

MPS Interactive Systems Limited
Balance Sheet as at 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)
CIN:U74999TN2018PLC122594

Particulars	Note	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	82.92	119.87
Right-of-use assets	3.2	4.74	58.07
Goodwill	4	7,003.97	7,003.97
Other intangible assets	4	531.70	752.57
Intangible Assets under development	4 (i)	21.17	-
Investments	5(i)	5,928.43	4,445.92
Other financial assets	6 (i)	88.92	676.72
Non current tax assets (net)	7	36.47	10.29
Total non-current assets		13,698.32	13,067.41
Current assets			
Financial assets			
Investments	5(ii)	828.90	298.80
Trade receivables	9	633.41	673.91
Cash and cash equivalents	10 (i)	289.24	233.31
Other financial assets	6 (ii)	2.98	7.21
Other current assets	8 (i)	537.49	710.56
Total current assets		2,292.02	1,923.79
TOTAL ASSETS		15,990.34	14,991.20
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	6,515.27	6,200.00
Other equity		6,110.88	4,903.06
Total equity		12,626.15	11,103.06
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13 (i)	-	260.00
Lease liabilities	13 (ii)	-	9.39
Provisions	17 (i)	58.97	55.19
Deferred tax liabilities (net)	12	1,857.57	1,937.49
Total non-current liabilities		1,916.54	2,262.07
Current liabilities			
Financial liabilities			
Borrowings	13 (i)	-	65.00
Lease liabilities	13 (ii)	4.74	53.30
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	14	49.03	26.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	173.60	129.61
Other financial liabilities	15	120.66	94.25
Other current liabilities	16	863.31	1,134.53
Provisions	17 (ii)	236.31	123.36
Total current liabilities		1,447.65	1,626.07
TOTAL EQUITY AND LIABILITIES		15,990.34	14,991.20
Material accounting policies	2		
Notes to financial statements	3-42		
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 Number: 504774
Place : New Delhi
Date :

Rahul Arora
Chairman, Chief Executive
Officer & Whole Time Director
DIN: 05353333
Place :
Date :

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

Prarthana Agarwal
Chief Financial Officer
Membership No :402811
Place : Noida, Uttar Pradesh
Date :

Raman Sapra
Company Secretary
Membership No :F9233
Place : Noida, Uttar Pradesh
Date :

MPS Interactive Systems Limited
Statement of Profit & Loss for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)
CIN:U74999TN2018PLC122594

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Revenue from operations	18	5,355.43	6,418.66
Other income	19	807.93	811.34
Total income		6,163.36	7,230.00
Expenses			
Employee benefits expense	20	2,792.78	3,475.09
Finance costs	21	9.16	103.68
Depreciation and amortization expense	22	310.73	348.14
Other expenses	23	1,345.49	1,336.01
Total expenses		4,458.16	5,262.92
Profit before exceptional items		1,705.20	1,967.08
Exceptional items	28	(90.14)	591.07
Profit before tax		1,615.06	2,558.15
Tax expense:			
Current tax	24	285.11	295.39
Adjustment of tax relating to earlier years	24	5.19	21.36
Deferred tax	12	(79.92)	256.45
Total tax expenses		210.38	573.20
Profit for the year		1,404.68	1,984.95
Other comprehensive income			
Item that will not be reclassified subsequently to profit or loss			
Remeasurement of losses net defined benefit liability/assets		54.52	6.00
Income tax relating to items that will not be reclassified to profit or loss		(13.72)	(1.51)
Item that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		0.42	0.59
Total other comprehensive loss for the year, net of tax		41.22	5.08
Total comprehensive income for the year		1,445.90	1,990.03
Earnings per equity share (nominal value of share INR 10)			
- Basic and diluted (earnings per equity share in absolute amount)	25	2.16	3.20
Material accounting policies	2		
Notes to financial statements	3-42		
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 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 Number: 504774
Place : New Delhi
Date :

Rahul Arora
Chairman, Chief Executive
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DIN: 05353333
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Date :

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

Prarthana Agarwal
Chief Financial Officer
Membership No :402811
Place : Noida, Uttar Pradesh
Date :

