

MPS Interactive Systems Limited
Balance Sheet as at 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)
CIN:U74999TN2018PLC122594

Particulars	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	119.87	200.76
Right-of-use assets	3.2	58.07	107.84
Goodwill	4	7,003.97	7,003.97
Other intangible assets	4	752.57	973.43
Financial assets			
Investments	5(i)	4,445.92	4,445.92
Other financial assets	6 (i)	676.72	371.16
Non current tax assets (net)	7	10.29	182.48
Total non-current assets		13,067.41	13,285.56
Current assets			
Financial assets			
Investments	5(ii)	298.80	-
Trade receivables	9	673.91	1,589.30
Cash and cash equivalents	10 (i)	233.31	229.83
Other financial assets	6 (ii)	7.21	231.87
Other current assets	8 (i)	710.56	780.18
Total current assets		1,923.79	2,831.18
TOTAL ASSETS		14,991.20	16,116.74
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	6,200.00	6,200.00
Other equity		4,903.06	3,489.65
Total equity		11,103.06	9,689.65
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13 (i)	260.00	1,010.00
Lease liabilities	13 (ii)	9.39	62.69
Other financial liabilities	15 (i)	-	553.71
Provisions	17 (i)	55.19	52.88
Deferred tax liabilities (net)	12	1,937.49	1,681.04
Total non-current liabilities		2,262.07	3,360.32
Current liabilities			
Financial liabilities			
Borrowings	13 (i)	65.00	190.00
Lease liabilities	13 (ii)	53.30	48.45
Trade payables			
Total outstanding dues of micro enterprises and small enterprises; and	14	26.02	21.64
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	129.61	175.65
Other financial liabilities	15 (ii)	94.25	160.16
Other current liabilities	16	1,134.53	2,384.90
Provisions	17 (ii)	123.36	85.97
Total current liabilities		1,626.07	3,066.77
TOTAL EQUITY AND LIABILITIES		14,991.20	16,116.74
Material accounting policy information	2		
Notes to financial statements	3-43		
The accompanying notes form an integral part of financial statements.			

This is balance sheet referred to in our report of even date

For **Walker Chandio & Co LLP**
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
MPS Interactive Systems Limited

Rohit Arora
Partner
Membership No.: 504774
Place : New Delhi
Date : 15 May 2025

Rahul Arora
Chairman, Chief Executive Officer &
Whole Time Director
DIN: 05353333
Place : Berlin, Germany
Date : 15 May 2025

Karthik Bhat Khandige
Director
DIN: 06730563
Place : Bangalore, Karnataka
Date : 15 May 2025

Prarthana Agarwal
Chief Financial Officer
Membership No.: 402811
Place : Noida, Uttar Pradesh
Date : 15 May 2025

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 15 May 2025

MPS Interactive Systems Limited
Statement of Profit & Loss for the year ended 31 March 2025
(InR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Note	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations	18	6,418.66	8,275.07
Other income	19	811.34	308.22
Total income		7,230.00	8,583.29
Expenses			
Employee benefits expense	20	3,475.09	4,894.11
Finance costs	21	103.68	246.11
Depreciation and amortization expense	22	348.14	394.90
Other expenses	23	1,336.01	1,801.37
Total expenses		5,262.92	7,336.49
Profit before exceptional items and tax		1,967.08	1,246.80
Exceptional items	26	591.07	-
Profit before tax		2,558.15	1,246.80
Tax expense:			
Current tax	24	295.39	293.80
Adjustment of tax relating to earlier years	24	21.36	4.20
Deferred tax	12	256.45	(33.03)
Total tax expenses		573.20	264.97
Profit for the year		1,984.95	981.83
Other comprehensive income			
Item that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit liability/assets		6.00	(3.00)
Income tax relating to items that will not be reclassified to profit or loss		(1.51)	0.76
Item that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		0.59	(11.44)
Total other comprehensive income/(loss) for the year, net of tax		5.08	(13.68)
Total comprehensive income for the year		1,990.03	968.15
Earnings per equity share (nominal value of share INR 10)			
- Basic and diluted (earnings per equity share expressed in absolute amount in INR)	25	3.20	1.58
Material accounting policy information	2		
Notes to financial statements	3-43		
The accompanying notes form an integral part of financial statements.			

This is statement of Profit and Loss referred to in our report of even date
For **Walker Chandio & Co LLP**
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
MPS Interactive Systems Limited

Rohit Arora
Partner
Membership No.: 504774
Place : New Delhi
Date : 15 May 2025

Rahul Arora
Chairman, Chief Executive
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DIN: 05353333
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DIN: 06730563
Place : Bangalore, Karnataka
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Chief Financial Officer
Membership No.: 402811
Place : Noida, Uttar Pradesh
Date : 15 May 2025

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 15 May 2025

MPS Interactive Systems Limited
Statement of Cash Flows for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flows from operating activities		
Net Profit before tax	2,558.15	1,246.80
Adjustments:		
Depreciation and amortisation expense	348.14	394.90
Interest income	(3.15)	(18.62)
Exceptional items (net)	(591.07)	-
Interest on income tax refund	(12.66)	(2.85)
Net gain on sale of current investment	(22.35)	(60.46)
Finance costs	103.68	246.11
Gain on investment carried at fair value through profit or loss (net)	(3.56)	-
Allowances for expected credit loss (net)	(39.83)	208.79
Liabilities no longer required written back	(11.74)	(50.14)
Dividend Income	(406.35)	(175.96)
(Gain)/Loss on change in fair value of financial instrument	(279.08)	35.16
Share based payment expenses	9.28	6.24
Unrealised foreign exchange gain (net)	(0.59)	(0.56)
Operating cash flows before working capital changes	1,648.87	1,829.42
Decrease/(Increase) in trade receivables	928.18	(13.28)
Decrease in non current financial assets	7.81	158.09
Decrease in other financial assets	224.04	9.04
Decrease in other current assets	96.67	761.60
Decrease in other non current assets	-	105.88
Decrease in trade payables	(41.65)	(284.30)
Decrease in other financial liabilities	(51.46)	(33.53)
Decrease in other current liabilities	(1,250.37)	(555.49)
Increase in provisions	45.70	45.53
Cash generated from operations	1,607.79	2,022.95
Income tax paid (net of refunds)	(131.91)	(275.19)
Net cash generated from operating activities (A)	1,475.88	1,747.76
B. Cash flows from investing activities		
Purchase of property, plant and equipment	(4.63)	(39.93)
Sale of property, plant and equipment	8.02	-
Sale of current investments	1,632.01	4,925.61
Purchase of current investments	(1,904.90)	(3,430.00)
Purchase of term deposits	-	(702.00)
Acquisition of business	-	(4,205.53)
Redemption of term deposits	-	2,000.90
Dividend received	406.35	-
Interest received	3.78	61.56
Net cash generated from / (used) in investing activities (B)	140.63	(1,389.39)
C. Cash flows from financing activities		
Repayment of principal portion of lease liabilities	(48.45)	(38.18)
Loan received from from Holding Company	-	2,000.00
loan repaid to Holding Company	(875.00)	(2,163.97)
Finance costs paid	(103.68)	(245.19)
Dividend paid	(585.90)	-
Net cash used in financing activities (C)	(1,613.03)	(447.34)
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	3.48	(88.97)
Cash and cash equivalents at the beginning of the year	229.83	318.80
Cash and cash equivalents at the end of year (see below)	233.31	229.83
Components of cash and cash equivalents:		
Balances with banks		
- Current accounts	201.45	120.26
- EEFC accounts	31.86	109.57
	233.31	229.83

MPS Interactive Systems Limited
Statement of Cash Flows for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

Notes:

- a) Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".
b) Disclosure is required in terms of amendments to IND AS 7 "Statement of cash flows".

