.65**
Other comprehensive income (OCI)		
Tax related to items that will not be reclassified to Profit and Loss	15.92	6.91
Income tax charged to OCI	**15.92**	**6.91**

Reconciliation between average effective tax rate and applicable tax rate for the period ended 31 March 2024 and 31 March 2023:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Accounting profit before income tax	14,370.38	11,660.06
At India's statutory income tax rate	25.168%	25.168%
Computed tax expense	**3,616.74**	**2,934.60**
Non-deductible expenses	119.57	41.00
Additional allowances for tax purpose	(7.00)	(2.16)
Exempt Income	(165.84)	-
State tax on operations in USA	44.20	16.91
Tax relating to earlier years	70.76	-
Others	47.16	41.30
Income tax charged to Statement of Profit and Loss	**3,725.59**	**3,031.65**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

29 Earnings per equity share

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year attributable to the equity holders of the Company	10,644.79	8,628.41
Weighted average number of equity shares outstanding*	1,69,64,967	1,70,95,410
Add : Effect of potential dilutive shares towards stock options	11,171	-
Weighted average number of equity shares outstanding-Diluted	1,69,76,138	1,70,95,410
Face value per share (INR)	10.00	10.00
Earnings per share- basic (INR)	**62.75**	**50.47**
Earnings per share-diluted (INR)	**62.70**	**50.47**

*Includes adjustment of 1,45,107 (31 March 2023: 1,19,187) equity shares held by ESOP Trust as Treasury Shares under the ESOP scheme (refer note no 13(vii))

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 2023: 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 2024	As at 31 March 2023
(i)	The principal amount remaining unpaid to any supplier as at the end of the year	67.07	41.56
(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 2024

(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 2024	Year ended 31 March 2023
Employer's contribution to provident fund	568.33	528.89
Employer's contribution to 401(k) plan	8.96	8.36
Employer's contribution to pension scheme	20.18	6.04
Employer's contribution to employee state insurance	47.06	48.57
	644.53	**591.86**

(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 7.17% p.a. (31 March 2023: 7.30% 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 60 years (31 March 2023: 58 to 60 years) and mortality table is as per IALM (2012-14) (31 March 2022: IALM (2012-14)).

The estimates of future salary increases, considered in actuarial valuation is 6% p.a. (31 March 2023: 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 7.17% p.a. (31 March 2023: 7.30% p.a.).

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the beginning of the year	853.28	771.48
Current service cost	100.20	97.66
Interest cost	62.29	48.30
Actuarial (gain)/ loss	57.73	37.09
Liability Transferred Out/ Divestments	(6.51)	-
Benefits paid	(65.88)	(101.25)
Present value of obligation at the end of the year	**1001.11**	**853.28**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 (Contd..)

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the end of the year	1,001.11	853.28
Fair value of plan assets at the end of the year	(837.51)	(817.90)
Net liabilities recognised in the Balance Sheet	**163.60**	**35.38**

Fair value of plan assets

Particulars	As at 31 March 2024	As at 31 March 2023
Plan assets at the beginning of the year	817.90	678.50
Expected return on plan assets	59.71	42.34
Contribution by employer	37.82	188.67
Actual benefits paid	(65.88)	(101.25)
Assets Transferred Out/ Divestments	(6.51)	-
Actuarial (loss)/gain on plan assets	(5.53)	9.65
Plan assets at the end of the year	**837.51**	**817.90**

Company's best estimate of contribution during next year is INR 283.21 Lacs (31 March 2023: INR 135.58 Lacs)

Composition of the plan assets is as follows:

Particulars	As at 31 March 2023
Central government securities	36.23%
State government securities	43.45%
Loans/Debentures or bonds	9.21%
Equity shares/Mutual funds	10.08%
Fixed Deposits	0.10%
Money market instruments	0.94%

The above composition of plan assets are based on details received for 31 March 2023, details for 31 March 2024 are awaited from LIC.

Expense recognised in the Statement of Profit and Loss under employee benefits expense:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Current service cost	100.20	97.66
Interest Cost	2.58	5.96
Expense recognised in the Statement of Profit and Loss	**102.78**	**103.62**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

(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 (Contd..)

Amount recognised in the other comprehensive income:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Actuarial loss due to financial assumption change	7.79	(48.80)
Actuarial (gain) due to experience adjustment	49.94	85.89
Actuarial (loss)/gain on plan assets	5.53	(9.65)
Amount recognised in the other comprehensive income	**63.26**	**27.44**

Sensitivity analysis

Particulars	Year ended 31 March 2024		Year ended 31 March 2024	
Assumptions	Discount rate		Future salary	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit	(56.98)	64.11	64.22	(58.09)

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)

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

The liability towards compensated absences for the year ended 31 March, 2024 based on actuarial valuation carried out by using Projected Accrued Benefit Method.

(i) Financial Assumptions

Particulars	As at 31 March 2024	As at 31 March 2023
Discount rate	7.17%	7.30%
Salary Escalation Rate	6.00%	6.00%

(ii) Demographic Assumptions

Particulars	As at 31 March 2024	As at 31 March 2023
Morality rate	IALM 2012-14 (Urban)	IALM 2012-14 (Urban)
Attrition rate	5.00% to 25.00%	5.00% to 25.00%
Leave availment rate	1.50% to 6.00%	1.50% to 6.00%

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 (Contd..)

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the end of the year*	47.13	-

*As at 31 March 2024, the outstanding compensated absenses were INR 425.99 lacs (31 March 2023: INR 352.41 lacs) which were funded by plan assets of INR 378.86 lacs (31 March 2023: INR 353.41 lacs) and net outstanding compensated absenses of INR 47.13 lacs (31 March 2023: Net Plan assets of INR 7.3 lacs) are disclosed in note 19.

(d) The maturity profile of defined benefit obligation is as follows :

Particulars	As at 31 March 2024	As at 31 March 2023
Within 1 Year	123.17	104.11
1-2 year	86.43	77.42
2-3 year	108.87	84.05
3-4 year	103.94	93.07
4-5 year	96.98	84.29
5-10 years	471.10	394.60

(e) Share based payments

During the year ended 31 March, 2023, 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 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").

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 of the Company and its subsidiary under the Scheme.

During the year, the Company had announced an 'MPS Limited – Phantom Stock Option Scheme 2023' ("PSOS 2023") for eligible employees in foreign subsidiaries. As per this scheme, the employees would be entitled to receive the difference between the fair value of the share at the date of vesting of PSOS 2023 and the exercise price.

Description of the ESOS 2023

Particulars	Terms
Vesting requirements	Options granted under this ESOS 2023 would vest in 4 (Four) equal tranches over a period of 4 (Four) years from the grant date. The options shall vest subject to continous employment and achievement of performance conditions as specified at the time of grant.
Maximum term of options granted	The vested options under ESOS 2023 shall be exercised by the option grantee within the maximum exercise period of 5 (Five) years from the date of vesting of options, or such other shorter period as may be prescribed by the committee at time of grant and as set out in the letter of grant.
Method of Settlement	Option under ESOS 2023 are equity settled.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 (Contd..)

Number and Weighted average Exercise price of Options

Sr. No	Particulars	ESOS 2023	
		Number of options	Weighted average Exercise price
1	Outstanding at the beginning of the year	-	-
2	Granted during the year	74,030	900.05
3	Cancelled during the year	12,790	900.05
4	Forefeited/Lapsed during the year	-	-
5	Exercised during the year	-	-
6	Outstanding at the end of the year	61,240	900.05
7	Exercisable at the end of the period	-	-
8	Weighted Average share price of Options exercised during the year	No options were exercised during the year	

Exercise price and weighted average remaining contractual life of Outstanding Options

Scheme Name	Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Exercise Price (Rs.)
ESOS 2023	61,240	6.53	900.05

Fair Value of stock options granted

The fair value of the options granted during the year was estimated using the Black Scholes method of valuation.The key assumptions used for calculating the option fair value are as below:-

Sr. No	Particulars	ESOS 2023
1	Grant date	11 April 2023
2	Risk Free Interest Rate	7.02%
3	Expected Life of share option	3.51-6.51 years
4	Expected Volatility	45.10%
5	Dividend Yield	3.33%
6	Price of the underlying share in market at the time of the option grant (INR)	900.05

Expenses arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:-

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Employee stock option scheme	39.98	-

During the year, the Company has recognized a share based expense of INR 39.98 lacs. Further, the Company has also recognised deemed investment of INR 6.24 lacs on account of ESOP granted to eligible employees of subsidiary company. Accordingly, share based payment reserve as at 31 March 2024 reflecting under Other Equity is INR 46.22 lacs.

(f) Code on Social Security:

The Code on Social Security, 2020 relating to employee benefits during employment and post-employment benefits has been enacted, which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and rules are yet to be framed. The Company will assess the impact and will give appropriated impact in its financial statements in the period in which, the Code becomes effective and the related rules are published.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 2024	Year ended 31 March 2023
Interest on lease liabilities (refer note 25)	60.68	93.02
Depreciation of right-of-use assets (refer note 26)	297.60	329.39
Impact on the statement of profit and loss for the year	**358.28**	**422.41**

(iv) Bifurcation of lease expenses on which exemption is taken

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Expense related to short-term leases	605.57	589.80
Expense related to leases of low value assets, excluding short team leases of low value	1.32	56.46
Total	**606.89**	**646.26**

(v) Amount recognised in the statement of cash flows

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Repayment of lease liabilities excluding interest	(358.55)	(360.08)
Repayment of interest expenses	(60.68)	(93.02)
Impact on the statement of cash flows for the year	**(419.23)**	**(453.10)**

(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 2024
(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 2024			As at 31 March 2023		
			FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets								
Investments in mutual fund (excluding investment in subsidiaries)	(d)	1	2,999.75	-	-	1,346.72	-	-
Trade receivables	(a)		-	-	4,645.03	-	-	4,913.86
Loans to employees	(a, b)		-	-	1.32	-	-	3.09
Loans given to related party	(e)		-	-	4,188.72	-	-	1,363.96
Cash and cash equivalents	(a)		-	-	2,510.43	-	-	2,428.96
Bank balances other than cash and cash equivalents	(a)		-	-	528.50	-	-	4,840.53
Unrealised gain receivable on forward covers	(c)	2	2.54	-	-	57.70	-	-
Other financial assets	(a, b)		-	-	522.36	-	-	1,049.05
Total financial assets			**3,002.29**	**-**	**12,396.36**	**1,404.42**	**-**	**14,599.45**
Financial liabilities								
Lease liabilities	(a, f)		-	-	358.44	-	-	716.98
Trade payables	(a)		-	-	798.86	-	-	2,012.07
Other financial liabilities	(a)		-	-	690.18	-	-	427.14
Total financial liabilities			**-**	**-**	**1,847.48**	**-**	**-**	**3,156.19**

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 2.21 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 2024
(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 2024				As at 31 March 2023			
	USD	EUR	GBP	Others	USD	EUR	GBP	Others
Cash and cash equivalents	756.25	32.69	22.99	1.82	655.00	5.42	96.14	1.37
Trade receivables	3,757.84	69.66	468.53	37.14	4,021.30	79.28	300.01	33.72
Loans	2,988.72	-	-	-	-	-	-	-
Other financial assets	273.00	13.29	127.46	4.80	42.87	22.12	105.26	4.89
Trade payables	(18.42)	(5.50)	(18.16)	(13.23)	(116.39)	-	(16.94)	-
Other financial liabilities	(169.53)	-	-	-	-	-	-	-
Net statement of financial position exposure	**7,587.86**	**110.14**	**600.82**	**30.53**	**4,602.78**	**106.82**	**484.47**	**39.98**

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 2024		Year ended 31 March 2023	
	Strengthening	Weakening	Strengthening	Weakening
USD (1% movement)	75.88	(75.88)	46.03	(46.03)
EUR (1% movement)	1.10	(1.10)	1.07	(1.07)
GBP (1% movement)	6.01	(6.01)	4.84	(4.84)
Others (1% movement)	0.31	(0.31)	0.40	(0.40)

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 2024
(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 2024		As at 31 March 2023	
		FC in Lacs	INR in Lacs	FC in Lacs	INR in Lacs
USD	Sell	103.00	8,631.00	86.00	7,178.82
GBP	Sell	7.00	746.00	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 2024	Year ended 31 March 2023
Revenue from top 2 customers (31 March 2024) and 1 customer (31 March 2023) (more than 10% revenue individually)	8,175.53	3,671.46
Revenue from top 15 customers	24,214.25	21,500.41

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 2024			As at 31 March 2023		
	Gross carrying amount	Allowance for credit losses	Net carrying amount	Gross carrying amount	Allowance for credit losses	Net carrying amount
Less than 180 days	8,846.47	16.95	8,829.52	8,231.65	33.77	8,197.88
More than 180 days	28.53	28.53	-	7.35	5.65	1.70
	8,875.00	**45.48**	**8,829.52**	**8,239.00**	**39.42**	**8,199.58**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 2024	As at 31 March 2023
Balance at the beginning of the year	39.42	79.82
Add: Provided during the year (net of reversal)	6.04	(32.26)
Less: Amount written off	-	(10.30)
Less: Impact of foreign currency translation	0.02	2.16
Balance at the end of the year	**45.48**	**39.42**

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 2024			As at 31 March 2023		
	Carrying Amount	Within 1 year	More than 1 Year	Carrying Amount	Within 1 year	More than 1 Year
Non-derivative financial liabilities						
Lease liabilities	358.44	354.62	3.82	716.98	303.61	413.37
Trade payables	798.86	798.86	-	2,012.07	2,012.07	-
Other financial liabilities	690.18	690.18	-	427.14	427.14	-

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 2024	As at 31 March 2023
Total equity attributable to the equity share holders of the Company	1,710.58	1,710.58
Other equity	35,397.50	33,488.04
As percentage of total capital	99.04%	98.00%
Total lease liabilities	358.44	716.98
As a percentage of total capital	0.96%	2.00%
Total capital (lease liabilities and equity)	**37,466.54**	**35,915.60**

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 2024	Year ended 31 March 2023
Segment revenue		
Content solutions	21,885.90	19,734.11
Platform solutions	10,870.84	10,067.17
Total revenue from operations	**32,756.74**	**29,801.28**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Segment results		
Content solutions	11,054.00	9,698.91
Platform solutions	5,437.00	4,467.21
Total	**16,491.00**	**14,166.12**
Less: Finance costs	84.09	102.07
Less: Un-allocable expenditure (net of un-allocable income)	2,036.53	2,403.99
Profit before tax	**14,370.38**	**11,660.06**
Tax expense	3,725.59	3,031.65
Profit for the year	**10,644.79**	**8,628.41**

(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 2024	Year ended 31 March 2023
India (country of domicile)	134.01	180.08
Europe	12,332.49	11,058.02
USA	18,306.84	17,381.98
Rest of the World	1,983.40	1,181.20
Total	**32,756.74**	**29,801.28**

(Revenue from two customers amounts to INR 8,175.53 lacs (previous year revenue from one customer amount to INR 3,671.46 lacs). No other single customer represents 10% or more to the company revenue for financial year ended 31 March 2024 and 31 March 2023.