Raman Sapra
Company Secretary
Membership No :F9233
Place : Noida, Uttar Pradesh
Date :

MPS Interactive Systems Limited
Statement of Cash Flows for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Cash flows from operating activities		
Profit before tax	1,705.20	2,558.15
Adjustments:		
Depreciation and amortisation expense	310.73	348.14
Interest income	(3.99)	(3.15)
Exceptional item	(90.14)	(591.07)
Interest on income tax refund	(1.04)	(12.66)
Net gain on sale of current investment	(21.69)	(22.35)
Finance costs	9.16	103.68
Gain on investment carried at fair value through profit or loss	(4.02)	(3.56)
Allowances for expected credit loss and doubtful advances	2.43	(39.83)
Loss on winding up of subsidiary	0.17	-
Liabilities no longer required written back	(89.35)	(11.74)
Dividend Income	(297.27)	(406.35)
Gain on change in fair value of financial instrument (net)	(247.89)	(279.08)
Employee share based payment expenses	3.66	9.28
Unrealised foreign exchange loss (net)	(140.55)	(0.59)
Operating cash flows before working capital changes	1,135.41	1,648.87
Decrease in trade receivables	114.26	928.18
Decrease in non current financial assets	658.14	7.81
Decrease in other financial assets	-	224.04
Decrease in other current assets	183.33	96.66
Increase /(Decrease) in trade payables	67.09	(41.65)
Increase /(Decrease) in other financial liabilities	26.41	(51.46)
Decrease in other current liabilities	(259.76)	(1,250.36)
Increase in provisions	171.25	45.70
Cash generated from operations	2,096.13	1,607.78
Income tax paid (net of refunds)	(329.16)	(131.91)
Net cash generated from operating activities (A)	1,766.97	1,475.87
B. Cash flows from investing activities		
Purchase of property, plant and equipment	(3.14)	(4.64)
Proceeds from sale of property, plant and equipment	(7.90)	8.03
Proceeds from sale of current investments	1,570.62	1,632.01
Purchase of current investments	(2,075.00)	(1,904.90)
Dividend Received	297.27	406.35
Interest received	8.22	3.78
Net cash (used) / invested in investing activities (B)	(209.93)	140.63
C. Cash flows from financing activities		
Proceeds from issue of equity share capital	(315.27)	-
Repayment of principal portion of lease liabilities	(53.30)	(48.45)
Repayment of Holding Company borrowings	(325.00)	(875.00)
Finance costs paid	(7.46)	(103.67)
Dividend paid	(800.07)	(585.90)
Net cash (used) in financing activities (C)	(1,501.10)	(1,613.02)
Net Increase in cash and cash equivalents (A+B+C)	55.94	3.48
Cash and cash equivalents at the beginning of the year	233.31	229.83
Cash and cash equivalents at the end of year (see below)	289.25	233.31
Components of cash and cash equivalents:		
Cash on hand	-	-
Balances with banks		
- Current accounts	158.42	201.45
- EEFC accounts	130.82	31.86
	289.24	233.31

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 if amendments to IND AS 7 "Statement of cash flows".

	Lease Liabilities	Long term Borrowings	Interest accrued
Balance as at 01 April 2023	-	1,363.97	-
Cash inflow	-	2,000.00	-
Cash Outflow	(47.50)	(2,163.97)	237.72
Non cash			
New leases	149.32	-	-
Interest expenses	9.32	-	(236.79)
Balance 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
Balance as at 31 March 2025	62.69	325.00	-
Cash inflow	-	-	-
Cash Outflow	(57.00)	(325.00)	-
Non cash			
Disposal during the year	2.47	-	-
Interest expenses	3.70	-	-
Balance as at 31 March 2026	11.86	-	-

MPS Interactive Systems Limited
Statement of Cash Flows for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

Notes to financial statements

3-42

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 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 Number: 504774

Place : New Delhi

Date :

Rahul Arora

Chairman, Chief Executive Officer
& Whole Time Director

DIN: 05353333

Place :

Date :

Karthik Bhat Khandige

Director

DIN: 06730563

Place : Bangalore, Karnataka

Date :

Prarthana Agarwal

Chief Financial Officer
Membership No : 402811

Place : Noida, Uttar Pradesh

Date :

