



**MPS Limited**

C 35, Sector 62, Noida 201 307, INDIA  
Tel: +91 120 4599 750 Fax: +91 120 4021 280

July 1, 2020

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| <b>Listing Department</b><br><b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Plot no. C/1,<br>G Block, Bandra-Kurla Complex<br>Bandra (E), Mumbai - 400 051<br>Trading Symbol: MPLSLTD | <b>Department of Corporate Services – Listing BSE Limited</b><br>Phiroze JeeJeebhoy Towers,<br>Dalal Street,<br>Fort,<br>Mumbai – 400 001<br>Scrip Code: 532440 |
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**Ref.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Update on acquisition**

Dear Sir/ Madam,

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you the following:

1. The Board in its meeting held today (i.e. July 1, 2020) considered and approved the purchase of 100% shares of HighWire Press Limited based at Northern Ireland (“NI Entity”) by its wholly owned subsidiary company MPS North America LLC , USA (“MPS NA LLC”). This acquisition will be done as per the Stock Purchase Agreement to be executed between MPS NA LLC and HighWire UK Holdings LLC, USA (“Seller”). The Seller holds 100% of the NI Entity. NI Entity also owns 100% shareholding of Semantico Limited (“UK Entity”). This acquisition is being done at a purchase price of USD 1,000,000 (US Dollars One Million only).

Pursuant to this acquisition, NI Entity will become subsidiary of MPS NA LLC and UK Entity will become the step down subsidiary of MPS NA LLC.

2. The Board in its meeting held today (i.e. 1<sup>st</sup> July, 2020) also considered and approved to acquire the US business of HighWire Press, Inc. for a consideration of USD 6,100,000 (US Dollars Six Million and One Hundred Thousand Only). The acquisition will be completed through the Company’s US branch and newly incorporated wholly owned subsidiary in Delaware, USA, HighWire North America LLC (“HighWire NA LLC”) and to invest as initial capital up to USD 250,000 (US Dollars Two hundred and fifty thousand only) in HighWire NA LLC.

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This acquisition is being done through a forward merger of HighWire Press Inc. Delaware, USA with HighWire NA LLC, and is subject to the Delaware General Corporate Law (DGCL) and the Delaware Limited Liability Company Act (DLLCA), by virtue of the filing of the certificate of merger with the Secretary of State of the State of Delaware under the Delaware state corporate law in the USA. The forward merger and the takeover by our US Branch will occur at closing, subject to aforementioned regulatory approval in US.

Details pursuant to SEBI Circular Number CIR/CFD/CMD/4/2015 dated September 09, 2015; Continuous Disclosure Requirements for Listed Entities - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed as Annexure-A.

Please take the above disclosure on your record.

Thanking you,

Yours Sincerely,  
For **MPS Limited**

Sunit Malhotra  
**CFO and Company Secretary**

**Annexure-A****a) Name of the target entities , details in brief such as size, turnover etc.;**

1. HighWire Press Limited (an entity based at Northern Ireland).
2. Semantico Limited, (an entity based at UK), a wholly owned subsidiary of HighWire Press Limited.
3. US business of HighWire (conducted through: (i) HighWire Press Holdings, Inc. based at Delaware, USA; (ii) HighWire Press, Inc. based at Delaware, USA; and (iii) HighWire UK Holdings LLC based at Delaware, USA).

(The above mentioned entities are collectively called as “**HighWire**”)

The consolidated revenue of HighWire was USD 19.03 Million during the Calendar Year 2019.

**b) Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;**

The acquisition of HighWire by Company’s US Subsidiaries and branch would not fall within related party transactions and none of the promoter/ promoter group/ group companies have any interest in the business being acquired.

**c) Industry to which the entity being acquired belongs;**

Founded in 1995 by Stanford University, HighWire was established during the inception of the internet. From its beginning, HighWire has been a leader in the industry. Their technology, which remains at the forefront of digital knowledge management, provides customers with market-leading capabilities.

HighWire is one of the independent technology providers in the scholarly information and communication industry that offers societies, academies, associations, and publishers a full suite of products and services that span the publishing cycle.

Having supported publishers via millions of articles, issues, and publications since its founding, HighWire has thrived largely as a result of its highly proven, modular, and scalable technology, coupled with strong relationships with its publisher partners and within the publishing and technology industries.

HighWire's current focus is on operational excellence, pragmatic innovation, and enriching the customer experience.