(ii) Non-current assets (by geographical location of assets)*

Particular	As at 31 March 2024	As at 31 March 2023
India (country of domicile)	9,280.10	9,368.89
Europe	1,409.57	1,409.57
USA	8,795.82	9,161.59
Rest of the World	-	-
Total	**19,485.49**	**19,940.05**

*Non-current assets are excluding financial instruments and deferred tax assets.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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%) and E.I. Design Private Limited (100%) subsidiary of MPS Interactive Systems Limited is amalgamated on 31 May 2022
		MPS North America LLC (100%) MPS Europa AG (100%) TOPSIM GmbH (100%)
(ii)	**Step down subsidiaries of direct subsidiaries**	Liberate Learning Pty Ltd (65%) (w.e.f. 31 August 2023)
		Liberate elearning Pty Ltd (65%) (w.e.f. 31 August 2023)
		App elearn Pty Ltd (65%) (w.e.f. 31 August 2023)
		Liberate Learning Ltd (65%) (w.e.f. 31 August 2023)
		American Journal Experts LLC (SPV-100%) (incorporated w.e.f. 20 February 2024)
		Research Square AJE LLC (100%) (w.e.f. 29 February 2024)
		American Journal Online (Beijing) information Consulting Company Limited (100%) (w.e.f. 29 February 2024)
		Semantico Limited (100%)
		HighWire Press Limited (100%) (Strike-off) (w.e.f. 06 June 2023)
	Related parties with whom transactions have taken place:	
(i)	**Key management personnel (KMP)**	Mr. Rahul Arora, Chairman & CEO 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 (Retired w.e.f 28 January 2024) Mr. Suhas Khullar (Appointed w.e.f. 01 January 2024) **Non-Independent Non-Executive Director:** Ms. Yamini Tandon, Non- Executive Director

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

(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 2024	Year ended 31 March 2023
1	**Rentals paid**	ADI BPO Services Limited	211.86	211.86
		ADI Media Private Limited	5.28	2.63
2	**Infrastructure/electricity charges**	ADI BPO Services Limited	51.60	51.60
		ADI Media Private Limited	2.59	1.22
3	**Reimbursement of expenses-paid**	MPS North America LLC	61.63	83.58
		MPS Interactive Systems Limited	52.53	-
		Semantico Limited	193.78	-
4	**Reimbursement of expenses-received**	MPS Interactive Systems Limited*	25.96	10.88
		MPS North America LLC	183.01	37.45
5	**Rendering of services**	MPS North America LLC	773.69	2,243.08
		Semantico Limited	944.89	333.59
6	**Royalty income**	Semantico Limited	28.72	27.65
7	**Royalty expenses**	Semantico Limited	69.37	65.97
8	**Interest income on loan**	MPS Interactive Systems Limited	236.79	125.96
		MPS North America LLC	36.70	-
9	**Purchase of property, plant and equipment**	MPS Interactive Systems Limited	-	0.29
10	**Loan given to subsidiary**	MPS Interactive Systems Limited	2,000.00	1,500.00
		MPS North America LLC, USA	2,988.72	-
11	**Dividend paid**	ADI BPO Services Limited	5,845.31	3,156.47
12	**Repayment of loan including interest by subsidiary**	MPS Interactive Systems Limited	2,399.82	262.00
13	**Dividend income received**	MPS Europa AG	658.92	-
14	**Remuneration**			
(i)	**Short-term employee benefits**	Mr. Rahul Arora	420.07	334.45
		Mr. Sunit Malhotra	77.04	69.18
		Mr. Ratish Mohan Sharma	-	8.70
		Mr. Raman Sapra	38.43	9.19
(ii)	**Post-employment benefits**	Mr. Rahul Arora	3.35	79.15
		Mr. Sunit Malhotra	0.97	2.88
		Mr. Raman Sapra	1.00	0.64
(iii)	**Share based payments**	Mr. Sunit Malhotra	3.34	-
15	**Director sitting fees**	Ms. Jayantika Dave	8.60	8.40
		Ms. Achal Khanna	7.40	7.20
		Mr. Ajay Mankotia	11.20	10.60
		Dr. Piyush Kumar Rastogi	9.40	9.40
		Mr. Suhas Khullar	1.40	-
		Ms. Yamini Tandon	9.80	8.40
16	**Rental income/Electricity charges received**	MPS Interactive Systems Limited	59.27	-

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(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 2024	As at 31 March 2023
1	**Security deposit placed**	ADI BPO Services Limited	93.21	86.86
		ADI Media Private Limited	0.75	0.68
2	**Right-of-use assets**	ADI BPO Services Limited	5.24	10.50
		ADI Media Private Limited	0.13	0.20
3	**Trade receivables**	MPS North America LLC	288.16	381.31
		Semantico Limited	286.26	72.05
4	**Trade payables**	ADI Media Private Limited	0.08	0.16
		Semantico Limited	186.58	1,408.50
5	**Payable on purchase of property, plant and equipment**	MPS Interactive Systems Limited	-	0.34
6	**Interest accrued on loan given**	MPS Interactive Systems Limited	0.93	-
		MPS North America LLC	36.70	-
7	**Projected benefit obligation**	Mr. Rahul Arora	93.24	85.78
		Mr. Sunit Malhotra	17.97	16.24
		Mr. Raman Sapra	1.67	0.64
8	**Other financial liabilities**	MPS Interactive Systems Limited	45.39	-
		MPS North America LLC	169.53	-
9	**Other receivables**	MPS North America LLC	-	5.41
		MPS Interactive Systems Limited*	-	0.20
10	**Inter company loan receivable**	MPS Interactive Systems Limited	1,200.00	1,363.96
		MPS North America LLC	2,988.72	-

*Transactions and balances for/as at year ended 31 March 2023 represents consolidated transactions with MPS Interactive Systems Limited and E.I. Design Private Limited pursuant to their merger w.e.f 31 May 2022.

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 and MPS North America LLC (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 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2023: 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 2024	As at 31 March 2023
(a) Income tax	276.32	249.58
(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 2024
(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 Nil (31 March 2023: INR 77.21 lacs).

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 192.26 Lacs (for the year ended 31 March 2023; INR 158 Lacs).

a) Details of amount required, spent and shortfall in CSR expense during the year:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Amount required to be spent by the Company	192.26	158.00
Amount incurred during the year ***(Refer "b" below)***	192.30	158.00
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 2024		Year ended 31 March 2023	
	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	133.00	-	108.00	-
Health care	59.30	-	50.00	-
Total	**192.30**	**-**	**158.00**	**-**

c) There was no shortfall as at 31 March 2024 (31 March 2023: 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 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

41 (a) During the year, the Company paid final dividend of INR 3,421.16 Lacs for the financial year 2022-23 (31 March 2023: INR 5,131.74 Lacs for the financial year 2021-22) to its equity share holders. This represents a payment of INR 20 per equity share (31 March 2023: INR 30 per equity share).

41 (b) During the year, the Company paid an interim dividend of INR 5,131.74 Lacs respectively (31 March 2023: Nil) to its equity share holders. This represents a payment of INR 30 per equity share (31 March 2023: Nil).

The Board of Directors recommended a final dividend of INR 45 per equity share (face value of INR 10 per share) for the financial year 2023-24, which shall be paid subject to the approval of shareholders in the Annual General Meeting.

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(a) The Company has granted a loan of INR 2,988.72 Lacs (USD 3.60 Million) to MPS North America LLC, USA, its wholly owned subsidiary for the acquisition of Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China, AI-Tool ("Curie") and Research Quality Evaluation ("RQE") through a newly formed Special Purpose Vehicle ("SPV") American Journal Experts LLC.

Name of Intermediary	Date	Amount	Loan/ Investment/ advance	Details of funds further invested by Intermediary	Date of investment
MPS North America LLC	23-Feb-2024	2,988.72	Loan	INR 2,988.72 lacs invested in 100% equity shares of American Journal Experts LLC	29-Feb-24

43(b) The Company has granted a loan of INR 2,000 Lacs to MPS Interactive Systems Limited, its wholly owned subsidiary for acquisition of 65% Equity shares of of each entity of Liberate Group i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand). 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	14-Aug-23	2,000.00	Loan	INR 2,000 lacs invested in 65% equity shares of each entity of Liberate group as mentioned above	31-Aug-23

43(c) The Company had granted a loan of INR 1,500 Lacs to MPS Interactive Systems Limited, its wholly owned subsidiary for acquisition of 100% Equity Shares of E.I. Design Private Limited during the previous year. 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-May-22	1,500.00	Loan	INR 1,500 lacs invested in 100% equity shares of E.I. Design Private Limited	30-May-22

The above transactions are not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

44 Disclosure pursuant to Section 186(4) of the Companies Act, 2013 in respect of unsecured loans to subsidiary company (refer note 37):

(a)

MPS North America LLC, USA	As at 31 March 2024	As at 31 March 2023
Outstanding as at the beginning of year	-	-
Given during the year	2,988.72	-
Repaid during the year	-	-
Maximum balance outstanding	2,988.72	-
Outstanding as at the end of year	**2,988.72**	**-**

The loan is granted to the subsidiary for further investment in 100% equity shares of Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China through a newly formed Special Purpose Vehicle ("SPV") American Journal Experts LLC at 9.92% per annum interest rate which is repayable after one year in 8 equal quarterly instalments.

(b)

MPS Interactive Systems Limited	As at 31 March 2024	As at 31 March 2023
Outstanding as at the beginning of year	1,363.96	-
Given during the year	2,000.00	1,500.00
Repaid during the year	2,163.96	136.04
Maximum balance outstanding	3,363.96	1,500.00
Outstanding as at the end of year	**1,200.00**	**1,363.96**

During the year Company has granted additional loan to MPS Interactive Systems Limited for acquisition of 65% equity shares of Liberate group as referred in Note 43 (b) at 10.50% per annum interst rate which is repayable as per stipulated schedule over a period of 7 years. (31 March 2023: 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 2024 and 31 March 2023 are as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Content solutions	21,885.91	19,691.06
Platform solutions	10,870.83	10,050.59
	32,756.74	**29,741.65**

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

(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 2024			Year ended 31 March 2023		
	Content solutions	Platform solutions	Total	Content solutions	Platform solutions	Total
India (country of domicile)	54.69	79.32	**134.01**	31.28	89.17	**120.45**
Europe	9,041.52	3,290.97	**12,332.49**	7,762.19	3,295.83	**11,058.02**
USA	12,206.26	6,100.58	**18,306.84**	11,476.93	5,905.05	**17,381.98**
Rest of the world	583.44	1,399.96	**1,983.40**	420.66	760.54	**1,181.20**
Total	**21,885.91**	**10,870.83**	**32,756.74**	**19,691.06**	**10,050.59**	**29,741.65**

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 2024	As at 31 March 2023
Receivables, which are included in 'Trade and other receivables' (refer note 11)	4,645.03	4,913.86
Unbilled revenue (refer note 8(ii))	220.53	239.24
Contract assets (refer note 10(ii))	3,963.96	3,046.48
Contract liabilities (refer note 18)	1,125.71	1,539.83

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 2024
(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 2024		Year ended 31 March 2023	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
Balance as at beginning of the year	**3,046.48**	**1,539.83**	**2,107.99**	**2,847.72**
Revenue recognised that was included in the unearned balance at the beginning of the year	-	(1,424.57)	-	(2,791.36)
Increases due to cash received, excluding amounts recognised as revenue during the year	-	1,002.98	-	1,451.89
Transfers from contract assets recognised at the beginning of the year to receivables	(2,538.79)	-	(2,024.22)	-
Increases as a result of changes in the measure of progress	3,456.27	-	2,962.71	-
Exchange Impact	-	7.47	-	31.58
Balance at the end of the year	**3,963.96**	**1,125.71**	**3,046.48**	**1,539.83**

(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 2023 : Nil)

(v) Reconciliation of revenue recognized with the contracted price is as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Contracted price	32,825.19	29,777.83
Reductions towards variable consideration components	(68.45)	(36.18)
Revenue recognised	**32,756.74**	**29,741.65**

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 2024
(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 2024	Balance Outstanding as at 31 March 2023	Relationship with the Struck off company, if any
Trinity Publishing services (P) Ltd	Payables	-	0.18	No
		-	**0.18**	

47 Company is compliant with number of layers prescribed under Clause 87 of Section 2 of Companies Act, 2013.

48 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall only use such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The new requirement is applicable with effect from the financial year beginning on 1 April 2023.

The Company uses an accounting software as the primary accounting software for maintaining its books of accounts. During the current financial year, the audit trail (edit log) features for any direct changes made at the database level were not enabled for the accounting software used for maintenance of all the accounting records by the Company. However, the audit trails (edit log) at the applications level (entered from the frontend by users) for the accounting software were operating for all relevant transactions recorded in the software.

The Company also uses one third party application for processing its payroll. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SSAE 21, Statement on Standards for Attestation Engagements does not comment on existence of audit trail (edit logs) for any maintenance of logs of direct changes made at the database level. Further audit trail feature for the changes made through application level are retained only for 365 days as the same results into slowing down of system due to huge volume of data.

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

49 Ratios

Ratios	Formulas for Computation	Measures (Times/ Percentage)	31 March 2024	31 March 2023	Variation	Remarks
Current Ratio	Curren Assets/Current Liabilities	Times	4.83	3.94	22.51%	Not applicable as variation is within 25%
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	29%	25%	15.68%	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	6.79	6.02	12.89%	Not applicable as variation is within 25%
Trade Payable turnover Ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	3.74	2.50	49.69%	During the year, Company paid INR 1294.25 lacs towards long oustanding intercompany payables. Thus, Trade payable turnover ratio increased as a result of reduced denominator.
Net Capital turnover Ratio	Revenue from Operations/ Average Working Capital (i.e Total Current Assets Less Total Current Liabilities)	Times	2.35	2.64	(11.00%)	Not applicable as variation is within 25%
Net Profit Ratio	PAT/ Revenue from Operations	Percentage	32%	29%	12.24%	Not applicable as variation is within 25%
Return on Capital Employed	EBIT/Capital Employed ((Net Worth +Lease Liabilities+Deferred Tax Liabilities)	Percentage	38%	33%	17.73%	Not applicable as variation is within 25%
Return on Investments	PBT/Total Assets	Percentage	35%	29%	22.51%	Not applicable as variation is within 25%

Notes forming part of Standalone Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

50 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

Rohit Arora
Partner
Membership Number: 504774
Place: New Delhi
Date: 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 21 May 2024

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 2024, 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 material accounting policy information 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 2024, 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 Matters

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 Recognition 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 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 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 method 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 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.	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 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 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 (Refer Note 2.4 to the material accounting policy information) As described in Notes 40(a) and 40(b) to the accompanying consolidated financial statements, during the year ended 31 March 2024, the Group has acquired: i) 65% stake in Liberate eLearning Pty Ltd, Liberate Learning Pty Ltd, Liberate Learning Limited, App eLearn Pty Ltd (collectively referred as Liberate Group); for total consideration of ₹ 4,806.13 lakhs (including contingent consideration), based on the Share Purchase Agreement and other related agreements. Further, Group has also entered into an put and call option deed with the shareholders of Liberate Group for the remaining shareholding of Liberate Group. The said arrangement has been accounted as per Ind AS 32, Financial Instruments-Presentation and future liability has been recorded at fair value with no non-controlling interest being recognised as at acquisition date. ii) 100% stake in Research Square AJE LLC and American Journal Online (Beijing) Information Consulting Company Limited (together referred as AJE Group) for total consideration of ₹ 6,967.07 lakhs based on the Membership Interest Purchase Agreement and other related agreements. The Group has availed measurement period exemption for this acquisition as further described in the note. 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 as referred to in the Notes 40(a) and 40 (b) to the accompanying consolidated financial statements.	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 the shareholders of Liberate Group and AJE Group, to assess the acquisition date, in accordance with Ind AS 103 and to understand the terms of the put and call option arrangement. • 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, identifiable intangible assets and future liability for acquisition of remaining shareholding of Liberate Group. • Understood the criterion for contingent consideration payable under the respective contracts and assessed the accounting as per Ind AS 103. • 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 accounting treatment and disclosures made in the consolidated financial statements, including disclosure of significant assumptions and judgements, in accordance with applicable accounting standards.

Key audit matter	How our audit addressed the key audit matter
Management has appointed a valuation expert to allocate the purchase price to the identifiable assets and liabilities and identified intangible assets. The identification and valuation of intangible assets is inherently subjective and involves significant judgements and assumptions around future cash flows, growth rates and discount rates. We have considered the above business combinations and initial recognition of future acquisition liability to be a matter of most significance to our current year audit as these transactions involved significant judgements and estimates in relation to the accounting as per the requirements of Ind AS 103 and Ind AS 32.	

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. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will 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 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 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;

- 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; and
- Obtain sufficient appropriate audit evidence regarding the 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 five subsidiaries, whose financial statements reflect total assets of ₹ 8,694.03 lakh as at 31 March 2024, total revenues of ₹ 6,891.09 lakh and net cash inflows amounting to ₹ 2,519.41 lakh 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 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.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act based on our audit we report that the Holding Company 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. Further, we report that a subsidiary which incorporated in India whose financial statements have been audited under the Act has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary.

17. 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.

18. 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 except for the matters stated in paragraph 18(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    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 and taken on record by the Board of Directors of the Holding Company, and its subsidiary covered under the Act, none of the directors of the Group companies are disqualified as on 31 March 2024 from being appointed as a director in terms of section 164(2) of the Act.

    f) The reservation relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 18(b) above on reporting under section 143(3)(b) of the Act and paragraph 18(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary 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

    h) 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 subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary covered under the Act, during the year ended 31 March 2024.

iv. a. The respective managements of the Holding Company and its subsidiary 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, other than 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 subsidiaries to or in any person(s) or entity(ies), 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 subsidiaries ('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, 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 the Note 49 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries 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 interim dividend declared and paid by the Holding Company during the year ended 31 March 2024 and final dividend paid by the Holding Company during the year ended 31 March 2024 in respect of such dividend declared for the previous year are 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 consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2024 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. As stated in Note 47 to the consolidated financial statements and based on our examination which included test checks, the Holding Company and its subsidiary company which are incorporated in India and audited under the Act, in respect of financial year commencing on 01 April 2023, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in the software except that, audit trail features were not enabled at database level for the accounting software, to log any direct data changes, used for maintenance of all accounting records.