	Lease Liabilities	Long term Borrowings	Interest accrued
As at 01 April 2023	-	1,363.97	-
Cash inflow	-	2,000.00	-
Cash Outflow	(47.50)	(2,163.97)	(235.86)
Non cash			
New leases	149.32	-	-
Interest expenses	9.32	-	236.79
As at 31 March 2024	111.14	1,200.00	0.93
As at 01 April 2024	111.14	1,200.00	0.93
Cash inflow	-	-	-
Cash Outflow	(57.00)	(875.00)	(96.06)
Non cash			
Interest expenses	8.55	-	95.13
As at 31 March 2025	62.69	325.00	-

Material accounting policy information

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Notes to financial statements

3-43

The accompanying notes form an integral part of financial statements.

This is cash flow statement referred to in our report of even date

For **Walker Chandiook & Co LLP**

Chartered Accountants

ICAI Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
MPS Interactive Systems Limited

Rohit Arora

Partner

Membership No.: 504774

Place : New Delhi

Date : 15 May 2025

Rahul Arora

Chairman, Chief Executive Officer
& Whole Time Director

DIN: 05353333

Place : Berlin, Germany

Date : 15 May 2025

Karthik Bhat Khandige

Director

DIN: 06730563

Place : Bangalore, Karnataka

Date : 15 May 2025

Prarthana Agarwal

Chief Financial Officer
Membership No.: 402811
Place : Noida, Uttar Pradesh
Date : 15 May 2025

Raman Sapra

Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 15 May 2025

MPS Interactive Systems Limited
Statement of change in equity for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

A. Equity share capital

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance as at the beginning of the year	6,200.00	6,200.00
Changes in equity share capital during the year	-	-
Balance as at the end of the year	6,200.00	6,200.00

B. Other equity

Particulars	Capital Reserve	Retained earnings	Foreign currency translation reserve	Capital contribution from Holding Company	Total
As at 01 April 2023	567.37	1,947.89	-	-	2,515.26
Profit for the year	-	981.83	-	-	981.83
Other comprehensive loss	-	(2.24)	(11.44)	-	(13.68)
Total comprehensive income/(loss) for the year	-	979.59	(11.44)	-	968.15
Share based payment expenses (refer note 27(F))	-	-	-	6.24	6.24
As at 31 March 2024	567.37	2,927.48	(11.44)	6.24	3,489.65
As at 01 April 2024	567.37	2,927.48	(11.44)	6.24	3,489.65
Profit for the year	-	1,984.95	-	-	1,984.95
Other comprehensive profit	-	4.49	0.59	-	5.08
Total comprehensive income for the year	-	1,989.44	0.59	-	1,990.03
Share based payment expenses (refer note 27(F))	-	-	-	9.28	9.28
Dividend	-	(585.90)	-	-	(585.90)
As at 31 March 2025	567.37	4,331.02	(10.85)	15.52	4,903.06

Notes:

1 Nature and purpose of other equity:

- (i) **Retained earning:** This represents the cumulative profits of the Company.
- (ii) **Capital Reserve:** Accumulated capital surplus not available for distribution of dividend and expected to remain invested permanently. It represents following:
- Equity portion of 8% cumulative redeemable preference shares issued to MPS Limited (Holding company).
- Loss on redemption of preference shares on transaction with the shareholder.
- The Company had issued 2,20,00,000, 8% cumulative redeemable preference shares of face value of INR.10/- (INR Ten Only) per share as on 15 June 2018 aggregating to INR 2,200 lacs. As per the terms of preference shares revised vide AGM dated 23 July 2019 by way of special resolution, the Company called for redemption of all the preference shares and also paid the dividend on cumulative basis as due on the date of redemption, i.e., 1 June 2020. Loss on redemption of 8% cumulative redeemable preference shares being a transaction with the MPS Limited (parent company) has been transferred to Capital Reserve.
- INR 345.05 lacs 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.
- (iii) **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.
- (iv) **Capital contribution from Holding Company:** The same is used to recognize employee share based payment reserve related to stock options issued to employees of the Company by MPS Limited (Holding Company).

Material accounting policy information

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Notes to financial statements

3-43

The accompanying notes form an integral part of financial statements.

This is statement of change in equity referred to in our report of even date
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Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

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Partner
Membership No.: 504774
Place : New Delhi
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MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

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

3.1 Property, plant and equipment

Particulars	Plant and equipment	Furniture and fixtures	Total
Gross carrying value			
As at 1 April 2023	506.97	100.68	607.65
Additions	17.24	0.32	17.56
Disposals/adjustments	-	-	-
As at 31 March 2024	524.21	101.00	625.21
Additions	1.08	3.55	4.63
Disposals/adjustments	(16.59)	(32.29)	(48.88)
As at 31 March 2025	508.70	72.26	580.96
Accumulated depreciation			
As at 1 April 2023	250.71	68.66	319.37
Depreciation charge for the year	96.76	8.32	105.08
Disposals/adjustments	-	-	-
As at 31 March 2024	347.47	76.98	424.45
Depreciation charge for the year	74.99	2.51	77.50
Disposals/adjustments	(14.03)	(26.82)	(40.86)
As at 31 March 2025	408.43	52.67	461.09
Net carrying value			
As at 31 March 2025	100.27	19.60	119.87
As at 31 March 2024	176.74	24.02	200.76

Note:-

(i) Refer note 34(b) for capital commitment

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

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

3.2 Right-of-use asset

Particulars	Buildings (refer note 34)	Total
Gross carrying value		
As at 1 April 2023	-	-
Add: Additions during the year	149.32	149.32
Less: Disposals/adjustments during the year	-	-
Less:- Depreciation charge for the year	41.48	41.48
As at 31 March 2024	107.84	107.84
Add: Additions during the year	-	-
Less: Disposals/adjustments during the year	-	-
Less:- Depreciation charge for the year	49.77	49.77
As at 31 March 2025	58.07	58.07
Net carrying value		
As at 31 March 2025	58.07	58.07
As at 31 March 2024	107.84	107.84

4. Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets				Total	
		Trademark	Customer relationship	Order book	Non compete agreements		
Gross carrying value							
As at 1 April 2023	7,003.97	417.64	1,239.35	151.62	372.54	253.00	9,438.12
Additions	-	-	-	-	-	-	-
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2024	7,003.97	417.64	1,239.35	151.62	372.54	253.00	9,438.12
Additions							
Disposals/adjustments							
As at 31 March 2025	7,003.97	417.64	1,239.35	151.62	372.54	253.00	9,438.12
As at 1 April 2023	-	34.92	744.08	151.62	51.91	229.85	1,212.38
Amortisation expense for the year	-	41.76	136.00	-	62.09	8.49	248.34
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2024	-	76.68	880.08	151.62	114.00	238.34	1,460.72
Amortisation expense for the year	-	41.76	113.55	-	62.09	3.47	220.87
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2025	-	118.44	993.62	151.62	176.09	241.80	1,681.59
Net carrying value							
As at 31 March 2025	7,003.97	299.20	245.73	-	196.45	11.19	7,756.53
As at 31 March 2024	7,003.97	340.96	359.28	-	258.54	14.66	7,977.40
Net carrying value			As at	As at			
			31 March 2025	31 March 2024			
Goodwill			7,003.97	7,003.97			
Other intangible assets			752.57	973.43			

