

### STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2018

(INR in lacs, except per equity share data)

Sl No	Particulars	Three months ended 31-Mar-2018 (Audited) (refer note-3)	Preceding three months ended 31-Dec-2017 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2017 (Audited) (refer note-3)	Current year ended 31-Mar-2018 (Audited)	Previous year ended 31-Mar-2017 (Audited)
I	Revenue from operations (net)	6,358	6,788	7,163	26,703	28,870
II	Other income	498	512	478	2,298	1,942
III	<b>Total income (I+II)</b>	<b>6,856</b>	<b>7,300</b>	<b>7,641</b>	<b>29,001</b>	<b>30,812</b>
IV	<b>Expenses</b>					
	Employee benefit expense	2,696	2,717	2,742	11,149	12,129
	Finance cost	9	2	5	13	17
	Depreciation and amortization expense	178	190	170	804	588
	Other expenses	1,769	1,677	2,173	6,849	7,411
	<b>Total expenses</b>	<b>4,652</b>	<b>4,586</b>	<b>5,090</b>	<b>18,815</b>	<b>20,145</b>
V	<b>Profit before exceptional items (III-IV)</b>	<b>2,204</b>	<b>2,714</b>	<b>2,551</b>	<b>10,186</b>	<b>10,667</b>
VI	Exceptional items	-	-	441	-	411
VII	<b>Profit before tax (V-VI)</b>	<b>2,204</b>	<b>2,714</b>	<b>2,140</b>	<b>10,186</b>	<b>10,256</b>
VIII	<b>Tax expense</b>					
	Current tax	829	774	589	3,195	3,167
	Reversal of excess provision for tax relating to earlier years	(9)	2	(133)	(7)	(133)
	Deferred tax charge	(132)	182	115	(23)	179
	<b>Total tax expense</b>	<b>688</b>	<b>958</b>	<b>571</b>	<b>3,165</b>	<b>3,213</b>
IX	<b>Profit for the period (VII-VIII)</b>	<b>1,516</b>	<b>1,756</b>	<b>1,569</b>	<b>7,021</b>	<b>7,043</b>
X	<b>Other comprehensive income</b>					
	Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset	(16)	20	1	(89)	(59)
	Income tax relating to items that will not be reclassified to profit or loss	1	(7)	-	26	20
	Items that will be reclassified subsequently to profit or loss					
	Exchange differences on translation of foreign operations	91	(104)	(271)	91	(230)
	<b>Total other comprehensive income</b>	<b>76</b>	<b>(91)</b>	<b>(270)</b>	<b>28</b>	<b>(269)</b>
XI	<b>Total comprehensive income for the period (IX+X)</b>	<b>1,592</b>	<b>1,665</b>	<b>1,299</b>	<b>7,049</b>	<b>6,774</b>
XII	Paid-up equity share capital (Face Value - INR 10 per Equity Share)	1,862	1,862	1,862	1,862	1,862
XIII	<b>Earnings per equity share (nominal value of share INR 10)</b>					
	Basic and Diluted	8.14	9.43	8.42	37.71	37.82

### STATEMENT OF AUDITED CONSOLIDATED ASSETS AND LIABILITIES

(INR in lacs)

S.No.	Particulars	As at 31-Mar-2018 (Audited)	As at 31-Mar-2017 (Audited)
A	<b>ASSETS</b>		
1	<b>Non-current assets</b>		
	Property, plant and equipment	1,949	2,215
	Investment property	114	117
	Goodwill	1,794	1,708
	Other Intangible assets	1,021	818
	<b>Financial assets</b>		
	Loans	154	151
	Other financial assets	26	28
	Income tax assets (net)	637	659
	Other non-current assets	370	1,459
	<b>Total non-current assets</b>	<b>6,065</b>	<b>7,155</b>