In respect of accounting software used for payroll processing of the Holding Company and its subsidiary company which are incorporated in India and audited under the Act, is operated by third-party software service provider. In the absence of any information on the existence of audit trail feature in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SSAE 21, Statement on Standards for Attestation Engagements), we are unable to comment on whether audit trail feature for direct changes made at database level was enabled and operated throughout the year. Also, audit trail feature for the changes made through application level are retained only for 365 days for such software.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner
Membership No.: 504774
UDIN: 24504774BKEOAS1488

Place: New Delhi
Date: 21 May 2024

Annexure 1

List of entities included in the Statement

Entity Name	Relationship
MPS Interactive Systems Limited	Subsidiary
MPS North America LLC	Subsidiary
MPS Europa AG	Subsidiary
Semantico Limited	Subsidiary
TOPSIM GmbH	Subsidiary
Highwire Press Limited (struck-off on 6 June 2023)	Subsidiary
Liberate Learning Pty Ltd (Australia)*	Subsidiary
Liberate eLearning Pty Ltd (Australia)*	Subsidiary
App-eLearn Pty Ltd (Australia)*	Subsidiary
Liberate Learning Limited (New Zealand)*	Subsidiary
American Journal Experts LLC, USA^	Subsidiary
Research Square AJE LLC, USA#	Subsidiary
American Journal Online (Beijing) Information Consulting Company Limited, China#	Subsidiary

*Acquired on 31 August 2023

^Incorporated on 20 February 2024

#Acquired on 29 February 2024

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 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, 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 company which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on 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 ('the 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 company, 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 company 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

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')

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 company, 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 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls 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: 24504774BKEOAS1488

Place: New Delhi
Date: 21 May 2024

Consolidated Balance Sheet as at 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)
CIN: L22122TN1970PLC005795

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	2,077.61	1,944.09
Investment property	3.2	94.89	98.07
Right-of-use assets	4	378.85	622.42
Goodwill	5	26,911.17	12,289.09
Other intangible assets	5	9,327.90	3,072.06
Intangible asset under development	5	120.07	-
Financial assets			
Other financial assets	8 (i)	237.26	1,175.64
Non-current tax assets (net)	9 (i)	617.72	722.89
Deferred tax assets (net)	17	91.97	101.94
Other non-current assets	10 (i)	315.48	379.78
Total non-current assets		**40,172.92**	**20,405.98**
Current assets			
Financial assets			
Investments	6	2,999.75	2,781.87
Trade receivables	11	10,068.07	8,659.79
Cash and cash equivalents	12 (i)	10,800.65	5,800.92
Bank balances other than cash and cash equivalents	12 (ii)	736.07	9,953.43
Loans	7	1.32	3.09
Other financial assets	8 (ii)	376.98	755.48
Current tax assets (net)	9 (ii)	53.08	-
Other current assets	10 (ii)	8,443.86	7,659.80
Total current assets		**33,479.78**	**35,614.38**
TOTAL ASSETS		**73,652.70**	**56,020.36**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	1,710.58	1,710.58
Other equity		44,270.90	41,004.11
Total equity		**45,981.48**	**42,714.69**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	14 (i)	3.82	421.71
Other financial liabilities	18 (i)	2,827.45	-
Provisions	15 (i)	52.88	46.69
Deferred tax liabilities (net)	17	3,949.15	2,231.34
Total non-current liabilities		**6,833.30**	**2,699.74**
Current liabilities			
Financial liabilities			
Lease liabilities	14 (ii)	450.31	335.45
Trade payables			
Total outstanding dues of micro enterprises and small enterprises; and	16	88.70	70.31
Total outstanding dues of creditors other than micro enterprises and small enterprises	16	2,309.40	1,964.45
Other financial liabilities	18 (ii)	3,046.37	769.48
Other current liabilities	19	13,742.07	7,150.45
Provisions	15 (ii)	904.73	92.30
Current tax liabilities (net)	20	296.34	223.49
Total current liabilities		**20,837.92**	**10,605.93**
TOTAL EQUITY AND LIABILITIES		**73,652.70**	**56,020.36**
Material 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: 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Consolidated Statement of Profit & Loss for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Note	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from operations	21-22	54,530.65	50,104.68
Other income	23	1,221.25	1,077.30
Total income		**55,751.90**	**51,181.98**
Expenses			
Employee benefits expense	24	24,338.80	21,280.72
Finance costs	25	86.20	110.78
Depreciation and amortization expense	26	1,998.35	1,949.08
Other expenses	27	13,202.50	13,148.46
Total expenses		**39,625.85**	**36,489.04**
Profit before tax		**16,126.05**	**14,692.94**
Tax expense:			
Current tax	28	4,153.53	3,633.12
Adjustment of tax relating to earlier years	28	74.75	(3.79)
Deferred tax	17	20.95	144.28
Total tax expenses		**4,249.23**	**3,773.61**
Profit for the year		**11,876.82**	**10,919.33**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit liability/assets		(66.27)	(30.08)
Income tax relating to items that will not be reclassified to profit or loss		16.68	7.57
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		271.23	1,198.03
Total other comprehensive income for the year , net of tax		**221.64**	**1,175.52**
Total comprehensive income for the year		**12,098.46**	**12,094.85**
Earnings per equity share (nominal value of share INR 10)			
- Basic (earnings per equity share expressed in absolute amount in INR)	29	70.01	63.87
- Diluted (earnings per equity share expressed in absolute amount in INR)	29	69.96	63.87
Material 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: 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Consolidated Statement of Cash Flows for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Cash flows from operating activities		
Net profit before tax	**16,126.05**	**14,692.94**
Adjustments:		
Depreciation and amortisation expense	1,998.35	1,949.08
Interest income	(402.16)	(320.70)
Net gain on sale of current investment	(113.93)	(9.77)
Finance costs	86.20	110.78
Gain on sale of property, plant and equipment (net)	(6.11)	(8.14)
Change in fair value of financial instrument	35.16	-
Share based expenses	46.22	-
Gain on investment carried at fair value through profit or loss (net)	(68.24)	(34.96)
Liabilities/provisions no longer required written back	(510.01)	(299.47)
Allowances for expected credit loss (net)	179.34	36.74
Bad debts written off (net)	1.35	-
Allowances for doubtful advances (net)	4.82	5.47
Allowances for contract assets (net)	51.51	(177.44)
Advances written off (net)	30.42	86.38
Unrealised foreign exchange loss (net)	131.01	429.79
Unrealised foreign exchange loss on mark-to-market on forward contracts	55.16	4.41
Gain on termination of lease	-	(4.09)
Operating cash flows before working capital changes	**17,645.14**	**16,461.02**
Decrease in trade receivables	589.74	255.74
Decrease/(increase) in loans and advances	1.77	(2.82)
Decrease/(increase) in other financial assets	198.27	(169.87)
Increase in other current assets	(450.37)	(733.49)
(Increase)/decrease in other non-current assets	(18.69)	17.07
(Decrease)/increase in trade payables	(591.58)	55.95
(Decrease)/increase in other financial liabilities	(152.90)	32.06
Decrease in other liabilities	(1,418.74)	(875.53)
Increase/(decrease) in provisions	146.29	(219.25)
Cash generated from operations	**15,948.93**	**14,820.88**
Income tax paid (net of refunds)	(4,145.00)	(3,538.89)
Net cash generated from operating activities (A)	**11,803.93**	**11,281.99**
B. Cash flows from investing activities		
Purchase of property, plant and equipment adjusted with capital advances and capital creditors	(369.76)	(428.77)
Purchase of other intangible assets	(194.31)	(9.71)
Capital expenditure on intangible asset under development	(120.07)	-
Sale of property, plant and equipment	6.22	16.62
Acquisition of business (net of cash and cash equivalents acquired)	(7,494.41)	(3,327.21)
Purchase of current investments	(11,196.06)	(7,844.00)
Sale of current investments	11,160.33	5,691.49
Purchase of term deposits	(908.00)	(9,294.77)
Redemption of term deposits	10,925.79	8,338.51
Interest received	703.99	383.78
Net cash generated from/(used in) investing activities (B)	**2,513.72**	**(6,474.06)**

Consolidated Statement of Cash Flows for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
C. Cash flows from financing activities		
Repayment of lease liabilities	(395.83)	(491.14)
Purchase of treasury shares by ESOP Trust	(302.84)	(1,280.65)
Finance costs paid	(62.79)	(106.33)
Dividend paid	(8,575.05)	(5,131.74)
Net cash used in financing activities (C)	**(9,336.51)**	**(7,009.86)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**4,981.14**	**(2,201.93)**
Effects of exchange differences on cash and cash equivalents held in foreign currency	18.59	54.48
Cash and cash equivalents at the beginning of the year	5,800.92	7,948.37
Cash and cash equivalents at the end of the year (see below)	**10,800.65**	**5,800.92**
Components of cash and cash equivalents:		
Cash on hand	0.10	0.80
Balances with banks		
- Current accounts	7,837.68	5,046.70
- EEFC accounts	816.93	753.42
- Demand deposit accounts (demand deposits and deposits having original maturity of 3 months or less)	2,145.94	-
	10,800.65	**5,800.92**

Statement of Cash Flows has been prepared under the 'indirect method' as set out in the Ind AS 7 "Statement of Cash Flows".

Material 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 : 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place : Florida, USA
Date : 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place : New Delhi
Date : 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place : Noida, Uttar Pradesh
Date : 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 21 May 2024

Consolidated Statement of change in equity for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

A. Equity share capital

Particulars	Amount
Balance as at 1 April 2022	**1,710.58**
Changes in equity share capital during the year	-
Balance as at 31 March 2023	**1,710.58**
Changes in equity share capital during the year	-
Balance as at 31 March 2024	**1,710.58**

B. Other equity

Particulars	Reserve and surplus (refer note 1 below)							Other comprehensive income (refer note 1 below)	Total
	Capital redemption reserve	General reserve	Retained earnings	Capital reserve	Share based payment reserve	Treasury shares	Trust reserve	Foreign currency translation reserve	
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**
Pursuant to merger of EI Design Private Limited with the MPS Interactive Systems limited	-	-	-	345.05	-	-	-	-	345.05
Shares purchased by ESOP Trust during the year (refer note 13 (vii))	-	-	-	-	-	(1,280.49)	-	-	(1,280.49)
Dividends	-	-	(5,131.74)	-	-	-	-	-	(5,131.74)
Net expenses of ESOP Trust for the year	-	-	-	-	-	-	(0.16)	-	(0.16)
As at 31 March 2023	**151.11**	**2,676.93**	**36,937.27**	**345.05**	**-**	**(1,280.49)**	**(0.16)**	**2,174.40**	**41,004.11**
As at 1 April 2023	**151.11**	**2,676.93**	**36,937.27**	**345.05**	**-**	**(1,280.49)**	**(0.16)**	**2,174.40**	**41,004.11**
Profit for the year	-	-	11,876.82	-	-	-	-	-	11,876.82
Other comprehensive income	-	-	(49.59)	-	-	-	-	271.23	221.64
Total comprehensive income for the year	**-**	**-**	**11,827.23**	**-**	**-**	**-**	**-**	**271.23**	**12,098.46**
Dividends (refer note 41)	-	-	(8,647.60)	-	-	-	72.55	-	(8,575.05)
Shares purchased by ESOP Trust during the year (refer note 13 (vii))	-	-	-	-	-	(280.28)	-	-	(280.28)
Share based payment expense (refer note 30(e))	-	-	-	-	46.22	-	-	-	46.22
Net expenses of ESOP Trust for the year	-	-	-	-	-	-	(22.56)	-	(22.56)
As at 31 March 2024	**151.11**	**2,676.93**	**40,116.90**	**345.05**	**46.22**	**(1,560.77)**	**49.83**	**2,445.63**	**44,270.90**

Consolidated Statement of change in equity for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

Notes:

1 Nature and purpose of other equity:

(i) **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.

(ii) **General reserve:** This represents appropriation of profit by the Group and is available for distribution of dividend.

(iii) **Retained earning:** This represents the cumulative profits of the Group.

(iv) **Capital reserve:** It pertains to capital reserve acquired pursuant to the scheme of arrangements under the Companies Act, 2013 accounted under pooling of interest method and excess of fair value of net assets acquired over consideration paid in a business combination. This reserve is not available for distribution as dividend.

(v) **Share based payment reserve:** This represents the fair value of the stock options granted by the Company under the ESOS 2023 Plan accumulated over the vesting period. The reserve will be utilised on exercise of the options.

(vi) **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.

(vii) **Trust reserve:** This represents the net income/(loss) incurred in MPS Employee Welfare Trust.

(viii) **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.

Material 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 : 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place : Florida, USA
Date : 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place : New Delhi
Date : 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.: 084004
Place : Noida, Uttar Pradesh
Date : 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 21 May 2024

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

1. Corporate Information

MPS Limited ("the Company" or the "Holding 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 had acquired TOPSIM GmbH, a company based in Germany and MPS Europa AG, a company based in Switzerland and eLearning business of Tata Interactive Systems (a division of Tata Industries Limited) having its branches at USA and UAE through MPS Interactive Systems Limited.

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. Pursuant to application by HighWire Press Limited for voluntary strike off, all the shares of the Semantico Limited has been transferred to MPS North America LLC. HighWire Press Limited stands dissolved on 06 June, 2023.

On 30 May 2022, the Company has acquired E.I. Design Private Limited based in India through MPS Interactive Systems Limited. Pursuant to the order of Regional Director, Chennai dated 06 June 2023 approving merger of E.I. Design Private Limited ("Transferor Company") into and with MPS Interactive Systems Limited ("Transferee Company") with effect from the appointed date i.e. 31 May 2022, all the assets, liabilities and reserves have been recorded by applying the pooling of interest method in accordance with Appendix C of IND AS 103 'Business Combinations'.

On 31 August 2023, the Company acquired 65% of the shares held by the shareholders of each entity of Liberate Group i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) through MPS Interactive Systems Limited, a wholly-owned subsidiary.

On 29 February 2024, the Company completed the acquisition of Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China, AI-Tool ("Curie") and Research Quality Evaluation ("RQE") through a newly formed Special Purpose Vehicle ("SPV") American Journal Experts LLC, under MPS North America LLC, a wholly-owned subsidiary.

The consolidated financial statements of the Company as at and for the year ended on 31 March 2024 comprise the Company and its subsidiaries (together referred to as "the Group").

2. Material accounting policies

This note provides a list of the material 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

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 2024 were approved for issuance in accordance with the resolution of the Board of Directors on 21 May 2024.

b) Basis of consolidation:

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at 31 March 2024. 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.

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 Press Limited (dissolved w.e.f 06 June 2023)	Northern Ireland	MPS Limited	100%
6	Semantico Limited	UK	MPS Limited	100%
7	Liberate Learning Pty Ltd (w.e.f 31 August 2023)	Australia	MPS Limited	65%
8	Liberate eLearning Pty Ltd (w.e.f 31 August 2023)	Australia	MPS Limited	65%
9	App-eLearn Pty Ltd (w.e.f 31 August 2023)	Australia	MPS Limited	65%
10	Liberate Learning Limited (w.e.f 31 August 2023)	New Zealand	MPS Limited	65%
11	American Journal Experts LLC (Incorporated w.e.f 20 February 2024)	USA	MPS Limited	100%
12	Research Square AJE LLC (w.e.f 29 February 2024)	USA	MPS Limited	100%
13	American Journal Online (Beijing) Information Consulting Company Limited (w.e.f 29 February 2024)	China	MPS Limited	100%

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 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.

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 2.6.
- Recognition and estimation of tax expense including deferred tax—refer note 17.
- Estimation of assets and obligations relating to employee benefits—refer note 30.
- Fair value measurement—refer note 32.
- Measurement and likelihood of occurrence of provisions and contingencies—refer note 37.
- Measurement of consideration and assets acquired as part of business combination—refer note 39 and 40.
- 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 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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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.

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.

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 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 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

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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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.

Internally generated: Expenditure on research activities is recognised as an expense in the period in which it is incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled/owned by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the development so that it will be available for use;
- management intends to complete the content/products and to use or sell it;
- there is an ability to use or sell the content/products;
- it can be demonstrated how the content/products will generate probable future economic benefits and measure it;
- adequate technical, financial and other resources to complete the development and to use or sell the content/products are available, and
- the expenditure attributable to the content/products during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the intangible assets include direct costs , employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

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, 2013.

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.
- Order Book—3 years.

Assets acquired through business combination are recorded in books at fair value as per IND AS 103. 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 to 6 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 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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date.

The Group applies the anticipated acquisition method where it has the right and the obligation to purchase any remaining non-controlling interest. Under the anticipated acquisition method the interests of the non-controlling shareholder are derecognized and Group's liability relating to the purchase of its shares is recognized. The recognition of the financial liability implies that the interests subject to the purchase are deemed to have been acquired already. Therefore, the corresponding interests are presented as already owned by the Group even though legally they are still non-controlling interests. The initial measurement of the fair value of the financial liability recognized by the Group forms part of the consideration for the acquisition.