Raman Sapra

Company Secretary
Membership No : F9233

Place : Noida, Uttar Pradesh

Date :

MPS Interactive Systems Limited
Statement of change in equity for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

A. Equity share capital

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Balance as at the beginning of the year	6,200.00	6,200.00
Changes in equity share capital during the year	315.27	-
Balance as at the end of the year	6,515.27	6,200.00

B. Other equity

Particulars	Reserve and Surplus			Other comprehensive income	Capital contribution from Holding Company	Total
	Capital Reserve	Retained earnings	Share Premium	Foreign currency translation reserve		
Balance 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 for the year	-	979.59	-	(11.44)	-	968.15
Employee share based payment expenses	-	-	-	-	6.24	6.24
Balance as at 31 March 2024	567.37	2,927.48	-	(11.44)	6.24	3,489.65
Balance 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 loss	-	4.49	-	0.59	-	5.08
Total comprehensive income for the year	-	1,989.44	-	0.59	-	1,990.03
Employee share based payment expenses	-	-	-	-	9.28	9.28
Dividend Paid	-	(585.90)	-	-	-	(585.90)
Balance as at 31 March 2025	567.37	4,331.02	-	(10.85)	15.52	4,903.06
Balance as at 01 April 2025	567.37	4,331.02	-	(10.85)	15.52	4,903.06
Profit for the year	-	1,404.68	-	-	-	1,404.68
Other comprehensive loss	-	40.80	-	0.42	-	41.22
Total comprehensive income for the year	-	1,445.48	-	0.42	-	1,445.90
Employee share based payment expenses	-	-	-	-	3.66	3.66
Dividend Paid	-	(800.07)	-	-	-	(800.07)
Share Premium	-	-	558.33	-	-	558.33
Balance as at 31 March 2026	567.37	4,976.43	558.33	(10.43)	19.19	6,110.88

Notes:

1 Nature and purpose of other equity:

(i) **Retained earning:** This represents the cumulative profit 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 of INR 270.14 lacs.

- 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. This reserve is not available for distribution as dividend.

(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).

(v) **Share Capital & Share Premium:** The Company has entered into a Share Subscription and Shareholders Agreement ("SSSHA") on 10 October 2025 with Mr. Rodney Charles Beach ("Investor"), an Australian resident, and MPS Limited, its holding company. Pursuant to the terms of the SSSHA, the Investor has invested INR 874 lacs through the preferential allotment of equity shares of the Company. Accordingly, the share capital and share premium stand increased by this amount.

Material accounting policies

2

Notes to financial statements

3-42

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

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 Number: 504774

Place : New Delhi

Date :

Rahul Arora

Chairman, Chief Executive
Officer & Whole Time Director

DIN: 05353333

Place :

Date :

Karthik Bhat Khandige

Director

DIN: 06730563

Place : Bangalore, Karnataka

Date :

Prarthana Agarwal

Chief Financial Officer

Membership No :402811

Place : Noida, Uttar Pradesh

Date :

Raman Sapra

Company Secretary

Membership No :F9233

Place : Noida, Uttar Pradesh

Date :

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2026

(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
Additions	15.55	-	15.55
Disposals/adjustments	(14.72)	-	(14.72)
As at 31 March 2026	509.53	72.26	581.79
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)	(40.85)
As at 31 March 2025	408.43	52.67	461.10
Depreciation charge for the year	37.58	2.51	40.09
Disposals/adjustments	(2.35)	-	(2.35)
As at 31 March 2026	443.66	55.18	498.84
Net carrying value			
As at 31 March 2026	65.87	17.09	82.92
As at 31 March 2025	100.27	19.60	119.87

Note:-

(i) Refer note 33(b) for capital commitment

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2026

(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
Add: Additions during the year	-	-
Less: Disposals/adjustments during the year	3.56	3.56
Less:- Depreciation charge for the year	49.77	49.77
As at 31 March 2026	4.74	4.74
Net carrying value		
As at 31 March 2026	4.74	4.74
As at 31 March 2025	58.07	58.07

4. Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets					Intangible Assets under depeolment	Total
		Trademark	Customer relationship	Order book	Non compete agreements	Computer software		
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
Additions	-	-	-	-	-	-	21.17	21.17
Disposals/adjustments	-	-	-	-	-	-	-	-
As at 31 March 2026	7,003.97	417.64	1,239.35	151.62	372.54	253.00	21.17	9,459.29
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
Amortisation expense for the year	-	41.76	113.55	-	62.09	3.47	-	220.87
Disposals/adjustments	-	-	-	-	-	-	-	-
As at 31 March 2026	-	160.21	1,107.17	151.62	238.18	245.27	-	1,902.46
Net carrying value								
As at 31 March 2026	7,003.97	257.43	132.18	-	134.36	7.73	21.17	7,556.83
As at 31 March 2025	7,003.97	299.20	245.73	-	196.45	11.19	-	7,756.53

Net carrying value	As at	
	31 March 2026	31 March 2025
Goodwill	7,003.97	7,003.97
Other intangible assets	531.70	752.57
Intangible Assets under depeolment	21.17	-

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 and platform segment is as follows:

Particulars	As at	
	31 March 2026	31 March 2025
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 2026 (31 March 2025: 4%) representing management view on the future long-term growth rate.
- Discount rate of 18.5% for the year ended 31 March 2026 (31 March 2025: 18%) 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 2026**

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

4 (i) Intangible Assets under Development (IAUD):

During the financial year, the Company undertook a strategic brand consolidation resulting in the launch of a unified digital platform at liberateglobal.com. This initiative merged three previously independent websites — eidesign.net, liberatelearning.com.au, and mpseuropa.ch — into a single digital presence reflecting the Company's unified brand identity under Liberate Global. The new website serves as the primary digital channel for the Company's global operations, supporting lead generation, client engagement, and business development activities across its markets. The investment in this platform is consistent with the Company's strategic objective of operating under a cohesive brand architecture and strengthening its competitive positioning in the learning and development solutions market.

Particulars	As at 31 March 2026	As at 31 March 2025
Opening Balance	-	-
Add:-Expenses capitalised during the year		
Salary and other employee benefits	-	-
Professional and technical outsourcing expenses	21.17	-
Other expenses	-	-
Less:-Intangible assets capitalised during the year	-	-
Closing Balance	21.17	-

Ageing as at 31 March 2026

Particulars	for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	21.17	-	-	-	21.17
Projects temporarily suspended	-	-	-	-	-
Total	21.17	-	-	-	21.17

The Company does not have any intangible assets under

Net carrying value	Intangible Assets
As at 31 March 2026	21.17

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

5(i) Non current investments

Particulars	As at	As at
	31 March 2026	31 March 2025
Investments carried at cost (refer note 35):		
10,000 ordinary shares (31 March 2025: 6,500) of AUD 0.001 each fully paid up of Liberate Learning Pty Ltd	5,682.53	4,200.52
12,000 ordinary shares (31 March 2025: 7,800) of AUD 0.001 each fully paid up of App-eLearn Pty Ltd	0.50	0.42
20 ordinary shares (31 March 2025: 13) of AUD 1 each fully paid up of Liberate eLearning Pty Ltd	245.41	244.81
1,300 ordinary shares (31 March 2025: 1,300) of AUD 0.001 each fully paid up of Liberate Learning Ltd	-	0.17
	5,928.43	4,445.92

The Company has 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 our company.

During the year, the Company has completed the 100% acquisition of the Liberate Group, comprising Liberate Learning Pty Ltd, App-eLearn Pty Ltd, and Liberate eLearning Pty Ltd, on 28 October 2025. Following completion, the Liberate Group has become a wholly owned subsidiary of the Company.