<b>2</b>	<b>Current assets</b>		
	<b>Financial assets</b>		
	Investments	28,800	20,599
	Trade receivables	4,614	6,010
	Cash and cash equivalents	2,299	1,677
	Loans	18	31
	Other financial assets	2,435	1,926
	Other current assets	895	743
	<b>Total current assets</b>	<b>39,061</b>	<b>30,986</b>
	<b>TOTAL ASSETS</b>	<b>45,126</b>	<b>38,141</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>		
<b>1</b>	<b>Equity</b>		
	Equity share capital	1,862	1,862
	Other equity	40,006	32,928
	<b>Total equity</b>	<b>41,868</b>	<b>34,790</b>
<b>2</b>	<b>Liabilities</b>		
	<b>Non-current liabilities</b>		
	Deferred tax liabilities (net)	489	532
	<b>Total non-current liabilities</b>	<b>489</b>	<b>532</b>
<b>3</b>	<b>Current liabilities</b>		
	<b>Financial liabilities</b>		
	Trade payables	1,109	1,100
	Other financial liabilities	494	844
	Other current liabilities	676	507
	Provisions	290	240
	Income tax liabilities (net)	200	128
	<b>Total current liabilities</b>	<b>2,769</b>	<b>2,819</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>45,126</b>	<b>38,141</b>

**NOTES:**

- The above results were reviewed by the Audit Committee and upon their recommendation, approved by the Board of Directors at their meeting held on 23 May 2018. The Statutory auditors of the Company have carried out audit of the financial results for the quarter ended and year ended 31 March 2018 and an unmodified report has been issued. The same has been filed with Stock Exchanges and is also available on the Company's website at [www.adi-mps.com](http://www.adi-mps.com).
- The consolidated financial results of MPS Limited (the Company), its Subsidiaries (collectively known as "the Group") are prepared in accordance with Accounting Standard (Ind AS-110) "Consolidated Financial Statements" as specified under the section 133 of the Companies Act, 2013.
- The figures for the three months ended 31 March 2018 and 31 March 2017 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to preceding quarter of the relevant financial year.
- These consolidated financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 5 July 2016. The Group has adopted Ind AS for the first time beginning 01 April 2017 and the date of transition to Ind AS is 01 April 2016. Consequently consolidated results for the quarter and previous year ended 31 March 2017 have been restated to comply with Ind AS to make them comparable. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP) and Companies (Accounting Standards) Amendment Rules, 2016, which was the previous GAAP (referred to as 'Previous GAAP').
- Reconciliations between consolidated financial results, as previously reported (as per 'Previous GAAP') and Ind AS for quarter/year presented are as under:

Particulars	Corresponding three months ended in previous year	Previous year ended
	31-Mar-2017	31-Mar-2017
Net Profit under Previous GAAP	1,587	6,996
Impact of fair valuation of current investment	(34)	(7)
Impact of fair valuation of forward exchange contracts	(1)	(87)
Impact of expected credit loss	(31)	(20)
Impact of depreciation due to business combination accounting	26	80
Others (refer note i below)	(2)	58
Consequential tax adjustments	24	23
<b>Net Profit for the period under Ind AS</b>	<b>1,569</b>	<b>7,043</b>
Other Comprehensive Income/(loss) (net of taxes)	(270)	(269)
<b>Total Comprehensive Income under Ind AS</b>	<b>1,299</b>	<b>6,774</b>
i) Others include adjustments resulting from classification of actuarial gain/(loss) to OCI, etc.		



- b. Reconciliation of Equity between Previous GAAP and Ind AS for the year ended 31 March 2017 are as under:

(INR in lacs)

Particulars	Previous year ended 31-Mar-2017
Equity reported under Previous GAAP	34,707
Impact of fair valuation of current investment	5
Impact of expected credit loss	(6)
Impact of depreciation due to business combination accounting	80
Others	(1)
Consequential tax adjustments	5
Equity reported under Ind AS	34,790

##### 5 Segment Reporting

- (a) Based on the "management approach" as defined in Ind AS108 Operating Segments, the Chief Operating Decision Maker ('CODM') evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

During the quarter ended December 2017, segment revenue and cost has been realigned as per the changes in the evaluation of performance by CODM. Accordingly figures for the previous quarters, previous periods and previous year have been realigned to conform to current period presentation.