Business combinations arising from transfers of interests in entities that are under the common control are accounted in accordance with "Pooling of Interest Method" laid down by Appendix C of Indian Accounting Standard 103 (Ind AS 103) Business combinations of entities under common control, notified under the Companies Act, 2013.

All assets, liabilities and reserves of the combining entity are recorded in the books of accounts of the Company at their existing carrying amounts. Inter-company balances are eliminated. The difference between the investments held by the Company and all assets, liabilities and reserves of the combining entity are recognized in capital reserve and presented separately from other capital reserves. Comparative accounting period presented in the financial statements of the Company has been restated for the accounting impact of the merger, as stated above, as if the merger had occurred from the beginning of the comparative period in the financial statements.

If the initial accounting of business combination is incomplete by the end of the reporting period in which the business combination occurs, the Group reports in its financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, the Group retrospectively adjust the provisional amounts recognised at the acquisition date to reflect new information obtained about the facts and circumstances that existed at the acquisition date, if known, would have effected the measurement of the amount recognised as of that date.The measurement period as soon as the Group receives the information it was seeking about the facts and circumstances that existed at the acquisition date or learns that more information is not obtainable but does not exceeds one year from the 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.

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 such indication. If any such indication exist, 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 Consolidated Financial Statements for the year ended 31 March 2024

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 impairment loss has been recognised in prior periods, the 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 exceeds 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 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 Group commits to purchase or sell the asset.

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

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 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 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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

When the Group 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 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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 that 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 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 unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is a 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 specification 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 could 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 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

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 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 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 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 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.

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

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 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 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 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 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 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 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 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 measure 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 the 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

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 Share based payments

Employee stock option plan (ESOP): The fair value of options granted under the 'MPS Limited- Employee Stock Options Scheme 2023' ("ESOS 2023" or "Scheme") is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted: - including any market performance conditions (e.g., the entity's share price) - excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and - including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time). The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

2.14 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 in the Statement of Profit and Loss on purchase, sale, issuance, or cancellation of treasury shares.

2.15 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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

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 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.

2.16 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.

2.17 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 amount have been rounded-off to the nearest lakhs, 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.

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

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

held in foreign currency is included in effect of exchange rate changes.

2.18 Leases

The Group's lease asset classes primarily consist of leases for offices lease lines, office equipments 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.

2.19 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.

2.20 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.

2.21 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 Consolidated Financial Statements for the year ended 31 March 2024

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.

2.22 Recent pronouncements

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. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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 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**
Acquisitions through business combinations (refer note 40)	-	-	498.56	758.20	-	201.39	1,458.15
Additions	-	-	427.11	3.25	-	-	430.36
Disposals/adjustments	-	-	(35.16)	(18.39)	-	(7.70)	(61.25)
Net exchange differences	-	-	19.69	10.44	1.30	2.66	34.09
As at 31 March 2024	**400.00**	**901.23**	**4,699.14**	**1,201.58**	**98.20**	**275.75**	**7,575.90**
Accumulated depreciation							
As at 1 April 2022	-	122.05	2,579.82	348.98	89.33	84.63	3,224.81
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	95.40
As at 31 March 2023	**-**	**142.40**	**3,058.08**	**399.01**	**95.87**	**75.10**	**3,770.46**
Acquisitions through business combinations (refer note 40)	-	-	385.21	758.20	-	195.50	1,338.91
Depreciation charge for the year	-	20.39	379.64	15.38	-	3.96	419.37
Disposals/adjustments	-	-	(35.05)	(18.39)	-	(7.70)	(61.14)
Net exchange differences	-	-	17.16	9.61	1.30	2.62	30.69
As at 31 March 2024	**-**	**162.79**	**3,805.04**	**1,163.81**	**97.17**	**269.48**	**5,498.29**
Net carrying value							
As at 31 March 2023	400.00	758.83	730.86	49.07	1.03	4.30	1,944.09
As at 31 March 2024	400.00	738.44	894.10	37.77	1.03	6.27	2,077.61

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 2024
(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 2022	4.36	114.93	119.29
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2023	**4.36**	**114.93**	**119.29**
Additions	-	-	-
Disposals/adjustments	-	-	-
As at 31 March 2024	**4.36**	**114.93**	**119.29**
Accumulated depreciation			
As at 1 April 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**
Depreciation charge for the year	-	3.18	3.18
Disposals/adjustments	-	-	-
As at 31 March 2024	**-**	**24.40**	**24.40**

Net carrying value			
As at 31 March 2023	4.36	93.71	98.07
As at 31 March 2024	4.36	90.53	94.89

Amount recognised in profit or loss for investment property	Year ended 31 March 2024	Year ended 31 March 2023
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(32.66)	(33.07)
Loss arising from investment properties before depreciation	**(32.66)**	**(33.07)**
Less: Depreciation for the year	(3.18)	(3.17)
Loss arising from investment properties	**(35.84)**	**(36.24)**

Fair value of investment property	Freehold land and buildings
As at 31 March 2023	3,747.20
As at 31 March 2024	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 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

4 Right-of-use assets*

Particulars	Buildings	Total
Gross carrying value		
As at 1 April 2022	**1,031.21**	**1,031.21**
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**
Acquisitions through business combinations (refer note 40)	87.70	87.70
Add: Additions during the year	-	-
Less: Disposals/adjustments	-	-
Less: Depreciation charge for the year	(331.66)	(331.66)
Net exchange differences	0.39	0.39
As at 31 March 2024	**378.85**	**378.85**

Net carrying value	Buildings	Total
As at 31 March 2023	622.42	622.42
As at 31 March 2024	378.85	378.85

*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	Intangible assets under development	
Gross carrying value								
As at 1 April 2022	**8,700.53**	**478.85**	**2,556.71**	**3,923.65**	**-**	**151.62**	**-**	**15,811.36**
Acquisitions through business combinations(refer note 39)	3,044.25	417.64	567.75	20.12	372.54	-	-	4,422.30
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	**12,289.09**	**938.02**	**3,270.69**	**4,255.56**	**372.54**	**151.62**	**-**	**21,277.52**
Acquisitions through business combinations(refer note 40)	14,482.68	1,072.47	3,420.95	315.92	2,486.78	-	-	21,778.80
Additions	-	-	-	194.31	-	-	120.07	314.38
Disposals/adjustments	-	-	-	-	-	-	-	-
Net exchange differences	139.40	7.10	21.70	46.87	-	-	-	215.07
As at 31 March 2024	**26,911.17**	**2,017.59**	**6,713.34**	**4,812.66**	**2,859.32**	**151.62**	**120.07**	**43,585.77**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(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	Intangible assets under development	
Amortisation								
As at 1 April 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 charge for the year	-	85.84	581.18	267.06	51.91	-	-	985.99
Disposals/adjustments	-	-	-	-	-	-	-	-
Net exchange differences	-	10.88	72.78	235.17	-	-	-	318.83
As at 31 March 2023	**-**	**262.87**	**1,940.60**	**3,509.38**	**51.91**	**151.62**	**-**	**5,916.38**
Acquisitions through business combinations(refer note 40)	-	-	-	7.34	-	-	-	7.34
Amortisation expense for the year	-	132.72	671.98	311.13	128.31	-	-	1,244.14
Disposals/adjustments	-	-	-	-	-	-	-	-
Net exchange differences	-	2.77	15.50	40.50	-	-	-	58.77
As at 31 March 2024	**-**	**398.36**	**2,628.08**	**3,868.35**	**180.22**	**151.62**	**-**	**7,226.63**

Net carrying value	Goodwill	Trademark	Customer Relationship	Computer software	Non Compete Agreements	Order Book	Intangible assets under development	Total
As at 31 March 2023	12,289.09	675.16	1,330.09	746.18	320.63	-	-	15,361.14
As at 31 March 2024	26,911.17	1,619.23	4,085.26	944.31	2,679.10	-	120.07	36,359.14

Net carrying value	31 March 2024	31 March 2023
Goodwill	26,911.17	12,289.09
Other Intangible assets	9,327.90	3,072.06
Intangible assets under development	120.07	-

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 2024	As at 31 March 2023
Content solutions	5,941.96	1,429.96
eLearning solutions	11,379.80	6,923.02
Platform solutions	9,589.41	3,936.11
	26,911.17	**12,289.09**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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 2024 (31 March 2023: 1.5% to 4%) representing management view on the future long-term growth rate.

iii. Discount rate ranging from 13% to 19.50% for the year ended 31 March 2024 (31 March 2023: 13% to 18.50%) 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.

5 (b) Intangible Assets under Development (IAUD):

The Group is developing a next generation end-to-end publishing workflow solution software named DigiCorePro. This new publishing system provides editorial services in an automated and customizable way, from article concept to publication. It supports content authoring, online submission, editorial and peer review tracking, interactive peer review, post acceptance production tracking, and delivery to hosting platforms and print services. The Group is confident of its ability to generate future economic benefits out of the above mentioned assets. The costs incurred towards the development is as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening Balance	-	-
Add:-Expenses capitalised during the year		
Salary and other employee benefits	96.10	-
Professional & technical outsourcing expenses	19.08	-
Other expenses	4.89	-
Less:-Intangible assets capitalised during the year	-	-
Closing Balance	**120.07**	**-**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

5 (b) Intangible Assets under Development (IAUD): (Contd..)

Ageing as at 31 March 2024

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	120.07	-	-	-	120.07
Projects temporarily suspended	-	-	-	-	-
Total	**120.07**	**-**	**-**	**-**	**120.07**

Ageing as at 31 March 2023

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

The Company does not have any intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

Net carrying value	Intangible Assets under Development
As at 31 March 2023	-
As at 31 March 2024	120.07

6 Current investments

Particulars	As at 31 March 2024 Units in '000	As at 31 March 2024 INR in Lacs	As at 31 March 2023 Units in '000	As at 31 March 2023 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 Money Manager Fund - Growth-Direct Plan	372.53	1,269.55	94.87	299.99
Kotak Liquid Fund- Direct Plan- Growth*	-	-	5.43	246.77
Tata Money Market Fund-Direct Plan Growth	28.16	1,229.94	17.33	701.57
HDFC Money Market Fund-Direct Plan Growth	9.44	500.26	21.51	1,058.73
SBI Savings Fund-Direct Plan Growth	-	-	536.47	201.56
ABSL Liquid Fund - Direct Plan - Growth Option	-	-	39.74	144.27
Total	**410.13**	**2,999.75**	**720.51**	**2,781.87**
Aggregate market value of unquoted investments	**410.13**	**2,999.75**	**720.51**	**2,781.87**

*Out of the same mutual fund units i.e., 0.00 (units in thousands) with an NAV of INR 0.00 Lacs per unit as at 31 March 2024 (31 March 2023: Units 5.20 (units in thousands) as at NAV of INR 0.05 Lacs per unit) have been pledged with Kotak Mahindra Bank Limited as a security towards hedging facilities availed by the Holding Company.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

7 Loans

Particulars	As at 31 March 2024	As at 31 March 2023
Current (unsecured, considered good)		
Loan to employees	1.32	3.09
	1.32	**3.09**

8 Other financial assets

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Non current (Unsecured, considered good)		
Security Deposit	175.08	169.22
Bank deposits held as margin money or security against guarantees	54.86	211.74
Bank deposits due to mature after 12 months of the reporting date	7.24	769.05
Interest accrued on deposits	0.08	25.63
	237.26	**1,175.64**

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 2024	As at 31 March 2023
(ii) Current (Unsecured, considered good)		
Security Deposit	72.47	35.01
Unrealised gain receivable on forward covers	2.54	57.70
Unbilled revenue	224.21	239.24
Interest accrued on deposits	65.67	368.07
Other receivables	12.09	55.46
	376.98	**755.48**

9 Income tax assets

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Non current		
Advance income tax (net of provisions of INR 21,869.82 Lacs (31 March 2023: INR 23,728.51 Lacs))	617.72	722.89
	617.72	**722.89**
(ii) Current		
Advance income tax	53.08	-
	53.08	**-**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

10 Other assets

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Other non-current assets (Unsecured, Considered Good)		
Security deposits carried at amortised cost	33.77	33.77
Prepaid expenses	158.53	33.96
Balances with government authorities		
-Service tax credit receivable	-	105.88
-Others	123.18	123.18
Capital advances	-	82.99
	315.48	**379.78**
(ii) Other current assets (Unsecured, Considered Good)		
Security deposits		
Unsecured, considered good	0.49	0.49
Doubtful	1.13	1.13
	1.62	1.62
Less: Allowances for doubtful deposits	1.13	1.13
	0.49	0.49
Advances to employees		
Considered good	82.92	5.46
Doubtful	18.60	13.77
	101.52	19.23
Less: Allowances for doubtful advances to employees	18.60	13.77
	82.92	5.46
Advance to Suppliers	17.76	43.27
Prepaid expenses	1,566.26	1,032.80
Contract assets (refer note 43(iii))	4,862.13	4,980.56
Balances with government authorities		
-GST receivable	1,738.57	1,473.74
-Others	107.31	80.32
Others advances	64.12	38.86
Prepayment rent	4.30	4.30
	8,443.86	**7,659.80**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

11 Trade receivables

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Trade receivables	10,068.07	8,659.79
	10,068.07	**8,659.79**
Break-up for details:		
Trade receivables (Unsecured)		
Considered good	10,068.07	8,700.08
Doubtful	439.33	41.21
Subtotal	10,507.40	8,741.29
Less: Expected credit loss allowance (refer note 33)	439.33	81.50
	10,068.07	**8,659.79**
Total	**10,068.07**	**8,659.79**

Trade receivable ageing for year ended 31 March 2024

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	6,555.80	3,525.30	45.47	36.51	3.79	-	10,166.87
(ii) Undisputed Trade Receivable-							-
which have significant increase in credit risk	-	9.90	23.69	169.99	23.24	113.71	340.53
(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	**6,555.80**	**3,535.20**	**69.16**	**206.50**	**27.03**	**113.71**	**10,507.40**
Less: Expected credit loss allowance							(439.33)
Total							**10,068.07**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Trade receivables (Contd..)

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**

12 (i) Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents		
Balances with banks		
-In current accounts	7,837.68	5,046.70
-In EEFC accounts	816.93	753.42
-In demand deposit accounts (demand deposits and deposits having original maturity of 3 months and less)	2,145.94	-
Cash on hand	0.10	0.80
Total	**10,800.65**	**5,800.92**

12 (ii) Bank balances other than cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Other Balances with banks		
Term deposits with original maturity for more than 3 months but less than 12 months	501.91	9,757.89
Bank Balance held and operated on customers behalf	207.57	171.40
Earmarked Balances with Banks		
Unclaimed dividends	26.59	24.14
Total	**736.07**	**9,953.43**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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 2024	As at 31 March 2023
Details of bank balances/deposits		
Bank deposits due to mature within 12 months of the reporting date included under 'Other Balances with banks'	501.91	9,757.89
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current financial assets' (refer note 8 (i))	62.10	980.79
	564.01	**10,738.68**

13 Share capital

(i)

Particulars	As at 31 March 2024	As at 31 March 2023
Authorised		
2,00,00,000 equity shares of INR 10 each	2,000.00	2,000.00
(31 March 2023: 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 2023: 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 2024		As at 31 March 2023	
	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	1,71,05,816	1,710.58
Issued during the year	-	-	-	-
Shares extinguished on buy-back	-	-	-	-
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 2024
(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 2024		As at 31 March 2023	
	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 2024	% of total shares	No. of Shares as at 31 March 2023	% of total shares	% change during the year	
					31 March 2024	31 March 2023
ADI BPO Services Limited	1,16,90,615	68.34%	1,16,90,615	68.34%	0.00%	0.00%
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 2024		As at 31 March 2023	
	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 2024		As at 31 March 2023	
	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	1,19,187	1,280.49	-	-
Add: Purchased during the year	25,920	280.28	1,19,187	1,280.49
Less: Exercised/sold during the year	-	-	-	-
At the end of the year	**1,45,107**	**1,560.77**	**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 2.14).

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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.