4(a) Impairment testing of goodwill

For the purpose of impairment testing, goodwill is allocated to the Cash Generating Units (CGUs) 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 eLearning is as follows:

Particulars	As at	As at
	31 March 2025	31 March 2024
eLearning	7,003.97	7,003.97
	7,003.97	7,003.97

For the purpose of impairment testing, goodwill is allocated to the Cash Generating Units (CGU) which represents the recoverable amount of the above cash generating units based on its value in use. The value in use of this unit was determined to be higher than the carrying amount and an analysis of the calculation's sensitivity towards change in key assumptions including the cash flow projections. 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:

- The anticipated annual revenue growth and margin included in the cash flow projections, actual operating results and the 5 year approved business plan in all periods presented.
- The terminal growth rate 4% for the year ended 31 March 2025 (31 March 2024: 4%) representing management view on the future long-term growth rate.
- Discount rate of 18% for the year ended 31 March 2025 (31 March 2024: 18.5%) was applied in determining the recoverable amount of the CGUs. The discount rate was estimated based on historical industry average and weighted-average cost of capital.
- 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.

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

5(i) Non current investments

Particulars	As at	As at
	31 March 2025	31 March 2024
Investments carried at cost (refer note 35):		
6,500 ordinary shares (31 March 2024: 6,500 ordinary shares) of AUD 0.001 each fully paid up of Liberate Learning Pty Ltd	4,200.52	4,200.52
7,800 ordinary shares (31 March 2024: 7,800 ordinary shares) of AUD 0.001 each fully paid up of App-eLearn Pty Ltd	0.42	0.42
13 ordinary shares (31 March 2024: 13 ordinary shares) of AUD 1 each fully paid up of Liberate eLearning Pty Ltd	244.81	244.81
1,300 ordinary shares (31 March 2024: 1,300 ordinary shares) of AUD 0.001 each fully paid up of Liberate Learning Ltd	0.17	0.17
	4,445.92	4,445.92

The Company had acquired Liberate Learning Group, on 31 August 2023. Liberate Learning Group provides digital learning solutions for medium to large enterprises. It creates innovative and engaging training processes that realign courses to new and changing workplace dynamics. Consequent to this acquisition, Liberate Learning Group, is a partially owned subsidiary of the Company.

(ii) Current investments

Particulars	As at		As at	
	31 March 2025		31 March 2024	
	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)				
Tata Money Market Fund-Direct Plan Growth	6.34	298.80	-	-
	6.34	298.80	-	-

6 Other financial assets

Particulars	As at	As at
	31 March 2025	31 March 2024
(i) Non Current (unsecured, considered good)		
Security deposits	6.31	5.77
Derivative asset towards further stake acquisition in subsidiary (refer note 36)	638.74	312.94
Bank deposits held as margin money or security against guarantees	31.67	52.45
	676.72	371.16
(ii) Current (unsecured, considered good)		
Interest accrued on deposits	7.21	7.83
Dividend Receivable	-	175.96
Other advances		
- Recoverable from related party (refer note 32)	-	36.00
- Other recoverable	-	12.09
	7.21	231.87

7 Non-current tax assets (net)

Particulars	As at	As at
	31 March 2025	31 March 2024
Advance income tax (net of provisions of INR 299 Lakh) (31 March 2024:INR 890.55 Lakh)	10.29	182.48
	10.29	182.48

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

10 Cash and bank balances		
Particulars	As at 31 March 2025	As at 31 March 2024
(i) Cash and cash equivalents		
Balances with banks		
-In Current accounts	201.45	120.26
-In EEFC accounts	31.86	109.57
	233.31	229.83

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Share capital

(i) Particulars	As at	
	31 March 2025	31 March 2024
Authorised		
6,52,50,000 equity shares of INR 10 each fully paid up with voting rights*	6,525.00	6,525.00
2,50,00,000 preference shares of INR 10 each fully paid up with voting rights as per Section 47(2) of the Companies Act, 2013	2,500.00	2,500.00
	9,025.00	9,025.00

*The authorised equity share capital has increased by 2,50,000 equity shares of due to the merger of E.I. Designs Pvt Ltd during the previous year ended 31 March 2024.

(ii) Reconciliation of the equity share outstanding at beginning and for the year ended 31 March 2025

Particulars	As at		As at	
	31 March 2025		31 March 2024	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares (with voting rights) outstanding at the beginning of the year	62,000,000	6,200.00	62,000,000	6,200.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	62,000,000	6,200.00	62,000,000	6,200.00

(iii) Rights, preferences and restrictions attached to equity shares holders

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 shareholders 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 shareholders.

(iv) Details of shares held by the holding company, the ultimate holding company

Particulars	As at		As at	
	31 March 2025		31 March 2024	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares of INR 10 each fully paid up and held by				
MPS Limited (holding company)	61,999,994	6,200	61,999,994	6,200

(v) Details of the promoters shareholders holding in the Company

Promoter Name	As at 31 March 2025		As at 31 March 2024		% change during the year	
	No. of shares	% of total shares	No. of shares	% of total shares	31 March 2025	31 March 2024
MPS Limited (holding company)*	62,000,000	100.00%	62,000,000	100.00%	-	-
Total	62,000,000		62,000,000			

*This include 6 shares held by the nominees on behalf of the Company which as at 31 March 2025 (31 March 2024 : 6 shares), represents 0.01% of total shareholding (31 March 2024: 0.01%)

(vi) Details of the shareholders holding more than 5% shares of the Company

Class of shares / Name of shareholder	As at		As at	
	31 March 2025		31 March 2024	
	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				
MPS Limited (Holding Company)	61,999,994	99.99%	61,999,994	99.99%
(excludes 6 shares held by nominees)				

(vii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

There are no bonus shares issued and shares bought back during the period of five years immediately preceding the reporting date.

(viii) There are no shares which are reserved for issue under options.

12 Deferred tax

Deferred tax reflect the net tax effects of temporary difference between the carrying amount of asset and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the Company's net deferred tax are as follows:

Deferred tax assets:

Particulars	Expected credit loss allowance	Expenses allowable for tax purposes when paid	Lease assets net of lease liabilities	Others	Total
As at 1 April 2023	16.02	26.30	-	-	42.32
- to statement of profit and Loss	34.85	8.34	0.83	0.04	44.06
- to other comprehensive income	-	-	-	-	-
As at 31 March 2024	50.87	34.64	0.83	0.04	86.38
- to statement of profit and Loss	(42.64)	3.57	0.33	(1.03)	(39.77)
- to other comprehensive income	-	-	-	-	-
As at 31 March 2025	8.23	38.21	1.16	(0.99)	46.61

Deferred tax liabilities:

Particulars	Difference between book balance and tax balance of property, plant and equipment/ Other intangible assets (including goodwill)/other assets	Gains on investment carried at fair value through profit or loss	Total
As at 1 April 2023	(1,751.95)	(4.44)	(1,756.38)
- to statement of profit and Loss	(15.47)	4.44	(11.03)
As at 31 March 2024	(1,767.42)	(0.00)	(1,767.42)
- to statement of profit and Loss	1.71	(218.39)	(216.68)
As at 31 March 2025	(1,765.71)	(218.39)	(1,984.10)

Reflected in the Balance Sheet as follows:

	As at 31 March 2025	As at 31 March 2024
Deferred tax assets	46.61	86.38
Deferred tax liabilities	(1,984.10)	(1,767.42)
Deferred tax liability (net)	(1,937.49)	(1,681.04)

Reconciliation of deferred tax (liability)/asset -net:

	As at 31 March 2025	As at 31 March 2024
Balance as at the commencement of the year	(1,681.04)	(1,714.07)
Credit during the year recognised in Statement of profit and loss	-	-
Expense during the year recognised in other comprehensive income	256.45	(33.03)
Balance as at 31 March 2025	(1,937.49)	(1,681.04)

13 (i) Borrowings				
Particulars	As at		As at	
	31 March 2025		31 March 2024	
Non-current liabilities				
Loan from holding company (refer note 39)		260.00		1,010.00
		260.00		1,010.00
Current liabilities				
Loan from holding company (refer note 39)		65.00		190.00
		65.00		190.00

* For terms of security ,rate of interest and repayment terms refer note 40.