During the year, Liberate Learning Limited (New Zealand), a subsidiary of the Company, has been voluntarily dissolved, in accordance with Section 318(1)(d) of the Companies Act, 1993 of New Zealand, as well as other applicable Laws, and ceased as a subsidiary of the Company. Liberate Learning Limited (New Zealand) was not a material subsidiary and had no active business operations; therefore, this dissolution will not affect the revenues or business of the Company

(ii) Current investments

Particulars	As at		As at	
	31 March 2026		31 March 2025	
	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	9.59	483.49	6.34	298.80
Nippon India Money Market Fund-Direct Growth Plan Growth Option	4.11	180.92	-	-
Axis Money Market Fund Direct Growth	10.88	164.49	-	-
	24.58	828.90	6.34	298.80

6 Other financial assets

Particulars	As at	As at
	31 March 2026	31 March 2025
(i) Non Current (unsecured, considered good)		
Security deposits	7.94	6.31
Derivative asset towards further stake acquisition in subsidiary (refer note 35)	-	638.74
Bank deposits held as margin money or security against guarantees	80.98	31.67
	88.92	676.72
(ii) Current (unsecured, considered good)		
Interest accrued on deposits	2.98	7.21
	2.98	7.21

7 Non-current tax assets (net)

Particulars	As at	As at
	31 March 2026	31 March 2025
Advance income tax (net of provisions of INR 300 Lakh) (31 March 2025: INR 299 Lakh)	36.47	10.29
	36.47	10.29

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

8 Other assets

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Other current assets (unsecured, considered good)		
Considered good	299.10	273.32
Advance to suppliers	1.00	2.30
Prepaid expenses	71.07	83.38
Balances with government authorities		
-Goods and services tax, credit	165.25	351.03
-Others	1.07	0.53
	<u>537.49</u>	<u>710.56</u>

9 Trade receivables

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables	633.41	673.91
Receivables from fellow subsidiary (refer note 31)	-	-
	<u>633.41</u>	<u>673.91</u>
Trade receivables (unsecured)		
Considered good	651.30	680.06
Doubtful	-	-
Less: Expected credit loss allowance (refer note 29 (ii))	17.89	6.15
Total trade receivables	<u>633.41</u>	<u>673.91</u>

Trade receivable ageing for the year ended 31 March 2026

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable- considered good	477.73	155.44	1.94	16.18	-	-	651.30
(ii) Undisputed trade receivable- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivable- credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivable- considered good	-	-	-	-	-	-	-
(v) Disputed trade receivable- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivable- credit impaired	-	-	-	-	-	-	-
Total	<u>477.73</u>	<u>155.44</u>	<u>1.94</u>	<u>16.18</u>	<u>-</u>	<u>-</u>	<u>651.30</u>
Less: expected credit loss allowance (refer note 29 (ii))							17.89
Total							<u>633.41</u>

Trade receivable ageing for the year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable- considered good	510.71	166.18	2.06	1.11	-	-	680.06
(ii) Undisputed trade receivable- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivable- credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivable- considered good	-	-	-	-	-	-	-
(v) Disputed trade receivable- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivable- credit impaired	-	-	-	-	-	-	-
Total	<u>510.71</u>	<u>166.18</u>	<u>2.05</u>	<u>1.11</u>	<u>-</u>	<u>-</u>	<u>680.06</u>
Less: expected credit loss allowance (refer note 29 (ii))							6.15
Total							<u>673.91</u>

10 Cash and bank balances

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Cash and cash equivalents		
Balances with banks		
-In Current accounts	158.42	201.45
-In EEFC accounts	130.82	31.86
	<u>289.24</u>	<u>233.31</u>

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Share capital

(i) Particulars	As at	
	31 March 2026	31 March 2025
Authorised		
7,00,00,000 equity shares of INR 10 each fully paid up with voting rights*	7,000.00	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
	9,500.00	9,025.00

*During the financial year ended 31 March 2026, the authorized equity share capital of the Company has increased by 47,50,000 equity shares.

(ii) Reconciliation of the equity share outstanding at beginning and for the year ended 31 March 2026

Particulars	As at		As at	
	31 March 2026		31 March 2025	
	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	3,152,652	315.27	-	-
Outstanding at the end of the year	65,152,652	6,515.27	62,000,000	6,200.00

(iii) Rights, preferences and restrictions attached to equity shares and rights of preference share 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 2026		31 March 2025	
	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 2026		As at 31 March 2025		% change during the year As at 31 March 2025
	No. of shares	% of total shares	No. of shares	% of total shares	
	MPS Limited (holding company)*	62,000,000	95.16%	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 2026 (31 March 2025 : 6 shares), represents 0.01% of total shareholding (31 March 2025: 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 2026		31 March 2025	
	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) (excludes 6 shares held by nominees)	61,999,994	95.16%	61,999,994	99.99%

(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.