14 Lease liabilities*

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Non current		
Lease liabilities	3.82	421.71
	3.82	**421.71**
(ii) Current		
Lease liabilities	450.31	335.45
	450.31	**335.45**

(iii) Reconciliation of liabilities from financing activities

Particulars	As at 31 March 2024	As at 31 March 2023
Opening	**757.16**	**1,198.48**
Acquisitions through business combinations (refer note 39 and 40)	92.33	85.90
Addition during the year	-	16.16
Interest on lease liabilities	62.79	101.71
Repayment of lease liabilities including interest expenses	(458.62)	(592.85)
Disposals/adjustments	-	(54.91)
Exchange difference on lease liabilities	0.47	2.67
Closing	**454.13**	**757.16**

* Refer note 31

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

15 Provisions

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Non current		
Provision for compensated absences (refer note 30)	52.88	46.69
	52.88	**46.69**
(ii) Current		
Provision for compensated absences (refer note 30)	665.57	30.84
Provision for gratuity (refer note 30)	239.16	61.46
	904.73	**92.30**

16 Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023
Trade payables		
Total outstanding dues of micro enterprises and small enterprises; and	88.70	70.31
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,309.40	1,964.45
	2,398.10	**2,034.76**

Trade payable ageing for year ended 31 March 2024

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	1.15	80.23	7.32	-	-	-	-	88.70
(ii) Others	1,061.45	825.54	410.02	0.46	2.04	8.72	1.17	2,309.40
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	1,062.60	905.77	417.34	0.46	2.04	8.72	1.17	2,398.10

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

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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 2024

Particulars	As at 1 April 2023	Acquisition through Business Combination (refer note 40)	Recognised in statement of profit and loss	Recognised in other comprehensive income	Exchange differences	Transfer from DTL to DTA	As at 31 March 2024
Assets							
Carry forward business losses	189.47	-	47.69	-	0.95	-	238.11
Allowance for credit impaired receivable	5.48	36.40	9.55	-	0.23	(5.48)	46.18
Expenses allowable for tax purposes when paid	1.60	-	-	-	-	(1.60)	-
Others	24.46	-	(15.39)	-	0.17	-	9.24
Total (a)	**221.01**	**36.40**	**41.85**	**-**	**1.35**	**(7.08)**	**293.53**
Offsetting Deferred Tax Liabilities:							
Impact of difference between tax depreciation and depreciation as per books of accounts	(119.07)	-	(16.87)	-	(0.10)	(9.67)	(145.71)
Expenses allowable for tax purposes when paid	-	(41.05)	(14.51)	-	(0.29)	-	(55.85)
Total (b)	**(119.07)**	**(41.05)**	**(31.38)**	**-**	**(0.39)**	**(9.67)**	**(201.56)**
Net Deferred Tax Assets (A)=((a)+(b))	**101.94**	**(4.65)**	**10.47**	**-**	**0.96**	**(16.75)**	**91.97**
Liabilities							
Impact of difference between tax depreciation and depreciation as per books of accounts	(1,542.56)	(1,695.60)	(25.39)	-	(6.92)	-	(3,240.47)
Unrealised gain receivables on forward covers	(14.52)	-	13.88	-	-	-	(0.64)
Expenses allowable for tax purposes when paid	(25.83)	-	(91.74)	-	(0.87)	-	(118.44)
Deferred tax liabilities on acquired goodwill	(766.18)	-	-	-	-	-	(766.18)
Total (c)	**(2,349.09)**	**(1,695.60)**	**(103.25)**	**-**	**(7.79)**	**-**	**(4,155.73)**
Offsetting Deferred Tax Assets:							
Carry forward business losses	-	-	-	-	-	-	-
Allowance for credit impaired receivable	27.19		39.20		0.08	5.48	71.95
Impact of difference between tax depreciation and depreciation as per books of accounts	-	-	-	-	-	9.67	9.67
Gains on investment carried at fair value through profit or loss	16.22	-	3.67	-	-	-	19.89
Right of use asset and related liabilities	33.86		(15.33)		0.01		18.54
Expenses allowable for tax purposes when paid	37.75		9.42			1.60	48.77
Others	2.73		34.87		0.16		37.76
Total (d)	**117.75**	**-**	**71.83**	**-**	**0.25**	**16.75**	**206.58**
Net Deferred Tax Liabilities (B)=((c)+(d))	**(2,231.34)**	**(1,695.60)**	**(31.42)**	**-**	**(7.54)**	**16.75**	**(3,949.15)**
Deferred tax liabilities (net) (A+B)	**(2,129.40)**	**(1,700.25)**	**(20.95)**	**-**	**(6.58)**	**-**	**(3,857.18)**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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 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	Exchange Differences	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:							
Impact of difference between tax depreciation and depreciation as per books of accounts	(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							
Impact of difference between tax depreciation and depreciation as per books of accounts	(1,400.35)	-	(116.41)	-	(25.80)	-	(1,542.56)
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)
Deferred tax liabilities on acquired goodwill	-	(766.18)	-	-	-	-	(766.18)
Others	(0.94)	-	9.06	-	0.44	(8.56)	-
Total (c)	**(1,471.21)**	**(766.18)**	**(72.84)**	**-**	**(30.30)**	**(8.56)**	**(2349.09)**
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**	**-**	**(51.55)**	**-**	**1.07**	**2.73**	**117.75**
Net Deferred Tax Liabilities (B)=((c)+(d))	**(1,305.71)**	**(766.18)**	**(124.39)**	**-**	**(29.23)**	**(5.83)**	**(2,231.34)**
Deferred tax liabilities (net) (A+B)	**(1,254.96)**	**(703.91)**	**(144.28)**	**-**	**(26.25)**	**-**	**(2,129.40)**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

18 Other financial liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Non Current		
Contingent consideration (refer note 40(a))	553.71	-
Gross obligation towards further stake acquisition in subsidiary company (refer note 40(a))	2,273.74	-
	2,827.45	**-**
(ii) Current		
Employee payable	3,016.05	684.83
Unclaimed dividends	26.59	24.14
Others	3.73	60.51
	3,046.37	**769.48**

19 Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Current		
Income received in advance (contract liabilities) (refer note 43(iii))	9,030.27	6,245.08
Advances from customers (refer note 43(iii))	785.90	74.71
Payables on purchase of capital goods	-	22.39
Statutory dues payable*	677.17	656.45
Others	3,248.73	151.82
	13,742.07	**7,150.45**

*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 2024	As at 31 March 2023
Provision for tax (net of advance tax of INR 3,438.23 Lacs (31 March 2023: INR 2,530.33 Lacs))	296.34	223.49
	296.34	**223.49**

21 Revenue from operations

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Sale of services (refer note 43)		
Exports (earning in foreign currency)	53,646.05	48,165.85
Domestic	884.60	1,879.20
Subtotal (1)	**54,530.65**	**50,045.05**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

22 Other-operating revenue

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Government grants-Export Incentives	-	59.63
Subtotal (2)	**-**	**59.63**
Total revenue from operations(1+2)	**54,530.65**	**50,104.68**

23 Other income

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest income on:		
Deposits with banks	402.16	320.70
Income tax refund	2.85	6.14
Net gain on sale of current investment carried at fair value through profit or loss	113.93	9.77
Gain on investment carried at fair value through profit or loss	68.24	34.96
Mark to market and net gain on foreign currency transactions	74.32	21.53
Other non-operating income (Refer note (i) below)	559.75	684.20
	1,221.25	**1,077.30**

Note (i) Other non-operating income comprises:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Liabilities/provisions no longer required written back	510.01	299.47
Reversal of allowances for expected credit loss	7.61	237.77
Bad debts and advances recovered	8.12	20.61
Gain on sale/disposal/discard of property, plant and equipment (net)	6.11	8.14
Miscellaneous income	27.90	118.21
	559.75	**684.20**

24 Employee benefits expense

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Salaries and wages	22,533.46	19,866.89
Contribution to provident and other funds (refer note 30(a))	1,284.93	1,009.96
Staff welfare expenses	474.19	403.87
Share based payment expenses (refer note 30(e))	46.22	-
	24,338.80	**21,280.72**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

25 Finance costs

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities (refer note 31)	62.79	101.71
Interest expense on income tax, service tax & Goods & service tax	23.41	9.07
	86.20	**110.78**

26 Depreciation and amortization expense

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation on property, plant and equipment (refer note 3.1)	419.37	500.69
Depreciation on investment property (refer note 3.2)	3.18	3.17
Depreciation on right-of-use assets (refer note 4)	331.66	459.23
Amortization on intangible assets (refer note 5)	1,244.14	985.99
	1,998.35	**1,949.08**

27 Other expenses

Particulars	Year ended 31 March 2024		Year ended 31 March 2023	
Consumables		41.35		19.43
Outsourcing cost		6,798.37		6,708.51
Power and fuel		357.19		375.57
Rent		113.63		86.12
Hire charges		4.50		7.25
Repairs and maintenance - buildings		369.22		419.05
Repairs and maintenance - plant and machinery		217.01		325.43
Repairs and maintenance - others		38.38		69.83
Insurance		48.73		62.03
Rates and taxes		57.16		67.26
Communication		1,353.36		1,918.37
Travelling and conveyance		405.43		322.25
Expenditure on corporate social responsibility		236.30		177.24
Legal and professional		789.70		525.40
Directors sitting fees		57.80		54.00
Bad debts written off	36.78		134.02	
Less: Allowances for expected credit loss utilised for the above	35.43	1.35	134.02	-
Advances written off				
MTM and net loss on foreign currency translations		57.91		115.30
Advances written off		30.42		86.38
Allowances for expected credit loss and doubtful advances		191.77		76.94

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

27 Other expenses (Contd..)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Allowances for contract assets and other receivables	51.51	25.60
Change in fair value of financial instrument	35.16	-
Software expenses	1,080.23	912.58
Sales and marketing expenses	604.68	423.40
Miscellaneous expenses	261.36	370.52
	13,202.50	**13,148.46**

28 Income tax

The major components of income tax expense for the year ended 31 March 2024 and 31 March 2023 are:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Current income tax:		
Current income tax charge for the year	4,153.53	3,633.12
Adjustments in respect of current income tax of previous year	74.75	(3.79)
	4,228.28	**3,629.33**
Deferred tax:		
Deferred tax (credit)/charge for the year	20.95	144.28
	20.95	**144.28**
Tax expense reported in the Statement of Profit and Loss	**4,249.23**	**3,773.61**
Other Comprehensive Income (OCI)		
Tax related to items that will not be reclassified to Profit and Loss	16.68	7.57
Income tax charged to OCI	**16.68**	**7.57**

Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March 2024 and 31 March 2023:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Accounting profit before income tax	16,126.05	14,692.94
At India's statutory income tax rate	25.168%	25.168%
Computed Tax Expense	**4,058.61**	**3,697.92**
Change in tax rate*	(112.20)	29.96
Tax exempt income	-	-
Non-deductible expenses	130.85	46.10
Additional allowances for tax purpose	(15.98)	(2.16)
Others	113.20	5.58
Tax relating to earlier years	74.75	(3.79)
Income tax charged to Statement of Profit and Loss at effective rate	**4,249.23**	**3,773.61**

*Impact of tax on income at different tax rates as per respective jurisdiction including overseas.

(a) Effective tax rate has been calculated on profit before tax.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

29 Earnings per equity share

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year attributable to the equityholders of the Group	11,876.82	10,919.33
Weighted average number of equity shares outstanding*	1,69,64,967	1,70,95,410
Add : Effect of potential dilutive shares towards stock options	11,171	-
Weighted average number of equity shares outstanding-Diluted	1,69,76,138	1,70,95,410
Face value per share (INR)	10.00	10.00
Earnings per share- basic & diluted (INR)	**70.01**	**63.87**
Earnings per share-diluted (INR)	**69.96**	**63.87**

*Includes adjustment of 1,45,107 (31 March 2023: 1,19,187) equity shares held by ESOP Trust as Treasury Shares under the ESOP scheme (refer note no 13(vii))

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 2024	Year ended 31 March 2023
Employer's contribution to provident fund	751.20	710.33
Employer's contribution to 401(k) plan	93.36	60.12
Employer's contribution to superannuation fund	13.03	14.45
Employer's contribution to pension scheme	20.18	6.04
Employer's contribution to employee state insurance	47.30	49.10
Employer's contribution to labour welfare fund	0.07	0.09
Employer's contribution to social security fund	359.79	169.83
	1,284.93	**1,009.96**

(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 7.17% p.a. (31 March 2023: 7.30% 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 60 years (31 March 2023: 58 to 60 years) and mortality table is as per IALM 2012-14 (Urban) (31 March 2023: IALM 2012-14 (Urban)).

The estimates of future salary increases, considered in actuarial valuation is 6% p.a. (31 March 2023: 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 7.17% p.a. (31 March 2023: 7.30% p.a.) and for subsidiary is 7.17% p.a (31 March 2023:7.30% p.a).

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(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 2024	As at 31 March 2023
Present value of obligation at the beginning of the year	1,281.66	1,148.92
Addition on Business Combination (refer note 39)	-	136.36
Current service cost	144.77	145.89
Interest cost	94.03	79.89
Actuarial (gain)/loss	59.87	41.50
Benefits paid	(122.19)	(270.90)
Present value of obligation at the end of the year	**1,458.14**	**1,281.66**

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the end of the year	1,458.14	1,281.66
Fair value of plan assets at the end of the year	(1,218.98)	(1,220.20)
Net liabilities recognised in the Balance Sheet (refer note below)	**239.16**	**61.46**

Note: Reflected in the Balance Sheet as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Excess of plan asset over gratuity liability	-	-
Provision for gratuity (refer note 15(ii))	239.16	61.46
Net liabilities	**239.16**	**61.46**

Fair value of plan assets

Particulars	As at 31 March 2024	As at 31 March 2023
Plan assets at the beginning of the year	1,220.20	1,081.49
Expected return on plan assets	89.55	66.89
Contribution by employer	37.82	309.81
Actual benefits paid	(122.19)	(249.41)
Actuarial (loss)/gain	(6.40)	11.42
Plan assets at the end of the year	**1,218.98**	**1,220.20**

Group's best estimate of contribution during next year is INR 281.21 Lacs (31 March 2023: INR 135.58 Lacs)

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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 2023
Central government securities	36.23%
State government securities	43.45%
Loans/Debentures or bonds	9.21%
Equity shares/Mutual funds	10.08%
Fixed Deposits	0.10%
Money market instruments	0.94%

The above composition of plan assets are based on details received for 31 March 2023, details for 31 March 2024 are awaited from LIC.

Expense recognised in the Statement of Profit and Loss under employee benefits expense:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Current service cost	144.77	145.89
Interest cost (net of return on plan assets)	4.48	13.00
Expense recognised in the Statement of Profit and Loss	**149.25**	**158.89**

Amount recognised in the other comprehensive income:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Actuarial (gain)/loss due to financial assumption change	9.92	41.50
Actuarial (gain) due to experience adjustment	49.95	-
Actuarial loss on plan assets	6.40	(11.42)
Amount recognised in the other comprehensive income	**66.27**	**30.08**

Sensitivity analysis

Particulars	Year ended 31 March 2024		Year ended 31 March 2024	
Assumptions	Discount rate		Future salary	
Sensitivity level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit	(75.12)	83.97	83.78	(76.36)

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)

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 2024
(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):

The liability towards compensated absences for the year in respect of the Holding Company and its Indian subsidiary are based on actuarial valuation carried out by using Projected accrued benefit method. For entities based overseas, liability is recognised based on hours worked in accordance with the policy.

(i) Financial Assumptions

Particulars	As at 31 March 2024	As at 31 March 2023
Discount rate	7.17%	7.30%
Salary Escalation Rate	6.00%	6.00%

(ii) Demographic Assumptions

Particulars	As at 31 March 2024	As at 31 March 2023
Morality rate	IALM 2012-14 (Urban)	IALM 2012-14 (Urban)
Attrition rate	5.00% to 25.00%	5.00% to 25.00%
Leave availment rate	1.50% to 6.00%	1.50% to 6.00%

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the end of the year	718.45	77.53

(d) The maturity profile of defined benefit obligation is as follows :

Particulars	As at 31 March 2024	As at 31 March 2023
Within 1 Year	228.34	162.19
1-2 year	141.86	132.77
2-3 year	160.60	135.28
3-4 year	157.22	142.27
4-5 year	140.66	133.86
More than 5 years	823.13	1,431.36

(e) Share based payments

During the year ended 31 March, 2023, the shareholders of the Holding 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 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").

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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..)

The Nomination and Remuneration Committee of the Board of Directors of the Holding 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.

During the year, the Holding Company had announced an 'MPS Limited – Phantom Stock Option Scheme 2023' ("PSOS 2023") for eligible employees of its foreign based subsidiaries. As per this scheme, the employees would be entitled to receive the difference between the fair value of the share at the date of vesting of PSOS 2023 and the exercise price.

Description of the ESOS 2023 and PSOS 2023

Particulars	Terms
Vesting requirements	Options granted under this ESOS 2023 and PSOS 2023 would vest in 4 (Four) equal tranches over a period of 4 (Four) years from the grant date. The options shall vest subject to continous employment and achievement of performance conditions as specified at the time of grant.
Maximum term of options granted	The vested options under ESOS 2023 shall be exercised by the option grantee within the maximum exercise period of 5 (Five) years from the date of vesting of options, or such other shorter period as may be prescribed by the committee at time of grant and as set out in the letter of grant. Further, vested options under PSOS 2023 will be settled immediately at the time of vesting.
Method of Settlement	Option under ESOS 2023 are equity settled whereas options under PSOS 2023 will be settled in cash.