13 (ii) Lease liabilities				
Particulars	As at		As at	
	31 March 2025		31 March 2024	
Non-current liabilities				
Lease liabilities (refer note 35)		9.39		62.69
		9.39		62.69
Current liabilities				
Lease liabilities (refer note 35)		53.30		48.45
		53.30		48.45

14 Trade payables				
Particulars	As at		As at	
	31 March 2025		31 March 2024	
a) Trade payables - MSME				
Total outstanding dues of micro enterprises and small enterprises (MSME) (refer note 27)		26.02		21.64
Total (a)		26.02		21.64
b) Trade payables - other than MSME				
Total outstanding dues of creditors other than micro enterprises and small enterprises		128.02		167.09
Trade payables to related parties (refer note 32)		1.59		8.56
Total (b)		129.61		175.65
Total (a + b)		155.63		197.29

Trade Payable ageing for year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
	(i) Micro enterprises and small enterprises - MSME	22.07	3.95	-	-	-	-	
(ii) Others	99.40	6.58	23.63	-	-	-	-	129.61
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	121.47	10.53	23.63	-	-	-	-	155.63

Trade Payable ageing for year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
	(i) Micro enterprises and small enterprises - MSME	1.15	20.49	-	-	-	-	
(ii) Others	122.44	27.45	25.07	0.26	0.44	-	-	175.65
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	123.58	47.94	25.07	0.26	0.44	-	-	197.29

15 (i) Other financial liabilities (Non current)				
Particulars	As at		As at	
	31 March 2025		31 March 2024	
Deferred Consideration (refer note 29)		-		553.71
		-		553.71

15 (ii) Other financial liabilities (current)				
Particulars	As at		As at	
	31 March 2025		31 March 2024	
Employee payable		94.25		155.50
Interest accrued but not due (refer note 32)		-		0.93
Others payable		-		3.73
		94.25		160.16

16 Other current liabilities				
Particulars	As at		As at	
	31 March 2025		31 March 2024	
Income received in advance (contract liabilities) (refer note 33 (ii))		1,044.00		2,261.91
Advances from customers		16.66		18.26
Advances to employee		0.94		-
Statutory dues payable*		72.93		104.73
		1,134.53		2,384.90

*includes goods and services tax, tax deducted at source, provident fund and employee state insurance, etc.

17 Provisions				
Particulars	As at		As at	
	31 March 2025		31 March 2024	
(i) Non Current				
Provision for compensated absences (refer note 28)		55.19		52.88
		55.19		52.88
(ii) Current				
Provision for compensated absences (refer note 28)		10.34		10.42
Provision for gratuity (refer note 28)		113.02		75.55
		123.36		85.97

18 Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Sale of services (refer note 33)		
Exports	5,998.26	7,524.48
Domestic	420.40	750.59
	6,418.66	8,275.07

19 Other income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest income on:		
Financial assets-carried at amortised cost		
- Deposits with banks	3.15	18.62
Dividend income	406.35	175.96
Interest on income tax refund	12.66	2.85
Net gain on sale of current investment carried at fair value through profit and loss	22.35	60.46
Net gain on foreign currency transactions	32.10	-
Net gain on financial instrument carried at fair value through profit and loss (refer note 29)	279.08	-
Reversal of Allowances for expected credit loss & doubtful advances	39.83	-
Other non-operating income (refer note (i) below)	15.82	50.33
	811.34	308.22

Note (i) Other non-operating income comprises:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Gain on sale of property, plant and equipment (net)	0.03	-
Gain on investment carried at fair value through profit and loss	3.56	-
Liabilities no longer required written back	11.74	50.14
Miscellaneous income	0.50	0.19
	15.82	50.33

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

20 Employee benefits expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and wages	3,308.63	4,661.80
Contribution to provident and other funds (refer note 28 (a))	138.77	196.21
Share based payment expenses (refer note 28 (f))	9.28	6.24
Staff welfare expenses	18.41	29.86
	3,475.09	4,894.11

21 Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on lease liabilities (refer note 35)	8.55	9.32
Interest expense on inter corporate borrowings	95.13	236.79
	103.68	246.11

22 Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment (refer note 3.1)	77.50	105.08
Depreciation on right of use assets (refer note 3.2)	49.77	41.48
Amortization on intangible assets (refer note 4)	220.87	248.34
	348.14	394.90

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

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

23 Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Outsourcing cost	445.71	505.71
Power and fuel	7.20	5.99
Rent	24.73	23.12
Repairs and maintenance - buildings	8.93	17.11
Repairs and maintenance - others	0.99	12.89
Insurance	0.41	0.30
Rates and taxes	-	4.46
Communication	9.75	13.25
Travelling and conveyance	112.69	91.62
Legal and professional expense	83.85	131.99
Sales and marketing expense	244.61	344.54
Software expense	282.04	298.03
Directors sitting fees	8.00	10.00
Payments to auditors (refer note (i) below)	21.86	27.17
Bad debts written off	129.58	30.34
Less: Allowances for expected credit loss utilised for the above	<u>129.58</u>	<u>30.34</u>
Allowances for expected credit loss and doubtful advances	-	208.79
Change in fair value of financial instrument	-	35.16
Net loss on foreign currency transactions	-	10.88
Expenditure on corporate social responsibility (refer note 37)	30.55	44.00
Miscellaneous expenses	54.69	16.36
	<u>1,336.01</u>	<u>1,801.37</u>

(i) Payments to the auditors comprises (net of GST credit, where applicable)	Year ended 31 March 2025	Year ended 31 March 2024
To statutory auditors		
for statutory audit	18.00	18.00
for tax audit	2.00	2.00
for other services	-	5.30
for reimbursement of expenses	1.86	1.87
	<u>21.86</u>	<u>27.17</u>

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

24 Income tax

The major components of income tax expense for the year ended 31 March 2025 and 31 March 2024 are:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current income tax:		
Current income tax charge for the year	295.39	293.80
Adjustments related to previous year	21.36	4.20
	316.75	298.00
Deferred tax:		
Deferred tax on profits for the year	256.45	(33.03)
Total	256.45	(33.03)
Income tax expense reported in the Statement of Profit and Loss	573.20	264.97
Other comprehensive income section		
Tax related to items that will not be reclassified to Profit and Loss	(1.51)	0.76
Income tax charged to Other comprehensive income	(1.51)	0.76

Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March 2025 and 31 March 2024:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Accounting profit before income tax	2,558.15	1,246.80
At India's statutory income tax rate	25.17%	25.17%
Computed tax expense	643.83	313.79
Non-deductible expenses	8.76	10.77
Additional allowances for tax purpose	(4.31)	(8.97)
Exempt Income	(102.27)	(44.28)
Tax relating to earlier years	21.36	4.20
Others	5.82	(10.53)
Income tax charged to Statement of Profit and Loss	573.20	264.97

Effective tax rate has been calculated on profit before tax.