(INR in lacs)

Sl No	Particulars	Three months ended 31-Mar-2018 (Audited)	Preceding three months ended 31-Dec-2017 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2017 (Audited)	Current year ended 31-Mar-2018 (Audited)	Previous year ended 31-Mar-2017 (Audited)
I	<b>Segment revenue</b>					
	Content solutions	5,260	5,572	6,076	21,977	24,857
	Platform solutions	1,098	1,216	1,087	4,726	4,013
	<b>Total revenue from operations</b>	<b>6,358</b>	<b>6,788</b>	<b>7,163</b>	<b>26,703</b>	<b>28,870</b>
II	<b>Segment results (profit before tax, exceptional items and interest from each segment)</b>					
	Content solutions	1,847	2,174	1,928	8,142	8,868
	Platform solutions	464	524	206	1,585	1,149
	<b>Total</b>	<b>2,311</b>	<b>2,698</b>	<b>2,134</b>	<b>9,727</b>	<b>10,017</b>
	<b>Profit before tax and other income</b>					
	Less: Finance cost	9	2	5	13	17
	Less: Exceptional item and un-allocable expenditure (net of un-allocable income)	98	(18)	(11)	(472)	(256)
	<b>Profit before tax</b>	<b>2,204</b>	<b>2,714</b>	<b>2,140</b>	<b>10,186</b>	<b>10,256</b>

- (b) 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.

- 6 The Group acquired certain assets including application platform business from Digital River, Inc. a company based in USA vide asset purchase agreement dated 3 February 2017 for the consideration of INR 428 Lacs which qualifies for business combination accounting. The customary conditions for consummation of the said acquisition were completed on 1 April 2017. As a result, the Company has recorded net assets amounting to INR 378 Lacs at fair value and the balance consideration amounting to INR 50 Lacs is allocated to Goodwill.
- 7 The Company has entered into definitive agreements on 24 April 2018 for the acquisition of the enterprise e-Learning business of Tata Interactive Systems in India (a division of Tata Industries Limited, a company incorporated in India having its registered office in Mumbai) and its branches in USA, UK, Canada and UAE and for the entire paid up equity share capital held by Tata Industries Limited in its wholly owned subsidiaries, Tata Interactive Systems AG, Switzerland and Tata Interactive Systems GmbH, Germany. The Company is confident that the transactions will close in the near future on fulfillment of mutually agreed closing conditions.
- 8 The Company utilized a sum of INR 2,784 Lacs, out of total proceeds of INR 14,780 Lacs from Qualified Institutional Placement ('QIP') (net of issue expenses) raised during the financial year ended 31 March 2015. The balance proceeds of INR 11,996 Lacs as on 31 March 2018, pending utilization for the objects of QIP-growth opportunities such as acquisitions, strategic initiatives, general corporate purposes and any other purposes as may be permissible under applicable law, remained invested in interest/dividend bearing liquid instruments, including money market mutual funds.
- 9 During the preceding quarter ended 31 December 2017, MAG+ AB a wholly owned subsidiary, at Sweden was liquidated and ceased to be a subsidiary of the Company.
- 10 The Standalone results of the Company are available on the Company's website [www.adi-mps.com](http://www.adi-mps.com). The key standalone financial information of the Company is given below:

(INR in lacs)

Particulars	Three months ended 31-Mar-2018 (Audited)	Preceding three months ended 31-Dec-2017 (Un-Audited)	Corresponding three months ended in previous year 31-Mar-2017 (Audited)	Current year ended 31-Mar-2018 (Audited)	Previous year ended 31-Mar-2017 (Audited)
Revenue from operations	5,217	5,304	5,706	21,834	22,356
Profit before tax	2,158	2,588	2,596	10,056	10,064
Tax expense	682	856	754	3,235	3,149
Profit for the period	1,476	1,732	1,842	6,821	6,915
Other comprehensive income, net of income tax	(15)	13	1	(63)	(39)
<b>Total comprehensive income for the period</b>	<b>1,461</b>	<b>1,745</b>	<b>1,843</b>	<b>6,758</b>	<b>6,876</b>

By Order of the Board of Directors

Rahul Arora

Chief Executive Officer and Whole Time Director

Place: Gurugram

Dated : 23 May 2018