Number and Weighted average Exercise price of Options

Sr. No	Particulars	ESOS 2023		PSOS 2023	
		Number of options	Weighted average Exercise price	Number of options	Weighted average Exercise price
1	Outstanding at the beginning of the year	-	-	-	-
2	Granted during the year	74,030	900.05	9,510	900.05
3	Cancelled during the year	12,790	900.05	3,520	900.05
4	Forefeited/Lapsed during the year	-	-	-	-
5	Exercised during the year	-	-	-	-
6	Outstanding at the end of the year	61,240	900.05	5,990	900.05
7	Exercisable at the end of the period	-	-	-	-
8	Weighted Average share price of Options exercised during the year	No options were exercised during the year		No options were exercised during the year	

Exercise price and weighted average remaining contractual life of Outstanding Options

Scheme Name	Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Exercise Price (Rs.)
ESOS 2023	61,240	6.53	900.05
PSOS 2023	5,990	1.53	900.05

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(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..)

Fair Value of stock options granted

The fair value of the options granted during the year was estimated using the Black Scholes method of valuation. The key assumptions used for calculating the option fair value are as below:-

Sr. No	Particulars	ESOS 2023	PSOS 2023
1	Grant date	11 April 2023	11 April 2023
2	Risk Free Interest Rate	7.02%	6.91%
3	Expected Life of share option	3.51-6.51 years	0.03-3.03 years
4	Expected Volatility	45.10%	48.47%
5	Dividend Yield	3.33%	1.77%
6	Price of the underlying share in market at the time of the option grant (INR)	900.05	1533.30*

*Since the fair valuation of phantom stock options is done at each reporting date, the underlying variables of fair valuation of phantom stock options as on 31 March 2024 have been considered for being reported as 'Assumptions used in the Black Scholes Options Pricing Model'.

Expenses arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:-

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Employee stock option scheme	46.22	-
Phantom stock option scheme	5.36	-

(f) Code on Social Security:

The Code on Social Security, 2020 relating to employee benefits during employment and post-employment benefits has been enacted, which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and rules are yet to be framed. The Company will assess the impact and will give appropriated impact in its financial statements in the period in which, the Code becomes effective and the related rules are published.

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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

31 Leases (Contd..)

(iii) Following amount has been recognised in consolidated statement of profit and loss:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities (refer note 25)	62.79	101.71
Depreciation of Right-of-use assets (refer note 26)	331.66	459.23
Deferred tax charge (refer note 17)	15.33	17.98
Impact on the statement of profit and loss for the year	**409.78**	**578.92**

(iv) Bifurcation of lease expenses on which exemption is taken

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Expense related to short-term leases	838.61	1,077.83
Expense related to leases of low value assets, excluding short team leases of low value	1.32	56.46
Total	**839.93**	**1,134.29**

(v) Amount recognised in the statement of cash flows

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Repayment of lease liabilities excluding interest expenses	(395.83)	(491.14)
Repayment of interest expenses	(62.79)	(101.71)
Impact on the statement of cash flows for the year	**(458.62)**	**(592.85)**

(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 2024			As at 31 March 2023		
			FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets								
Investments in mutual fund	(d)	1	2,999.75	-	-	2,781.87	-	-
Trade receivables	(a)		-	-	10,068.07	-	-	8,659.79
Loans	(a, b)		-	-	1.32	-	-	3.09
Cash and cash equivalents	(a)		-	-	10,800.65	-	-	5,800.92
Other bank balances	(a)		-	-	736.07	-	-	9,953.43
Unrealised gain receivable on forward covers	(c)	2	2.54	-	-	57.70	-	-
Other financial assets	(a, b)		-	-	611.70	-	-	1,873.42
Total financial assets			**3,002.29**	**-**	**22,217.81**	**2,839.57**	**-**	**26,290.65**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

32 Fair value measurements (Contd..)

Particulars	Note	Level of hierarchy*	As at 31 March 2024			As at 31 March 2023		
			FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial liabilities								
Lease liabilities	(a,f)		-	-	454.13	-	-	757.16
Trade payables	(a)		-	-	2,398.10	-	-	2,034.76
Contingent consideration	(c, g, h)	3	553.71	-	-	-	-	-
Gross obligation towards further stake acquisition in subsidiary company	(c, g, h)	3	2,273.74	-	-	-	-	-
Other financial liabilities	(a)		-	-	3,046.37	-	-	769.48
Total financial liabilities			**2,827.45**	**-**	**5,898.60**	**-**	**-**	**3,561.40**

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.

(g) Significant techniques and unobservable inputs used for Level 3 fair valuation measurement

As at 31st March 2024	Valuation techniques	Significant Unobservable Inputs	Sensitivity of input to fair value measurement	
			Increase by	Decrease by
Fair Value of Contingent consideration	Scenario Analysis	Cost of debt (+/- 1%)	(66.27)	67.74
Fair Value of gross obligation towards further stake acquisition in subsidiary	Monte Carlo Simulation	Equity value (+/- 5%)	1,234.87	(1,234.87)
		Weighted average cost of capital (+/- 1%)	501.87	(520.29)

(h) Reconciliation of Level 3 fair value measurements of financial liabilities is given below

Movements in Level 3 valuations	Year ended 31 March 2024		Year ended 31 March 2023	
	Contingent consideration	Gross obligation towards further stake acquisition	Contingent consideration	Gross obligation towards further stake acquisition
As at 01 April 2023	-	-	-	-
Acquisitions through business combinations (refer note 40)	600.59	2,226.48	-	-
Fair value gain/(loss) recorded in Consolidated Statement of Profit and Loss	(50.14)	35.16	-	-
Net exchange differences	3.26	12.10	-	-
As at 31 March 2024	**553.71**	**2,273.74**	**-**	**-**

* Refer note 2.21 for Level of hierarchy

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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 2024				As at 31 March 2023			
	USD	EUR	GBP	Others	USD	EUR	GBP	Others
Cash and cash equivalents	824.83	90.26	22.99	7.90	948.07	97.29	297.36	9.09
Trade receivables	5,497.59	206.62	514.50	613.06	5,384.96	191.46	1,824.24	41.23
Loans	2,988.72	-	-	-	-	-	-	-
Other financial assets	273.00	13.29	127.46	244.23	43.84	22.12	105.26	4.89
Trade payables	(37.68)	(26.89)	(113.49)	(13.23)	(205.48)	(8.31)	(103.48)	(0.21)
Other financial liabilities	(264.67)	-	-	(2,827.45)	(71.43)	-	-	-
Other current liabilities	-	(62.61)	(2.70)	(46.22)	-	-	-	-
Net statement of financial position exposure	**9,281.79**	**220.67**	**548.76**	**(2,021.71)**	**6,099.96**	**302.56**	**2,123.38**	**55.00**

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 2024		Year ended 31 March 2023	
	Strengthening	Weakening	Strengthening	Weakening
USD (1% movement)	92.82	(92.82)	61.00	(61.00)
EUR (1% movement)	2.21	(2.21)	3.03	(3.03)
GBP (1% movement)	5.49	(5.49)	21.23	(21.23)
Others (1% movement)	(20.22)	20.22	0.55	(0.55)

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(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 2024		As at 31 March 2023	
		FC in Lacs	INR in Lacs	FC in Lacs	INR in Lacs
USD	Sell	103.00	8,631.00	86.00	7,178.82
GBP	Sell	7.00	746.00	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 2024	Year ended 31 March 2023
Revenue from top 1 customer (31 March 2024) and 1 customers (31 March 2023) (more than 10% revenue individually)	7,163.88	5,945.26
Revenue from top 15 customers	31,927.67	29,919.66

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 2024
(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 2024			As at 31 March 2023		
	Gross carrying amount	Allowance for credit losses	Net carrying amount	Gross carrying amount	Allowance for credit losses	Net carrying amount
Less than 180 days	15,177.35	39.24	15,138.11	13,908.99	46.08	13,862.91
More than 180 days	416.39	400.09	16.30	52.10	35.42	16.68
	15,593.74	**439.33**	**15,154.41**	**13,961.09**	**81.50**	**13,879.59**

Movement in the expected credit loss allowance of trade receivables are as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	81.50	140.70
Add: Addition due to business combination	212.30	36.29
Add: Provided during the year (net of reversal)	179.34	36.73
Less: Amount written off	(35.43)	(134.01)
Less: Impact of foreign currency translation	1.62	1.79
Balance at the end of the year	**439.33**	**81.50**

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 2024
(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 2024			As at 31 March 2023		
	Carrying Amount	Within 1 year	More than 1 Year	Carrying Amount	Within 1 year	More than 1 Year
Non-derivative financial liabilities						
Lease liabilities	454.13	450.31	3.82	757.16	335.45	421.71
Trade payables	2,398.10	2,398.10	-	2,034.75	2,034.75	-
Other financial liabilities	3,046.37	3,046.37	-	769.48	769.48	-

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 2024	As at 31 March 2023
Total equity attributable to the equity share holders of the Parent Company	1,710.58	1,710.58
Other equity	44,270.90	41,004.11
As percentage of total capital	99.02%	98.26%
Total lease liabilities	454.13	757.16
As a percentage of total capital	0.98%	1.74%
Total capital (lease liabilities and equity)	**46,435.61**	**43,471.85**

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 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 2024
(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 2024	Year ended 31 March 2023
Segment revenue		
Content solutions	28,805.52	26,146.84
eLearning solutions	13,381.48	12,617.62
Platform solutions	12,343.65	11,340.22
Total revenue from operations	**54,530.65**	**50,104.68**
Segment results		
Content solutions	11,182.45	10,260.75
eLearning solutions	2,220.28	2,827.52
Platform solutions	5,110.44	3,918.48
Total	**18,513.17**	**17,006.75**
Add: Interest income	402.16	320.70
Less: Finance cost	86.20	110.78
Less: Un-allocable expenditure (net of un-allocable income)	2,703.08	2,523.73
Profit before tax	**16,126.05**	**14,692.94**
Tax expense	4,249.23	3,773.61
Profit for the year	**11,876.82**	**10,919.33**

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

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 2024	Year ended 31 March 2023
India (country of domicile)	884.60	1,938.83
Europe	19,437.73	17,132.13
USA	28,005.45	27,702.83
Rest of the world	6,202.87	3,330.89
Total	**54,530.65**	**50,104.68**

(Revenue from one customer amounts to INR. 7163.88 lacs (previous year revenue from one customers amount to INR 5,945.26 lacs). No other single customer represents 10% or more to the company revenue for financial year ended 31 March 2024 and 31 March 2023.

(ii) Non-current assets (by geographical location of assets)*

Particular	As at 31 March 2024	As at 31 March 2023
India (country of domicile)	11,719.12	12,237.12
Europe	7,948.22	651.46
USA	11,917.28	6,239.51
Rest of the world	8,259.07	0.31
Total	**39,843.69**	**19,128.40**

*Non-current assets are excluding financial instruments and deferred tax assets.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(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. Rahul Arora, Chairman & CEO 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 (retired w.e.f 28 January 2024) Mr. Suhas Khullar (appointed w.e.f. 01 January 2024) **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 2024	Year ended 31 March 2023
1	**Rentals paid**	ADI BPO Services Limited	211.86	211.86
		ADI Media Private Limited	5.28	2.63
2	**Infrastructure charges**	ADI BPO Services Limited	51.60	51.60
		ADI Media Private Limited	2.59	1.22

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(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 2024	Year ended 31 March 2023
3	**Remuneration**			
	(i) Short-term employee benefits	Mr. Rahul Arora	420.07	334.45
		Ms. Yamini Tandon	-	12.08
		Mr. Sunit Malhotra	77.04	69.18
		Mr. Ratish Mohan Sharma	-	8.70
		Mr. Raman Sapra	38.43	9.19
	(ii) Post-employment benefits	Mr. Rahul Arora	3.35	79.15
		Mr. Sunit Malhotra	0.97	2.88
		Mr. Raman Sapra	1.00	0.64
	(iii) Share based payments	Mr. Sunit Malhotra	3.34	-
4	**Director sitting fees**	Ms. Jayantika Dave	8.60	8.40
		Ms. Achal Khanna	7.40	7.20
		Mr. Ajay Mankotia	16.20	15.60
		Dr. Piyush Kumar Rastogi	9.40	9.40
		Mr. Suhas Khullar	1.40	-
		Ms. Yamini Tandon	14.80	13.40
5	**Dividend Paid**	ADI BPO Services Limited	5,845.31	3,156.47

(c)	Balances at the year end	Name of related party	As at 31 March 2024	As at 31 March 2023
1	**Security deposit placed**	ADI BPO Services Limited	93.21	86.86
		ADI Media Private Limited	0.75	0.68
2	**Right-of-use assets**	ADI BPO Services Limited	5.24	10.50
		ADI Media Private Limited	0.13	0.20
3	**Trade payables**	ADI Media Private Limited	0.08	0.16
4	**Projected benefit obligation**	Mr. Rahul Arora	93.24	85.78
		Mr. Sunit Malhotra	17.97	16.24
		Mr. Raman Sapra	1.67	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 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2023: 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 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

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 2024	As at 31 March 2023
(a) Income tax	276.32	249.58
(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 Nil (31 March 2023: INR 77.21 Lacs).

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	As at 30 May 2022
Property, plant and equipment	56.23
Right-of-use assets	82.70
Other intangible assets	1,375.73
Other financial assets	34.63
Income tax assets	113.56
Contract assets	283.28
Other current assets	97.31

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

39 Business Combination (Contd..)

Particulars	As at 30 May 2022
Trade receivables	354.42
Cash and cash equivalents	826.21
Other Bank Balance	17.31
Lease liabilities	(85.90)
Trade payables	(172.51)
Other financial liabilities-current	(205.61)
Other current liabilities	(413.18)
Provisions	(150.80)
Deferred tax liabilities (net)	(282.78)
Net assets	**1,930.60**
Purchase consideration	4,208.67
Goodwill	**2,278.07**

Purchase consideration	Amount
Cash paid including net working capital adjustments (a)	4,153.42
Deferred consideration (b)	55.25
Total purchase consideration (c)=(a+b)	**4,208.67**
Less: Cash and cash equivalents acquired (d)	(826.21)
Total purchase consideration (net of cash and cash equivalent acquired) (e)=(c+d)	**3,382.46**
Net Cash and cash equivalent outflow (f)=(a+d)	**3,327.21**

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 Group recognised a 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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

39 Business Combination (Contd..)

Scheme of amalgamation

During the year ended 31 March 2023, MPS Interactive Systems Limited ('the Transferee Company' or"MPSi"), a subsidiary of the Holding Company had applied for scheme of amalgamation ("Scheme") with its wholly owned subsidiary E.I. Design Private Limited ('Transferor Company or "EID"). The appointed date of merger is 31 May 2022. The scheme of amalgamation amongst the MPSi and EID has been approved by the Regional Director, Chennai and has been made effective from 31 May 2022.

Pursuant to the approval of the Scheme by Regional Director, Chennai vide its Order dated 06 June 2023 approving merger of EID into and with MPSi w.e.f the appointed date i.e. 31 May 2022, all the assets, liabilities and reserves have been recorded by applying the pooling of interest method in accordance with Appendix C of IND AS 103 'Business Combinations'.

Accordingly, comparative financial information for the financial year ended 31 March 2023 have been adjusted to reflect the impact of such merger on the consolidated financial results. Increase/decrease in previous periods published numbers are as below:

Particulars	Year ended 31 March 2023	
	Pre-Merger	Post-Merger
Current tax	3,719.88	3,633.12
Deferred tax	57.52	144.28
Non-current tax assets (net)	636.13	722.89
Goodwill	11,522.91	12,289.09
Other Equity	40,659.06	41,004.11
Deferred Tax Liabilities	1,723.45	2,231.34

40 (a) Business Combination-Acquisition of Liberate Group

On 31 August 2023, the Company acquired 65% of the shares held by the shareholders of each entity of Liberate Group i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) through MPS Interactive Systems Limited, a wholly-owned subsidiary of the company for a consideration of AUD 9.32 million (INR 5,014.32 lacs). The consideration of AUD 9.32 million (INR 5,014.32 lacs) includes immediate cash payout, deferred contingent consideration and holdback amount towards net working capital adjustments. The consideration of AUD 7.58 Million (INR 4080.18 lacs) due at completion was paid upon acquisition and the remaining amount will be paid at a later date as per the terms of the Share Purchase Agreement ("SPA") and other transaction documents dated 29 August 2023 and 31 August 2023. The aforementioned consideration of AUD 9.32 million (INR 5,014.32 lacs) has been revised to AUD 9.10 million (INR 4,905.20 lacs) post net working capital adjustments carried out in accordance with the SPA.