25 Earnings per equity share

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit for the year attributable to the equity holders of the Company	1,984.95	981.83
Weighted average number of equity shares outstanding	62,000,000	62,000,000
Face value per share (INR)	10	10
Earnings per share- basic & diluted (INR)	3.20	1.58

26 Exceptional items

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Liability written back*	591.07	-
	591.07	-

*This represents writeback of deferred consideration liability amounting to INR591 Lacs payable as the remaining amount for purchase of 65% stake of Liberate Group as per the terms of the Share Purchase Agreement("SPA") and other transaction documents dated 29 August 2023 and 31 August 2023. This has been written back basis the assessment of the actual performance with the defined targets under SPA.

MPS Interactive Systems Limited**Notes forming part of Financial Statements for the year ended 31 March 2025****(INR in Lacs, except share and per share data, unless otherwise stated)****27 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 the year. The information as required to be disclosed in relation to Micro, Small and Medium 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 2025	As at 31 March 2024
(i) The principal amount remaining unpaid to any supplier as at Balance Sheet date	26.02	21.64
(ii) The interest due on principal amount remaining unpaid to any supplier as at Balance Sheet date	-	-
(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 period	-	-
(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 as at Balance Sheet date	-	-
(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	-	-

28 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, superannuation fund, employee state insurance (ESI) and labour welfare fund, scheme for qualifying employees. Under the schemes, the Company is required to fund specified percentage of payroll costs to the benefits. During the year, the Company has contributed following amounts to:

Particulars	Year ended	Year ended
	31 March 2025	31 March 2024
Employer's contribution to provident fund	125.86	182.87
Employer's contribution to superannuation fund	12.62	13.03
Employer's contribution to employee state insurance	0.22	0.24
Employer's contribution to labour welfare fund	0.07	0.07
	138.77	196.21

(B) Defined Benefit Plans

i. Gratuity

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity. The discount rate assumed is 6.59% (31 March 2024: 7.17%) 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 and mortality table is as per IALM (2012-14) (31 March 2024 : IALM 2012-14 (Urban)).

The estimates of future salary increases, considered in actuarial valuation is 6% (31 March 2024: 6%) p.a., taking into account of inflation, seniority, 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 6.59% (31 March 2024: 7.17%) p.a.

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

Particulars	As at	As at
	31 March 2025	31 March 2024
Present value of obligation at the beginning of the year	463.52	428.36
Current service cost	38.06	44.57
Interest cost	29.89	31.75
Liability transferred-in acquisition	-	6.52
Actuarial gain	18.07	2.13
Benefits paid	(202.55)	(49.81)
Present value of obligation	346.99	463.52

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

Particulars	As at	As at
	31 March 2025	31 March 2024
Present value of obligation	346.99	463.52
Fair value of plan assets	(233.95)	(387.97)
Net (Assets) / liabilities recognised in the Balance Sheet	113.04	75.55

The maturity profile of defined benefit obligation is as follows:

Particulars	As at	As at
	31 March 2025	31 March 2024
Within 1 year	52.34	105.17
1-2 year	43.55	55.43
2-3 year	51.51	51.73
3-4 year	48.67	53.28
4-5 year	35.10	43.68
5-10 years	141.90	194.00
More than 10 years	109.04	158.03

Fair Value of plan assets

Particulars	As at	As at
	31 March 2025	31 March 2024
Plan assets at the beginning of the year	387.97	402.29
Expected return on plan assets	24.47	29.84
Assets acquired on acquisitions	-	6.52
Actual benefits paid	(202.55)	(49.81)
Actuarial gain/ (loss)	24.06	(0.87)
Plan assets	233.95	387.97

(C) Composition of the plan assets is as follows:

Particulars	As at
	31 March 2024
Central government securities	41.81%
State government securities	39.36%
Others, Mutual fund, Bank balance, etc	18.83%

The above composition of plan assets are based on details received for 31 March 2024. Details for 31 March 2025 are awaited from LIC.

28 Employee benefits in respect of the Company have been calculated as under:

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

Particulars	Year ended	Year ended
	31 March 2025	31 March 2024
Current service cost	38.06	44.57
Interest cost (Net of return on plan assets)	5.42	1.90
Expense recognised in the Statement of Profit and Loss	43.48	46.47

Amount recognised in the other comprehensive income:

Particulars	Year ended	Year ended
	31 March 2025	31 March 2024
Actuarial loss/(gain) due to demographic assumption change	-	-
Actuarial loss/(gain) due to financial assumption change	18.07	2.13
Actuarial loss/(gain) due to experience adjustment	-	-
Actuarial (gain)/loss on plan assets	(24.06)	0.87
Amount recognised in the other comprehensive income	(6.00)	3.00

Sensitivity analysis

Particulars	As at	As at
	31 March 2025	31 March 2024
Assumptions -discount rate		
Sensitivity Level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation -increase of sensitivity level	(14.18)	(18.14)
Impact on defined benefit obligation -decrease of sensitivity level	15.48	19.86
Assumptions -Future salary rate		
Sensitivity level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation-increase of sensitivity level	15.04	19.56
Impact on defined benefit obligation-decrease of sensitivity level	(14.11)	(18.27)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the period 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.

(D) Other long term benefits (compensated absences):

Compensated absences

The liability towards compensated absences (annual leave and sick leave) for the year ended 31 March 2025 based on actuarial valuation carried out by using Projected Accrued Benefit Method resulted in increase in liability by INR 65.53 lakhs (31 March 2024: 63.30 lakhs).

(i) Financial Assumptions

Particulars	As at	As at
	31 March 2025	31 March 2024
Discount rate	6.59%	7.17%
Salary Escalation Rate	6.00%	6.00%

(ii) Demographic Assumptions

Particulars	As at	As at
	31 March 2025	31 March 2024
Mortality rate	IALM 2012-14 (Urban)	IALM 2012-14 (Urban)
Attrition rate		
For Grade A to D		
- For service 2 years and below	25.00%	25.00%
- For service 3 years to 4 years	15.00%	15.00%
- For service 5 years and above	10.00%	10.00%
For Grade E	5.00%	5.00%
Leave availment rate (For next year)		
For Grade A & B	6.00%	6.00%
For Grade C & D	4.00%	4.00%
For Grade E	1.50%	1.50%

Particulars	As at	As at
	31 March 2025	31 March 2024
Present value of obligation at the end of the year	65.53	63.30

MPS Interactive Systems Limited
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(F) Share based payments

During the year ended 31 March, 2023, the shareholders of MPS Limited, (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 Holding 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 Holding Company at its meeting held on 11 April 2023, had considered and approved the grant of 24,980 (Twenty Four Thousand and Nine Hundred Eighty) options exercisable into not more than 24,980 (Twenty Four Thousand and Nine Hundred Eighty) of equity shares of the Holding Company of the face value of INR 10/- (INR Ten Only) each fully paid-up, to eligible employees of the Company under the Scheme.