The following milestones demonstrate some of HighWire's past accomplishments:

- HighWire launched the first at-scale digital publishing platform in the industry.
- HighWire was an early partner and continue to collaborate closely with Google to make HighWire-hosted content the most discoverable in the scholarly publishing sector.
- HighWire acquired Semantico, a complementary platform provider, in 2016, increasing its overall technology innovation capabilities and expanding additional platform offerings.
- In 2017, HighWire launched an open, comprehensive, end-to-end publishing platform known as the Intelligent Platform.
- HighWire won the 2018 CODiE Award for its analytics platforms.

**d) Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);**

Through the HighWire acquisition, MPS expects to scale its platform solutions business segment and strengthen its positioning in the Academic and STM publishing community. HighWire's vision of "Connecting the best minds to the most people" aligns with MPS' vision to "Make Learning Smarter". With 25 years' experience in the scholarly publishing industry, HighWire brings deep insight that will enable MPS to enhance its current product portfolio and better serve larger set of customers with a wider portfolio of platforms and services. Like MPS, HighWire was the first content delivery platform company to serve its community and we would like to bring back its strong focus on innovation and product leadership.

- The acquisition brings together two companies that defined modern scholarly publishing technology and will accelerate the pace of technology innovation for the industry.
- Together, MPS and HighWire:
  - bring together some of the sharpest minds with the deepest institutional knowledge in the scholarly publishing market.
  - can convene a broad community of societies and publishers to identify, discuss, and address existing challenges and new opportunities.
  - will use their unique skillset and scale to develop the technology critical to a rapidly transforming industry.
  - can mutually expand their user base into new geographical territories and adjacent industry verticals.

**e) Brief details of any governmental or regulatory approvals required for the acquisition;**

The forward merger of HighWire Press Inc. Delaware with HighWire North America LLC as contemplated herein is subject to the Delaware General Corporate Law (DGCL) and the Delaware Limited Liability Company Act (DLLCA), by virtue of the filing of the certificate of merger with the Secretary of State of the State of Delaware under the Delaware state corporate law in the USA.

**f) Indicative time period for completion of the acquisition;**

The acquisition is likely to be completed on 1<sup>st</sup> July, 2020 (Pacific Time), subject to regulatory approval.

**g) Nature of consideration - whether cash consideration or share swap and details of the same;**

Nature of consideration will be cash.

**h) Cost of acquisition or the price at which the shares are acquired;**

1. USD 1,000,000 (US Dollars One Million only) for acquisition of 100% shares of HighWire Press Limited by MPS NA LLC.
2. USD 6,100,000 Million (US Dollar six million and one hundred thousand only) as forward merger consideration to be paid to the shareholders of HighWire Press Inc. through its wholly owned subsidiary Company, HighWire NA LLC.

**i) Percentage of shareholding / control acquired and / or number of shares acquired;**

100% of HighWire ('defined above').

**j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);**

HighWire has approximately 90 full-time global employees, based out of Los Gatos ("Silicon Valley" California), Brighton (England) and Belfast (Northern Ireland). HighWire Press Inc. is based at Delaware, USA. HighWire Press Limited, an entity based at Northern Ireland; Semantico Limited, is an entity based at United Kingdom and is a wholly owned



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subsidiary of HighWire Press Limited. All these entities are collectively called as “HighWire”.

The consolidated revenue of HighWire was USD 23.96 Million, USD 22.38 Million and USD 19.03 Million in Calendar Year 2017, Calendar Year 2018 and Calendar Year 2019 respectively.

Born out of Stanford University, HighWire was established during the inception of the internet in 1995. Headquartered in Silicon Valley, they offer solutions across the stages of publishing lifecycle including manuscript submission, peer review, content hosting, and business intelligence, by the means of SaaS platforms and accompanied services. HighWire has received multiple awards for their innovation and solutions in the publishing world.

HighWire has a strong suite of products across the publishing value chain serving more than 100 customers. Being backed by a major private equity investment firm, Accel-KKR and Stanford University, has enabled them to continuously develop and improve their products and service.

HighWire has a strong technology and innovation team leading to great products and services for the publishing life cycle. They have a US patent on their technology giving them a competitive advantage. Through strong investment in R&D, they have been able to increase their capabilities in Data Analytics, Custom Content Flexibility, Open Access, Self-service, Automation and UI Design.