The remaining 35% shareholding of each of the entities of Liberate Group will be acquired in subsequent tranches based upon valuation methodology as agreed under the transaction documents and the liability of the same has been recognized in the consolidated financial statements.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

40 (a) Business Combination-Acquisition of Liberate Group (Contd..)

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	As at 31 August 2023
Other intangible assets	4,018.36
Contract assets	165.18
Other current assets	3.98
Trade receivables	394.77
Cash and cash equivalents	475.55
Trade payables	(64.19)
Other financial liabilities-current	(54.38)
Income received in advance (contract liabilities)	(961.23)
Other current liabilities	(209.61)
Income tax liabilities (net)	(41.68)
Deferred tax liabilities (net)	(1,011.34)
Net assets	**2,715.41**
Purchase consideration	7,032.61
Goodwill	**4,317.20**

Purchase consideration	**Amount**
Cash paid including net working capital adjustments (a)	4,205.54
Contingent consideration (b)	600.59
Payable to promotors towards balance 35% stake (c)	2,226.48
Total purchase consideration (d)=(a+b+c)	**7,032.61**
Less: Cash and cash equivalents acquired (e)	(475.55)
Total purchase consideration (net of cash and cash equivalent acquired) (f)=(d+e)	**6,557.06**
Net Cash and cash equivalent outflow (g)=(a+e)	**3,729.99**

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 4,317.20 lacs comprises value of 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 112.67 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".

Liberate Group had generated profit after tax of INR 435.22 lacs from 01 September 2023 to 31 March 2024. Revenue for the same period is INR 2,038.31 lacs.

If Liberate Group had been acquired on 01 April 2023, revenue of the Group for FY 2023-24 would have been higher by INR 2,079.08 lacs, and profit for the year would have increased by INR 491.02 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.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

40 (a) Business Combination-Acquisition of Liberate Group (Contd..)

Significant judgements

i) Contingent consideration

The obligation to pay contingent consideration to the promoters of the Liberate Group has been recorded as financial liability at fair value as per the terms of the SPA which primarily specifies the payment of additional consideration on achievement of specified performance targets over a period of next two years. This financial liability has been measured to be AUD 1.12 Million (INR 600.59 lacs) at the date of acquisition initially as per terms of the SPA. This amount was re-measured as at 31 March 2024 to AUD 1.03 Million (INR 553.71 lacs). The decrease in liability amounting to AUD 0.09 Million (INR 50.14 lacs) and exchange differences (loss) amounting to INR 3.26 lacs has been charged to consolidated statement of profit and loss. The maximum outflow of consideration on account of this liability is AUD 1.30 Million as per the terms of the SPA.

ii) Gross obligation towards further stake acquisition in subsidiary company

The put and call option arrangement for remaining 35% interest of Liberate Group has been recorded at AUD 4.14 Million (INR 2,226.48 lacs) as financial liability for future acquisition. The value of the same has been determined basis fair valuation performed by valuation expert as per SPA.

This amount was re-measured at AUD 4.20 Million (INR 2,273.74 lacs) and increase of AUD 0.06 Million (INR 35.16 lacs) has been recorded as expense in the statement of profit and loss along-with exchange difference (loss) of INR 12.10 lacs.

40 (b) Business Combination-Acquisition of AJE Group

On 29 February 2024, the Group completed the acquisition of Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China along-with carve out AI-Tool ("Curie") and Research Quality Evaluation ("RQE") from Springer Science+Business Media LLC, a Subsidiary of Springer Nature Group, through a newly formed Special Purpose Vehicle ("SPV") American Journal Experts LLC, under MPS North America LLC, a wholly-owned subsidiary of the Company, for a total purchase consideration of USD 8.40 Million (INR 6,967.07 lacs) paid as per the terms of the Membership Interest Purchase Agreement and other transaction documents.

Following assets and liabilities have been recorded on fair value based on the provisional purchase price allocation workings prepared by the management of the Group:

Particulars	As at 29 February 2024
Property, plant and equipment	119.23
Right-of-use assets	87.70
Other intangible assets	3,270.42
Other financial assets	36.86
Other current assets	251.29
Trade receivables	1,711.70
Cash and cash equivalents	3,202.65
Lease liabilities	(92.33)
Trade payables	(1,251.56)
Other financial liabilities-current	(2,389.91)

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

40 (b) Business Combination-Acquisition of AJE Group (Contd..)

Particulars	As at 29 February 2024
Income received in advance (contract liabilities)	(3,723.90)
Other current liabilities	(3,125.62)
Provisions	(606.05)
Deferred tax liabilities (net)	(688.91)
Net assets	**3,198.43**
Purchase consideration	6,967.07
Goodwill	**10,165.50**

Purchase consideration	Amount
Cash paid including net working capital adjustments (a)	6,967.07
Less: Cash and cash equivalents acquired (b)	(3,202.65)
Net Cash and cash equivalent outflow (c)=(a+b)	**3,764.42**

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 10,165.50 lacs comprises value of growth expectations, expected future profitability and expected cost synergies arising from the acquisition. Goodwill is not expected to be deductible for tax purposes.

AJE Group had generated loss after tax of INR 134.77 lacs for the month of March' 2024. Revenue for the same period is INR 1,559.50 lacs.

As detailed above, this acquisition involves 2 (two) legal entities and certain carve out business from Springer Science+Business Media LLC and it is impracticable to prepare the financial information of the acquired business from 01 April 2023 to 29 February 2024. Accordingly, the information relating to impact on reported revenue and profit and loss considering the acquisition had taken place as on 01 April 2023 has not been reported.

The goodwill and assets identified in case of above acquisition is based on provisional purchase price allocation ("PPA") available with the Group and is subject to change pending finalisation of working capital adjustments which is due for completion subsequent to acqusition in accordance with the terms of MIPA and shall not exceed the timeline of one year from the acquisition.

41 (a) During the year, the Holding Company paid final dividend of INR 3,421.16 lacs for the financial year 2022-23 (31 March 2023: INR 5,131.74 lacs for the financial 2021-22) to its equity share holders. This represents a payment of INR 20 per equity share (31 March 2023: INR 30 per equity share).

41 (b) During the year, the Holding Company paid an interim dividend of INR 5,131.74 lacs respectively (31 March 2023: Nil) to its equity share holders. This represents a payment of INR 30 per equity share (31 March 2023: Nil).

The Board of Directors recommended a final dividend of INR 45 per equity share (face value of INR 10 per share) for the financial year 2023-24, which shall be paid subject to the approval of shareholders in the Annual General Meeting.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

42 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	31-03-2024	80.70%	37,108.08	89.63%	10,644.79	0.74%	1.65	88.00%	10,646.44
		31-03-2023	82.40%	35,198.60	79.02%	8,628.41	32.58%	383.01	74.51%	9,011.42
	Wholly Owned Subsidiaries									
	Indian									
1	MPS Interactive Systems Limited*	31-03-2024	21.07%	9,689.65	8.27%	981.83	(6.17%)	(13.68)	8.00%	968.15
		31-03-2023	20.40%	8,715.27	16.78%	1,832.11	(0.17%)	(1.97)	15.13%	1,830.14
	Foreign									
1	MPS North America LLC	31-03-2024	23.48%	10,798.33	17.18%	2,040.26	63.39%	140.49	18.03%	2,180.75
		31-03-2023	20.17%	8,617.57	3.21%	350.96	55.50%	652.42	8.30%	1,003.38
2	Topsim GmbH	31-03-2024	1.93%	887.55	2.33%	277.10	1.19%	2.63	2.31%	279.73
		31-03-2023	1.42%	607.83	2.37%	258.54	3.07%	36.10	2.44%	294.63
3	MPS Europa AG	31-03-2024	1.31%	603.84	3.06%	362.91	43.19%	95.72	3.79%	458.63
		31-03-2023	1.94%	830.54	(0.70%)	(76.45)	5.36%	63.07	(0.11%)	(13.38)
4	HighWire Press Limited**	31-03-2024	-	-	-	-	-	-	-	-
		31-03-2023	-	-	(0.44%)	(48.56)	(1.24%)	(14.62)	(0.52%)	(63.17)
5	Semantico Limited	31-03-2024	0.22%	102.82	0.32%	37.69	26.64%	59.04	0.80%	96.72
		31-03-2023	3.92%	1,673.80	(0.26%)	(27.91)	3.07%	36.15	0.07%	8.24
6	Research Square AJE LLC	31-03-2024	(14.55%)	(6,688.53)	(1.57%)	(186.58)	(17.42%)	(38.60)	(1.86%)	(225.18)
		31-03-2023	-	-	-	-	-	-	-	-
7	American Journal Online (Beijing) information Consulting Company Limited	31-03-2024	1.80%	827.53	0.45%	52.99	0.37%	0.81	0.44%	53.80
		31-03-2023	-	-	-	-	-	-	-	-
8	American Journal Experts LLC	31-03-2024	15.15%	6,967.07	-	-	-	-	-	-
		31-03-2023	-	-	-	-	-	-	-	-
8	Liberate Group	31-03-2024	(0.28%)	(130.81)	3.66%	435.22	(1.74%)	(3.86)	3.57%	431.36
		31-03-2023	-	-	-	-	-	-	-	-
	Total elimination	31-03-2024	(30.85%)	(14,184.05)	(23.32%)	(2,769.39)	(10.18%)	(22.56)	(23.08%)	(2,791.95)
		31-03-2023	(30.27%)	(12,928.92)	0.02%	2.24	1.82%	21.36	0.19%	23.59
	Total (31 March 2024)		**100%**	**45,981.48**	**100%**	**11,876.82**	**100%**	**221.64**	**100%**	**12,098.46**
	Total (31 March 2023)		**100%**	**42,714.69**	**100%**	**10,919.33**	**100%**	**1,175.52**	**100%**	**12,094.85**

*Pursuant to the order of Regional Director, Chennai dated 06 June 2023 approving merger of E.I. Design Private Limited ("Transferor Company") into and with MPS Interactive Systems Limited ("Transferee Company") with effect from the appointed date i.e. 31 May 2022, all the assets, liabilities and reserves have been recorded by applying the pooling of interest method in accordance with Appendix C of IND AS 103 'Business Combinations'.

**HireWire Press Limited a wholly owned subsidiary of MPS North America LLC, USA (disssloved w.e.f 06 June 2023)

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

43 Revenue

(i) Revenue from contracts with customers (refer note 21)

Revenues for the year ended 31 March 2024 and 31 March 2023 are as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Content solutions	28,805.52	26,103.79
eLearning solutions	13,381.48	12,617.62
Platform solutions	12,343.65	11,323.64
	54,530.65	**50,045.05**

(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 2024				Year ended 31 March 2023			
	Content solutions	eLearning solutions	Platform solutions	Total	Content solutions	eLearning solutions	Platform solutions	Total
India (country of domicile)	54.69	750.59	79.32	**884.60**	31.28	1,758.75	89.17	**1,879.20**
Europe	10,977.70	4,393.84	4,066.19	**19,437.73**	9,148.85	3,414.40	4,568.88	**17,132.13**
USA	16,586.64	5,061.65	6,357.16	**28,005.45**	16,503.00	5,326.95	5,872.88	**27,702.83**
Rest of the world	1,186.49	3,175.40	1,840.98	**6,202.87**	420.66	2,117.52	792.71	**3,330.89**
Total	**28,805.52**	**13,381.48**	**12,343.65**	**54,530.65**	**26,103.79**	**12,617.62**	**11,323.64**	**50,045.05**

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 2024	As at 31 March 2023
Receivables, which are included in 'Trade and other receivables' (refer note 11)	10,068.07	8,659.79
Unbilled revenue (refer note 8(ii))	224.21	239.24
Contract assets (refer note 10 (ii))	4,862.13	4,980.56
Contract liabilities (refer note 19)	9,816.17	6,319.79

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 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

43 Revenue (Contd..)

Significant changes in the contract assets and the contract liabilities balances during the year are as follows

Particulars	Year ended 31 March 2024		Year ended 31 March 2023	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
Balance as at beginning of the year	**4,980.56**	**6,319.80**	**3,246.30**	**6,915.06**
Business combination (refer note no 39 and 40)	165.18	4,685.12	283.28	403.28
Revenue recognised that was included in the unearned balance at the beginning of the year	-	(5,439.48)	-	(6,217.41)
Increases due to cash received, excluding amounts recognised as revenue during the year	-	4,215.92	-	4,015.89
Reversal of contract assets/contract liabilities	(125.90)	-	-	-
Transfers from contract assets recognised at the beginning of the year to receivables	(4,350.47)	-	(3,235.21)	-
Increases as a result of changes in the measure of progress	4,184.26	-	4,686.19	1,128.99
Exchange Impact	8.50	34.81	-	73.98
Balance at the end of the year	**4,862.13**	**9,816.17**	**4,980.56**	**6,319.79**

(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 2023 : Nil).

(v) Reconciliation of revenue recognized with the contracted price is as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Contracted price	**54,757.91**	**50,060.34**
Reductions towards variable consideration components	(227.26)	(15.29)
Revenue recognised	**54,530.65**	**50,045.05**

(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 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

44 Disclosure pursuant to Section 186(4) of the Companies Act, 2013 in respect of unsecured loans by the Holding Company to Subsidiary Companies:-

(a)

MPS North America LLC	As at 31 March 2024	As at 31 March 2023
Outstanding as at the beginning of year	-	-
Given during the year	2,988.72	-
Repaid during the year	-	-
Maximum balance outstanding	2,988.72	-
Outstanding as at the end of year*	**2,988.72**	-

The loan is granted to the subsidiary for further investment in 100% equity shares of Research Square AJE LLC, North Carolina, USA along with its subsidiary American Journal Online (Beijing) Information Consulting Company Limited, Beijing, China through a newly formed Special Purpose Vehicle ("SPV") American Journal Experts LLC at 9.92% per annum interest rate which is repayable after one year in 8 equal quarterly instalments.

(b)

MPS Interactive Systems Limited	As at 31 March 2024	As at 31 March 2023
Outstanding as at the beginning of year	1,363.96	-
Given during the year	2,000.00	1,500.00
Repaid during the year	2,163.96	136.04
Maximum balance outstanding	3,363.96	1,500.00
Outstanding as at the end of year*	**1,200.00**	**1,363.96**

During the year, the Holding Company has granted additional loan to MPS Interactive Systems Limited for acquisition of 65% equity shares of Liberate group as referred in Note 40 (a) at 10.50% per annum interst rate which is repayable as per stipulated schedule over a period of 7 years. (31 March 2023: 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.)

*The above outstanding loan balances stands eliminated in these consolidated financial statement.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

45 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 2024	Balance Outstanding as at 31 March 2023	Relationship with the Struck off company, if any
Trinity Publishing services (P) Ltd	Payables	-	0.18	No
		-	**0.18**	

46 The Group is compliant with number of layers prescribed under Clause 87 of Section 2 of Companies act, 2013.

47 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall only use such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The new requirement is applicable with effect from the financial year beginning on 1 April 2023.

The Holding Company and its subsidiary company which are incorporated in India and audited under the Companies Act, 2013, use an accounting software as the primary accounting software for maintaining its books of accounts. During the current financial year, the audit trail (edit log) features for any direct changes made at the database level were not enabled for the accounting software used for maintenance of all the accounting records. However, the audit trails (edit log) at the applications level (entered from the frontend by users) for the accounting software were operating for all relevant transactions recorded in the software.