(i) Description of the ESOS 2023

Particulars	Terms
Vesting requirement	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 continuous 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.

(ii) Number and Weighted average Exercise price of Options

Grant No.	Grant Date	Outstanding at the beginning of the year	Granted during the year	Cancelled during the year	Forefeited/ Lapsed during the year	Exercised during the year	Outstanding at the end of the year	Exercisable at the end of the period	Weighted Average remaining contractual in life (years)
ESOS 2023 Grant 1	11 April 2023	15,580	26,620	12,518	-	-	29,682	-	6.69
ESOS 2023 Grant 2	29 September 2024	-	-	-	-	-	-	-	-

Weighted average exercise price for respective option series towards all the movement including opening and closing outstanding options is same as exercise price on grant date.

(iii) Fair Value of stock options granted

The fair Value of Share Options was calculated using the Black Scholes Model. The key assumptions used for calculating the option fair value are as below :

Grant No.	Grant Date	Risk Free Interest Rate	Expected Life of share option (years)	Expected Volatility	Dividend Yield	Price of the underlying share in market at the time of the option grant (INR)
ESOS 2023 Grant 1	11 April 2023	7.02%	2.51-5.51	45.10%	3.33%	900.05
ESOS 2023 Grant 2	29 September 2024	6.60%	3.50-6.50	47.16%	3.51%	2136.40
PSOS 2023 Grant 1	11 April 2023	6.40%	0.03-2.03	48.21%	2.74%	2848.70
PSOS 2023 Grant 2	29 September 2024	6.37%	0.49-3.50	48.85%	2.74%	2848.70

* 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 at year end 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 2025	Year ended 31 March 2024
Employee stock option scheme	9.28	6.24

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

29 Fair value measurements

Particulars	Note	Level of hierarchy	As at 31 March 2025			As at 31 March 2024		
			FVTPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets								
Investments in mutual fund	(c)	1	298.80	-	-	-	-	-
Trade receivables	(a)		-	-	673.91	-	-	1,589.30
Cash and bank balances	(a)		-	-	233.31	-	-	229.83
Other financial assets	(a, b)	3	638.74	-	45.19	312.94	-	290.09
Total financial assets			937.55	-	952.41	312.94	-	2,109.22
Financial liabilities								
Trade payables	(a)		-	-	155.63	-	-	197.29
Borrowings	(d)	1	-	-	325.00	-	-	1,200.00
Lease liabilities	(a)		-	-	62.69	-	-	111.14
Contingent consideration	(e)	3	-	-	-	553.71	-	-
Other financial liabilities	(a)		-	-	94.25	-	-	160.16
Total financial liabilities			-	-	637.57	553.71	-	1,668.59

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) The fair value of the mutual funds are based on net assets value of the funds as at reporting date.
- (d) The fair value of borrowings is INR 325 Lakhs based upon a discounted cash flow analysis that uses the aggregate cash flow from principal and finance costs over life of debt and current market interest rates.
- (e) 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.
- (f) Reconciliation of Level 3 fair value measurements of financial liabilities is given below

Movements in Level 3 valuations	Year ended 31 March 25		Year ended 31 March 24	
	Contingent consideration	Derivative asset towards further stake acquisition in subsidiary	Contingent consideration	Derivative asset towards further stake acquisition in subsidiary
As at 1 April 2024	553.71	312.94	-	-
Acquisitions through business combinations (refer note 36)	-	-	600.59	360.20
Fair value gain/(loss) recorded in Consolidated Statement of Profit and Loss	34.64	313.72	(50.14)	(35.16)
Liabilities no longer required written back	(591.07)	-	-	-
Net exchange differences	2.72	12.08	3.26	(12.10)
As at 31 March 2025	(0.00)	638.74	553.71	312.94

30 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.

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, AUD, GBP and others.

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:

	31 March 2025				31 March 2024			
	USD	AUD	GBP	Others	USD	AUD	GBP	Others
Cash and cash equivalents	21.67	-	6.92	204.36	47.70	-	-	124.56
Trade receivables	557.84	-	6.91	106.59	1,351.92	-	41.88	68.37
Other financial assets	-	638.74	-	-	-	312.94	-	-
Trade payables	(19.95)	-	-	(135.68)	(17.07)	-	-	(180.22)
Other financial liabilities	(117.78)	-	-	-	(95.14)	-	-	(553.71)
Net statement of financial position exposure	441.78	638.74	13.83	175.26	1,287.41	312.94	41.88	(541.00)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the USD, AUD and GBP against INR at 31 March 2025 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.

	Profit or Loss (before tax)		Profit or Loss (before tax)	
	For the year ended		For the year ended	
	31 March 2025		31 March 2024	
	Strengthening	Weakening	Strengthening	Weakening
USD (1% movement)	4.42	(4.42)	12.87	(12.87)
AUD (1% movement)	6.39	(6.39)	3.13	(3.13)
GBP (1% movement)	0.14	(0.14)	0.42	(0.42)
Others (1% movement)	1.75	(1.75)	(5.41)	5.41

Pricing risk:

Pricing pressure is a constant risk due to increased competition. The Company strives to mitigate this risk with existing and customers by a trade-off for volumes. Thereon, it is the Company's endeavor to reduce the impact by taking advantage of economies of scale and increasing productivity, as well increasing automation within all the processes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any borrowings at variable interest rate. The Company has its entire borrowings (from related party) at a fixed interest rate. Therefore Company is not significantly 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	For the year ended	For the year ended
	31 March 2025	31 March 2024
Revenue from top customers (more than 10% revenue individually)	854.82	1,545.90
Revenue from top 15 customers	4,081.54	5,696.43

Expanding the customer base is mitigating this risk. Within the current customers, the Company is looking to deepen the partnership by supporting enterprises through the entire value chain of customer eLearning.

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.

30 Financial risk management

Company's exposure to credit risk for trade receivables using provision matrix is as follows:

Particulars	As at 31 March 2025			As at 31 March 2024		
	Gross carrying amount	Allowance for credit losses	Net carrying amount	Gross carrying amount	Allowance for credit losses	Net carrying amount
Less than 180 days	676.89	4.01	672.88	1,579.22	21.58	1,557.64
More than 180 days	3.17	2.14	1.03	158.61	126.94	31.67
	680.06	6.15	673.91	1,737.82	148.52	1,589.30

Movement in the expected credit loss allowance of trade receivables are as follows:

Particulars	As at	As at
	31 March 2025	31 March 2024
Balance at the beginning of the year	148.52	21.58
Less: reversal during the year	(12.80)	157.28
Less: amount written off	(129.58)	(30.34)
Balance for the year ended 31 March 2025	6.15	148.52

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 expected 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 and maintain balances with banks 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			Contractual cash flows		
	As at 31 March 2025			As at 31 March 2024		
	Carrying amount	Within 1 year	More than 1 year	Carrying amount	Within 1 year	More than 1 year
Non-derivative financial liabilities						
Trade payables	155.63	155.63	-	197.29	197.29	-
Borrowings	325.00	65.00	260.00	1,200.00	190.00	1,010.00
Lease liabilities	62.69	53.30	9.39	111.14	48.45	62.69
Other financial liabilities	94.25	94.25	-	160.16	160.16	-

31 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	As at
	31 March 2025	31 March 2024
Total equity attributable to the equity shareholders of the Company	11,103.06	9,689.65
Sub Total (a)	11,103.06	9,689.65
As percentage of total capital	97%	88%
Total lease liabilities	62.69	111.14
Total borrowings	325.00	1,200.00
Sub Total (b)	387.69	1,311.14
As a percentage of total capital	3%	12%
Total capital (a + b)	11,490.74	11,000.79

The Company is equity as well as debt financed which is evident from the capital structure. Further, the Company has been a net cash company with cash and bank balances.

The Company monitored its capital gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings net of cash equivalents:-

Particulars	As at	As at
	31 March 2025	31 March 2024
Long term borrowing	260.00	1,010.00
Current portion of long term borrowing	65.00	190.00
Total borrowing	325.00	1,200.00
Less :		
Cash and cash equivalents	233.31	229.83
Other bank balance	-	-
Net debt	91.69	970.17
Total equity	11,103.06	9,689.65
Gearing ratio	0.01	0.10

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

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

32 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) read with Companies (Indian Accounting Standards) Rules 2015 (as amended from time to time), are disclosed below:-

A Names of related parties and description of relationship:

S.No.	Description of relationship	Names of related parties
1. Related parties exercising control:		
	Holding company	MPS Limited, India (holding company) ADI BPO Services Limited, India (holding company of MPS Limited, India and ultimate holding company)
2. Related parties where control exist:		
	Direct subsidiary	Liberate Learning Pty Ltd (65%) (w.e.f. 31 Aug 2023) Liberate eLearning Pty Ltd (65%) (w.e.f. 31 Aug 2023) App eLearn Pty Ltd (65%) (w.e.f. 31 Aug 2023) Liberate Learning Ltd (65%) (Dissolved w.e.f. 7 Nov 2024)
3. Related parties where control exist via holding company:		
	Fellow subsidiary company	MPS Europa AG, Switzerland TOPSIM GmbH, Germany MPS North America LLC Semantico Limited, UK American Journal Experts LLC (SPV-100%) (w.e.f.20 February 2024) American Journal Experts LLC, North Carolina, USA (formerly known as "Research Square AJE LLC, North Carolina, USA") (w.e.f.29 February 2024) American Journal Online (Beijing) information Consulting Company Limited (w.e.f.29 February 2024)
4. Other related parties:		
	Key management personnel (KMP)	Rahul Arora, Chairman, CEO and Whole-time Director Sunit Malhotra, Chief Financial Officer (till 20 May 2024) Prarthana Agarwal, Chief Financial Officer (w.e.f. 21 May 2024) Raman Sapra- Company Secretary
		Non-Executive Directors Ajay Mankotia- Independent Non-Executive Director (retired w.e.f. 29 January 2025) Yamini Tandon- Non-Independent Non-Executive Director Karthik Bhat Khandige - Non-Executive Director (w.e.f. 01 January 2025)

B Transactions during the year

	Description of transactions	Name of related party	Year ended 31 March 2025	Year ended 31 March 2024
1	Finance costs	MPS Limited	95.13	236.79
2	Rent and other administration expenses	MPS Limited	71.12	59.27
3	Fixed assets sale	MPS Limited	0.84	-
4	Loan received	MPS Limited	-	2,000.00
5	Repayment of loan	MPS Limited	875.00	2,163.96
6	Reimbursement of expenses received	MPS Limited	17.62	51.31
7	Dividend paid	MPS Limited	585.90	-
8	Expenses incurred during the year by the Company	MPS North America LLC MPS Limited American Journal Experts LLC Semantico Limited	18.43 6.13 50.80 2.58	79.52 25.99 - -
9	Director sitting fees	Mr. Ajay Mankotia Mrs. Yamini Tandon Mr. Kartik Khandige	4.00 3.00 1.00	5.00 5.00 -
10	Dividend income	Liberate Learning Pty Ltd	406.35	175.96

C Balance at the year end

Particulars	Name of related party	As at 31 March 2025	As at 31 March 2024	
1	Intercorporate loan	MPS Limited	325.00	1,200.00
2	Trade payables	MPS North America LLC	1.59	8.56
3	Other financial liabilities	MPS Limited	-	5.73
4	Trade receivable	MPS Limited	-	15.13
5	Other financial assets	MPS Limited	-	36.00
6	Dividend receivable	Liberate Learning Pty Ltd	-	175.96
7	Interest accrued but not due	MPS Limited	-	0.93

Notes:

1 No amount has been written off / written back during the year in respect of dues from / to related parties.

2 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 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: 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

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

33 Revenue

(i) Revenue from contracts with customers

Revenues for the year ended 31 March 2025 and 31 March 2024 are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
eLearning	6,418.66	8,275.07
Revenue by geographical markets	Year ended	Year ended
	31 March 2025	31 March 2024
India (country of domicile)	322.17	750.59
Europe	1,506.51	1,343.73
United State of America	3,283.48	5,061.65
Rest of the World	1,306.50	1,119.09
Total	6,418.66	8,275.07

(ii) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Particulars	As at 31 March 2025	As at 31 March 2024
Receivables, which are included in 'trade and other receivables' (refer note no. 9)	673.91	1,589.30
Contract assets (refer note no. 8 (ii))	273.32	242.73
Contract liabilities (refer note no. 16)	1,060.66	2,280.17

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

Significant changes in the contract assets and the contract liabilities balances are as follows

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
Balance as at beginning of the year	242.73	2,261.91	1,083.01	2,826.51
Contract liability acquired on account of business combination (refer note 38)	-	-	-	-
Increases due to cash received, excluding amounts recognised as revenue during the period	-	477.89	-	1,147.27
Revenue recognised that was included in the unearned balance at the beginning of the year	-	(1,695.80)	-	(1,711.87)
Advance received from customer	-	16.66	-	18.26
Contract assets acquired on account of business combination (refer note 38)	-	-	-	-
Increases due to revenue recognised during the year	273.32	-	242.73	-
Transfers from contract assets recognised at the beginning of the year to receivables	(242.73)	-	(1,083.01)	-
Balance at the end of the year	273.32	1,060.66	242.73	2,280.17

(iii) 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.

MPS Interactive Systems Limited**Notes forming part of Financial Statements for the year ended 31 March 2025****(INR in Lacs, except share and per share data, unless otherwise stated)****34 Contingent liabilities and commitments to the extent not provided for:**

- (a) There are no contingent liabilities as at 31 March 2025 and as at 31 March 2024.

Note:

The Honorable 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 have 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 has 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.

(b) Commitments as at year end

Estimated amount of contracts remaining to be executed on capital account (net of advances) is Nil (31 March 2024: Nil).

35 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 is 10% p.a for measuring the lease liability having lease term of 3 years.

(iii) Reconciliation of lease liabilities

Particulars	As at	As at
	31 March 2025	31 March 2024
Balance as at beginning of the year	111.14	-
Acquisitions through business combinations (refer note 39)	-	-
Addition during the year	-	149.32
Interest on lease liabilities (refer note 21)	8.55	9.32
Repayment of lease liabilities including interest expenses	(57.00)	(47.50)
Impact on lease termination	-	-
Balance at the end of the year	62.69	111.14

(iv) Following amount has been recognised in the statement of profit and loss

Particulars	As at	As at
	31 March 2025	31 March 2024
Interest on lease liabilities (refer note 21)	8.55	9.32
Depreciation on right-of-use assets (refer note 22)	49.77	41.48
Deferred tax (credit) (refer note 12)	0.33	0.83
Impact on the statement of profit and loss for the year	58.65	51.63

(v) Amount recognised in the statement of cash flow

Particulars	As at	As at
	31 March 2025	31 March 2024
Repayment of lease liabilities excluding interest	(48.45)	(38.18)
Repayment of interest (refer note 21)	(8.55)	(9.32)
Impact on the statement of cash flows for the year	(57.00)	(47.50)

36 Acquisition of Liberate Group

Last year 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) 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) 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 and accordingly balance hold back amount towards net working capital adjustment amounting to AUD 0.22 million (INR 125.36 lacs) has been paid after adjustments.