The Holding Company and its subsidiary company which are incorporated in India and audited under the Companies Act, 2013, also use one third party application for processing its payroll. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SSAE 21, Statement on Standards for Attestation Engagements does not comment on existence of audit trail (edit logs) for any maintenance of logs of direct changes made at the database level. Further audit trail feature for the changes made through application level are retained only for 365 days as the same results into slowing down of system due to huge volume of data.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024

(INR in Lacs, except share and per share data, unless otherwise stated)

48 Ratios

Ratios	Formulas for Computation	Measures (Times/ Percentage)	31 March 2024	31 March 2023	Variation	Remarks
Current Ratio	Curren Assets/Current Liabilities	Times	1.61	3.36	(52.15%)	This ratio increased due to increase in current liabilities as compared to current assets pursuant to acquistion of Research Square AJE LLC by the Group.
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	27%	28%	(2.63%)	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	5.67	5.73	(1.19%)	Not Applicable as variation is within 25%
Trade Payable turnover Ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	5.81	6.70	(13.19%)	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	2.90	2.29	26.31%	This ratio increased due to decreased denominator on account on higher current liabilities as compared to current assets pursuant to acquistion of Research Square AJE LLC by the Group.
Net Profit Ratio	PAT/ Revenue from Operations	Percentage	22%	22%	(0.06%)	Not Applicable as variation is within 25%
Return on Capital Employed	EBIT/Capital Employed ((Net Worth +Lease Liabilities+Deferred Tax Liabilities)	Percentage	30%	30%	(0.93%)	Not Applicable as variation is within 25%
Return on Investments	PBT/Total Assets	Percentage	22%	26%	(16.52%)	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.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

Notes forming part of Consolidated Financial Statements for the year ended 31 March 2024
(INR in Lacs, except share and per share data, unless otherwise stated)

49 Other statutory information (Contd..)

(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**
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora
Partner
Membership Number: 504774
Place : New Delhi
Date : 21 May 2024

For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman and CEO
DIN: 05353333
Place : Florida, USA
Date : 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place : New Delhi
Date : 21 May 2024

Sunit Malhotra
Chief Financial Officer
Membership No.:084004
Place : Noida, Uttar Pradesh
Date : 21 May 2024

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 21 May 2024

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 2023-24	Financial Year 2023-24	Financial Year 2023-24	Financial Year 2023-24
Reporting currency and exchange rate as on the Financial Year ended on 31 March 2024	INR 83.405 = USD 1	Indian Rupees (INR)	INR 92.0375 = CHF 1	INR 89.8775 = EURO 1
Share Capital	4,213.59	6,200.00	68.34	182.27
Reserves & Surplus	6,584.73	3,489.65	535.50	705.28
Total Assets	15,364.34	16,116.74	759.61	2,034.98
Total Liabilities	15,364.34	16,116.74	759.61	2,034.98
Investments	7,597.22	4,445.93	-	-
Turnover	6,943.07	8,275.07	1,259.09	1,807.69
Profit/(Loss) before Taxation	2,175.97	1,246.80	408.50	272.70
Provision for Taxation	135.71	264.97	45.60	(4.40)
Profit/(Loss) after Taxation	2,040.26	981.83	362.91	277.10
Other Comprehensive Income/(Loss)	140.49	(13.68)	95.72	2.63
Total Comprehensive Income	2180.75	968.15	458.63	279.73
Proposed Dividend	Nil	176.50	411.85	Nil
% of Shareholding	100%	100%	100%	100%

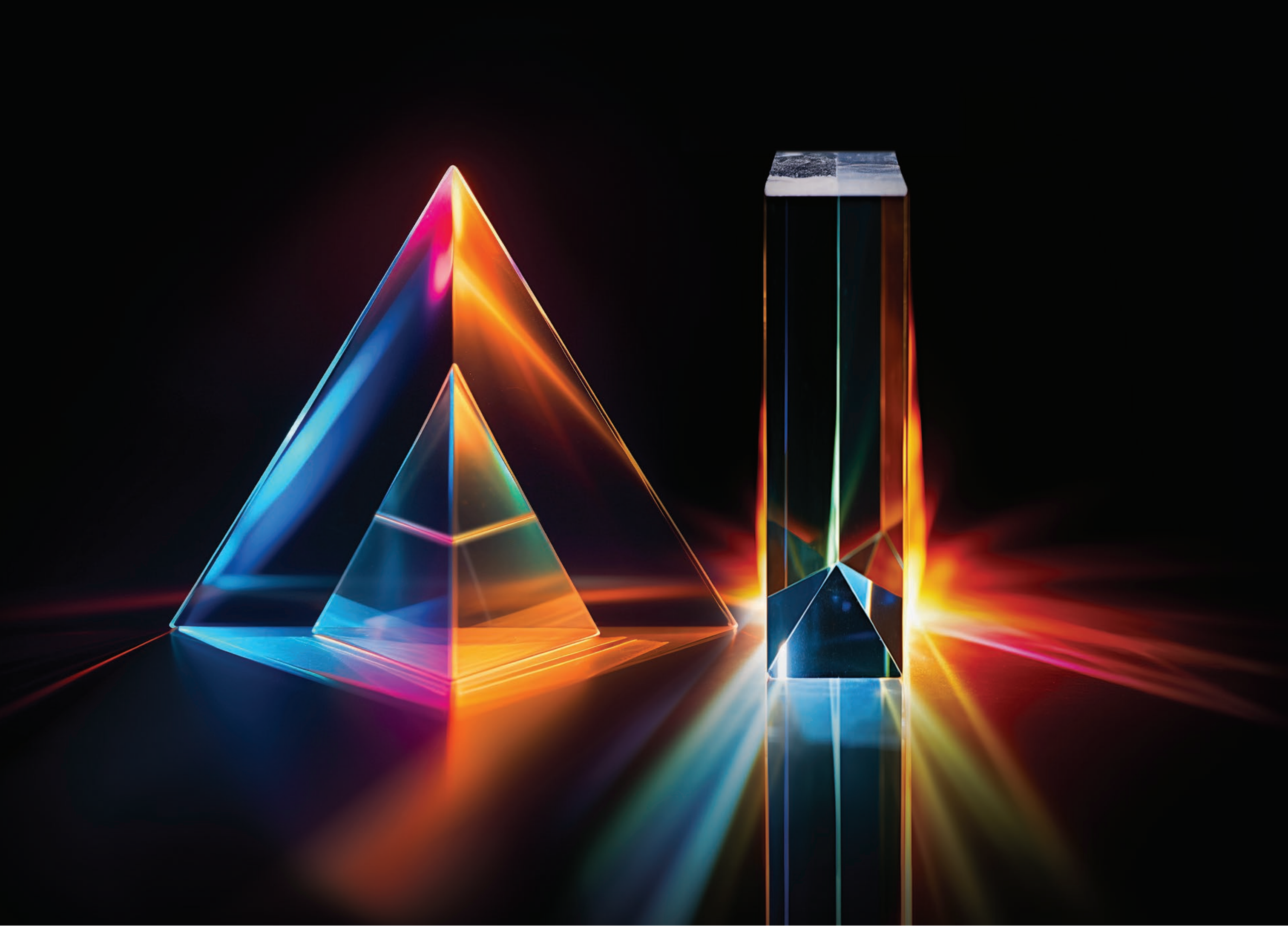
For and on behalf of the Board of Directors of **MPS Limited**

Rahul Arora
Chairman & CEO
DIN: 05353333
Place: Florida, USA
Date: 21 May 2024

Ajay Mankotia
Director
DIN: 03123827
Place: New Delhi
Date: 21 May 2024

Raman Sapra
Company Secretary
Place: Noida, Uttar Pradesh
Date: 21 May 2024

Sunit Malhotra
Chief Financial Officer
Place: Noida, Uttar Pradesh
Date: 21 May 2024



Notice of 54th Annual General Meeting

MPS LIMITED

Regd. Office: RR Towers IV, Super A, 16/17, Thiru-VI-KA Industrial Estate, Guindy, Chennai, Tamil Nadu-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 54th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 54th (Fifty-Fourth) Annual General Meeting ("AGM") of the Members of MPS Limited ("the Company") will be held on Thursday, 08 August 2024, at 05:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company, situated at RR Towers IV, Super A, 16/17, Thiru-VI-KA Industrial Estate, Guindy, Chennai, Tamil Nadu-600032, shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt
   a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, 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 2024, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of INR 30/- (Rupees Thirty Only) per Equity Share of INR 10/- each already paid during the year as Interim Dividend for the Financial Year 2023-24 and to declare a Final Dividend of INR 45/- (Rupees Forty-Five Only) per Equity Share of INR 10/- each for the Financial Year 2023-24.
3. To appoint Ms. Yamini Tandon (DIN: 06937633), Non-Independent and Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board
For MPS Limited

Place: Noida, Uttar Pradesh
Date: 29 June 2024

Raman Sapra
Company Secretary
M.No.: F9233

Registered Office:
RR Towers IV, Super A, 16/17, Thiru-VI-Ka
Industrial Estate, Guindy, Chennai-600032
Tamil Nadu, India
CIN: L22122TN1970PLC005795

IMPORTANT NOTES:

A. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 54TH AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 14/2020 dated 08 April 2020, and subsequent circulars issued by MCA, read with the latest General Circular No. 09/2023 dated 25 September 2023 (hereinafter collectively referred to as "MCA Circulars") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CR/2023/167 dated 07 October 2023 (hereinafter referred to as "SEBI Circulars") in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OVAM)", permitted for holding the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held through VC/OAVM, the physical attendance of members has been dispensed with, accordingly, the facility to appoint proxies 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 AGM 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 in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, 01 August 2024.

   A person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or casting vote through the e-voting system during the meeting.

   For this purpose, 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 cast their vote by remote e-voting shall be able to exercise their 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.
4. The remote e-voting period commences on Monday, 05 August 2024 (09:00 am IST) and ends on Wednesday, 07 August 2024 (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. Thursday, 01 August 2024, may opt for remote e-voting and cast their vote electronically.
   b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting at the Meeting.

c. 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. Thursday, 01 August 2024, 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.

d. 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.

e. 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.

f. At the end of the remote e-voting period, the facility shall forthwith be blocked.

5. The Members can join the AGM through 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 1,000 members on a first come first served basis. However, this number does not include the 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 AGM without restriction on a first come first served basis.

6. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Authorized representatives of the corporate members intending to participate in the AGM are requested to send by email a certified copy of the Board Resolution/Power of Attorney/Authority Letter, authorizing their representatives to attend and vote on their behalf in the Meeting to M/s. R. Sridharan and Associates, Scrutinizer, at rsaevoting@gmail.com with a copy marked to the Company at investors@mpslimited.com.

8. 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. The same will be replied by the Company suitably.

9. Members seeking any information with regard to Financial Statements or any matter to be placed at the AGM 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.

10. In compliance with the above circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 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. Thursday, 01 August 2024. The Notice has also been uploaded on the Company's website at the weblink https://www.mpslimited.com/annual -general-meeting/. The Annual Report of the Company 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.

11. The proceedings and the recording of the forthcoming AGM on Thursday, 08 August 2024, shall also be made available on the Company's website at the weblink https://www.mpslimited.com/annual-general-meeting/, as soon as possible after the Meeting is over.
12. 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 01 August 2024 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/Cameo Corporate Services Limited ("RTA") at the end of business hours on 01 August 2024.
13. 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 Friday, 26 July 2024. 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.
14. A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to https://investors.cameoindia.com. Shareholders are requested to note that if the PAN is not correct/invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable, and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, 26 July 2024.
15. Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to https://investors.cameoindia.com. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, 26 July 2024.
16. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

17. The Members whose unclaimed dividends and/or shares have been transferred to IEPF may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on www.iepf.gov.in. For details, please refer to Report on Corporate Governance which is a part of the Annual report and FAQ of investor page on Company's website at https://www.mpslimited.com/annual-general-meeting.
18. 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 Saturday, Sunday 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 at the weblink https://www.mpslimited.com/financial-information/.
19. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11 August 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login. Link to the ODR Portal is also available on the homepage of Company's website at https://www.mpslimited.com/

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 Monday, 05 August 2024 at 09:00 AM (IST) and ends on Wednesday, 07 August 2024 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. Thursday, 01 August 2024, 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 December 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 9 December 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 using 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 e-voting is in progress as per the information provided by the Company. On clicking the e-voting 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 are 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. 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 e-voting is in progress and also will be 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 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.

Type of shareholders	Login Method
	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 held 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 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: 022 - 4886 7000 and 022 - 2499 7000

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 the 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 delinked 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 mandatorily required 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 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 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 Friday, 02 August 2024, 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 Friday, 02 August 2024, 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 AGM through VC/OAVM facility and have not cast 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 AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM, 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. nagaraj@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 Friday, 02 August 2024 to Thursday, 08 August 2024 (both days inclusive) for the purpose of the 54th AGM and determination of Members eligible for payment of Final Dividend for the financial year 2023-24.

b. The Company has fixed Thursday, 01 August 2024, as the "Record Date" for determining the entitlement of members to the final dividend for the financial year ended 31 March 2024, if approved at the AGM.

c. SEBI vide its circular mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 01 April 2024, upon their furnishing all the aforesaid details in entirety.

   Further, any service requests or complaints received from the member are not processed by RTA till the aforesaid details/documents are provided to 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.

   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 certificate; 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 dematerialization, 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 are available on the Company's website at the weblink 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.

d. 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.

e. 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.

f. 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, which is available on the Company's website at the weblink https://www.mpslimited.com/notices-and-voting-results/. Further, SEBI vide its circular dated 03 November 2021, 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.

g. The Board vide its resolution passed on 21 May 2024, has appointed Mr. R. Sridharan, Practicing Company Secretary of M/s. R. Sridharan and Associates (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.

   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.

   The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at the weblink https://www.mpslimited.com/notices-and-voting-results/ and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The result 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.

h. Subject to receipt of a requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Thursday, 08 August 2024.

By Order of the Board
For MPS Limited

Place: Noida, Uttar Pradesh
Date: 29 June 2024

Raman Sapra
Company Secretary
M.No.: F9233

Registered Office:
RR Towers IV, Super A, 16/17, Thiru VI- KA Industrial Estate, Guindy, Chennai-600032, Tamil Nadu, India
CIN: L22122TN1970PLC005795

ANNEXURE TO THE NOTICE

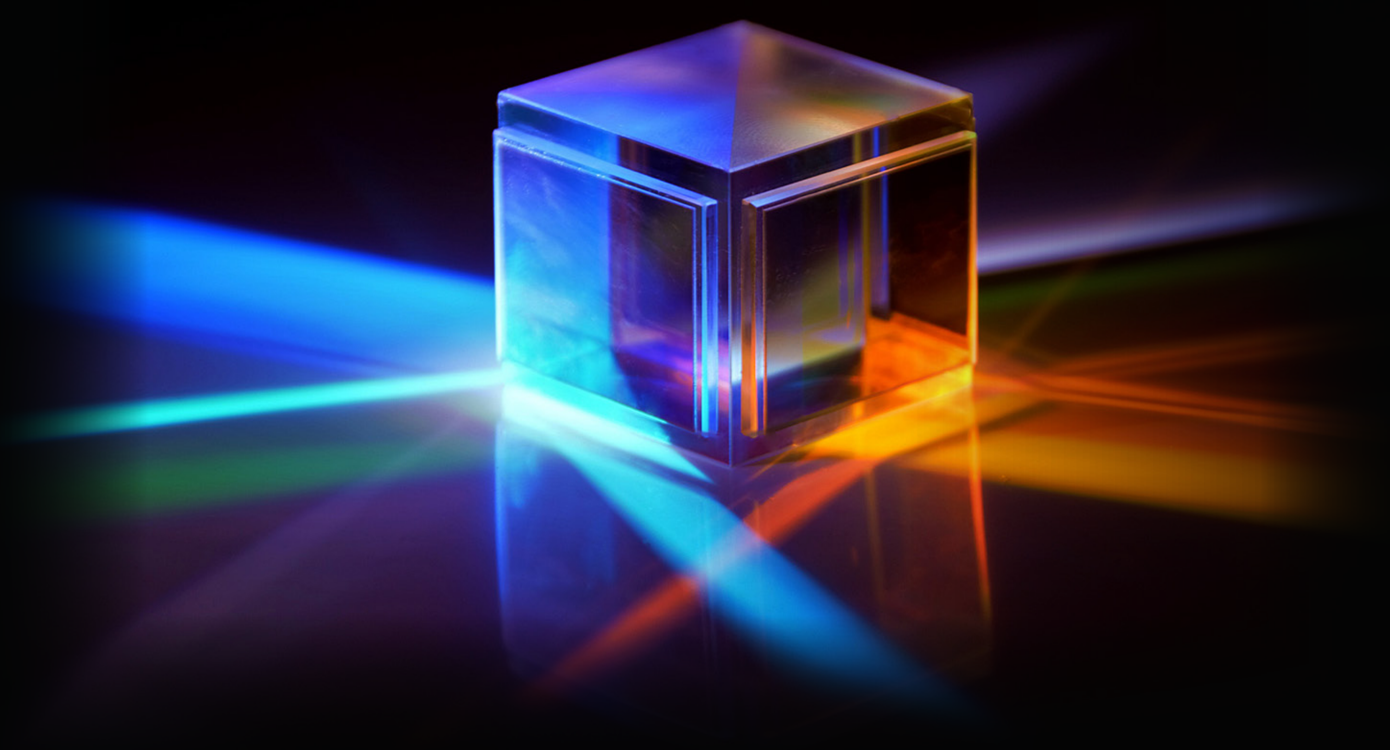
(For Item No. 3)

Details of the Director seeking Re-appointment as required pursuant to 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	7
*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

Registered office
RR Towers, Super A, 16/17, TVK Industrial Estate, Guindy,
Chennai – 600 032 Tamil Nadu, India
CIN: L22122TN1970PLC005795
Website: www.mpslimited.com