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. The Company has recognised value of call and put option as per the requirements of applicable Ind AS.

i) Contingent consideration

The obligation to pay contingent consideration to the promoters of the Liberate Group has been recorded 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 the next two years. The Liberate group has not achieved the target during the year ended 30 June 2024 (FY'24). Further, during the nine months period ended on 31 March 2025, Liberate group had revenue of AUD 5.56 Million and EBITDA of AUD 1.38 Million. Thus, the management of the group after considering the current and expected performance in the next three months has de-recognised contingent consideration liability amounting to INR 591.07 Lacs and recorded the same as an exceptional item in the statement of profit and loss.

ii) Derivative asset

The derivative asset as per put and call option arrangement for acquisition of the remaining 35% interest of Liberate Group has been recorded at AUD 0.60 Million (INR 312.94 lacs) as financial liability for future acquisition. The value of the same has been determined basis fair valuation performed by valuation specialist as per SPA. This amount was re-measured at AUD 1.187 Million (INR 638.74 lacs) and an increase of AUD 0.59 Million (INR 313.72 lacs) has been recorded as income in the statement of profit and loss along-with exchange difference (gain) of INR 12.08 lacs.

37 Corporate social responsibility (CSR) expense

Provision of Section 135 of the Companies Act 2013 is applicable on the Company as threshold limits are triggered during the year. Therefore, as required by Section 135 of the Companies Act 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company. The areas for CSR activities include imparting education to under privileged children's and girls, building intellect and instill higher values of life through education, promoting health care and any other area the Board may find appropriate. Gross amount required to be spent by the Company during the year was INR 30.55 Lacs. (INR 44 Lacs as on 31 March 2024)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
a) Details of amount required, spent and shortfall in CSR expense during the year		
Amount required to be spent by the Company	30.45	44.00
Amount incurred during the year (<i>Refer "b" below</i>)	30.55	44.00
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 2025		Year ended 31 March 2024	
	Paid in cash	Yet to be paid in cash	Paid in cash	Yet to be paid in cash
(i) Construction/acquisition of any asset	-	-	-	-
(ii) On purposes other than (i) above				
Promoting education and skills	28.85	-	41.50	-
Promoting Gender Equality & Women Empowerment	1.70	-	2.50	-
Total	30.55	-	44.00	-

c) There was no shortfall as at 31 March 2025 (31 March 2024: 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.

38 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 results in the period in which, the Code becomes effective and the related rules are published

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
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39 Loan

During previous year The Company received a loan of INR 2,000 Lacs from MPS Limited, its holding company for the acquisition of 65% Liberate Group of companies. Details of which are as follows :-

Name of lender	Date of loan	Amount	Purpose	Utilisation of funds	Date of investment
MPS Limited	14 Aug 2023	2,000	Investment	Acquisition of 65% Stack in Liberate Learning Pty Ltd, Liberate eLearning Pty Ltd, App eLearn Pty Ltd and Liberate Learning Ltd	31 Aug 2023

The above transaction is not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

40 Segment information

The company operates predominantly within a single reportable business i.e. eLearning. There are no separate reportable business segments. The aforesaid is in line with review of performance and allocation of resources by the chief operating decision maker.

Geographical information's:

The geographical information analysis 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	As at	As at
	31 March 2025	31 March 2024
India (country of domicile)	322.17	750.59
Europe	1,506.51	1,343.73
United State of America	3,283.48	5,061.65
Rest of the World	1,306.50	1,119.09
Total	6,418.66	8,275.06

(ii) Non-current assets (by geographical location of assets)*

Particular	INR in Lacs	
	As at	As at
	31 March 2025	31 March 2024
India (country of domicile)	12,388.34	12,910.99
United State of America	2.04	3.10
Rest of the World	0.31	0.31
Total	12,390.69	12,914.40

*Non-current assets are excluding financial instruments and deferred tax assets.

41 Additional regulatory informations

(a) Ratios

Ratios	Formulas for computation	Measures (Times / Percentage)	As at 31 March 2025	As at 31 March 2024	Variation	Remarks
Current Ratio	Current Assets / Current Liabilities	Times	1.18	0.92	28.15%	Improved due to efficiency in working capital management during the year ended 31 March 2025
Debt-Equity Ratio	Total Debts / Net Worth	Times	0.03	0.12	-76.36%	Improved due to repayment of inter corporate loan during the year ended 31 March 2025
Debt Service Coverage Ratio	EBITDA / Debt Service	Times	5.76	0.84	491.35%	Improved due to repayment of inter corporate loan during the year ended 31 March 2025
Return on Equity Ratio	Profit after Tax / Average Total Equity	Percentage	19.09%	10.67%	78.95%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.
Trade Receivable turnover Ratio	Revenue from Operations / Average Debtors	Times	5.31	4.74	11.90%	Not applicable as variation is less than 25%
Trade Payable turnover Ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	7.40	4.56	62.16%	Increased due to reduction in credit period of vendors in line with market trends
Net Capital turnover Ratio	Revenue from Operations/ Average Working Capital (i.e Total Current Assets Less Total Current Liabilities)	Times	206.61	9.15	2156.79%	Improved due to decrease in working capital during the year ended 31 March 2025.
Net Profit Ratio	PAT/ Revenue from Operations	Percentage	30.92%	11.86%	160.64%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.
Return on Capital Employed	EBIT/Capital Employed ((Net Worth +Lease Liabilities+Deferred Tax Liabilities)	Percentage	19.92%	11.88%	67.69%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.
Return on Investments	Profit before Tax / Total Assets	Percentage	17.06%	7.74%	120.58%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.

42 Audit Trail

The Ministry of Corporate Affairs (MCA) had 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 was 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 purchase order and other 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 and preserved by the Company as per the statutory requirements for record retention.

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 for the period from 1 May 2023 to 31 March 2025 as the same results into slowing down of system due to huge volume of data.

43 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 does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company 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
- (v) The Company has not received any fund, from any other 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,
- (vi) The Company has not entered in 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).
- (vii) The Company does not have any transactions with struck off companies. Struck off under sec 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

For Walker Chandiok & Co LLP

Chartered Accountants

ICAI Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of

MPS Interactive Systems Limited

Rohit Arora

Partner

Membership No.: 504774

Place : New Delhi

Date : 15 May 2025

Rahul Arora

Chairman, Chief Executive Officer
& Whole Time Director

DIN: 05353333

Place : Berlin, Germany

Date : 15 May 2025

Karthik Bhat Khandige

Director

DIN: 06730563

Place : Bangalore, Karnataka

Date : 15 May 2025

Prarthana Agarwal

Chief Financial Officer

Membership No.: 402811

Place : Noida, Uttar Pradesh

Date : 15 May 2025

Raman Sapra

Company Secretary

Membership No.: F9233

Place : Noida, Uttar Pradesh

Date : 15 May 2025