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

12 Deferred tax

Deferred income 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
- to statement of profit and Loss	0.37	21.73	(1.16)	(1.03)	19.91
- to other comprehensive income	-	-	-	-	-
- Reclass from DTA to DTL	-	-	-	3.77	3.77
As at 31 March 2026	8.60	59.94	0.00	1.75	70.29

Deferred tax liabilities:

Particulars	Difference between book balance and tax balance of property, plant and equipment/ Other intangible assets (including goodwill)	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)
- to statement of profit and Loss	10.99	49.02	60.01
- Reclass from DTA to DTL	-	(3.77)	(3.77)
As at 31 March 2026	(1,754.73)	(173.14)	(1,927.86)

Reflected in the Balance Sheet as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Deferred tax assets	70.29	46.61
Deferred tax liabilities	(1,927.86)	(1,984.10)
Deferred tax liability (net)	(1,857.57)	(1,937.49)

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

Particulars	As at 31 March 2026	As at 31 March 2025
Balance as at the commencement of the year	(1,937.49)	(1,681.04)
Credit during the year recognised in Statement of profit and loss	-	-
Expense during the year recognised in other comprehensive income	(79.92)	256.45
Balance as at 31 March 2026	(1,857.57)	(1,937.49)

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2026
(INR in Lacs, except share and per share data, unless otherwise stated)

13 (i) Borrowings		
Particulars	As at 31 March 2026	As at 31 March 2025
Non-current liabilities		
Loan from holding company (refer note 39)	-	260.00
	-	260.00
Current liabilities		
Loan from holding company (refer note 39)	-	65.00
	-	65.00

* For terms of security ,rate of interest and repayment terms refer note 39.

13 (ii) Lease liabilities		
Particulars	As at 31 March 2026	As at 31 March 2025
Non-current liabilities		
Lease liabilities (refer note 34)	-	9.39
	-	9.39
Current liabilities		
Lease liabilities (refer note 34)	4.74	53.30
	4.74	53.30

14 Trade payables		
Particulars	As at 31 March 2026	As at 31 March 2025
a) Trade payables - MSME		
Total outstanding dues of micro enterprises and small enterprises (MSME) (refer note 26)	49.03	26.02
Total (a)	49.03	26.02
b) Trade payables - other than MSME		
Total outstanding dues of creditors other than micro enterprises and small enterprises	167.41	128.02
Trade payables to related parties (refer note 32)	6.19	1.59
Total (b)	173.60	129.61
Total (a + b)	222.63	155.63

Trade Payable ageing for year ended 31 March 2026

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	41.77	7.27	-	-	-	-	-	49.03
(ii) Others	164.39	7.35	1.86	-	-	-	-	173.60
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-
Total	206.16	14.61	1.86	-	-	-	-	222.63

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	-	-	-	-	-	26.02
(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

15 Other financial liabilities (current)		
Particulars	As at 31 March 2026	As at 31 March 2025
Employee payable	120.66	94.25
	120.66	94.25

16 Other current liabilities		
Particulars	As at 31 March 2026	As at 31 March 2025
Income received in advance (contract liabilities) (refer note 32 (iii))	792.23	1,044.00
Advances from customers	18.38	16.66
Advances to employee	-	0.94
Statutory dues payable*	52.70	72.93
	863.31	1,134.53

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

17 Provisions		
Particulars	As at 31 March 2026	As at 31 March 2025
(i) Non Current		
Provision for compensated absences (refer note 27)	58.97	55.19
	58.97	55.19
(ii) Current		
Provision for income tax (net of advance tax of INR 287 Lakh)	3.92	-
Provision for compensated absences (refer note 27)	12.99	10.34
Provision for gratuity (refer note 27)	219.40	113.02
	236.31	123.36

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2026

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

18 Revenue from operations

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of services (refer note 32)		
Exports	5,107.31	5,998.26
Domestic	248.12	420.40
	5,355.43	6,418.66

19 Other income

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest income on:		
Financial assets-carried at amortised cost		
- Deposits with banks	3.99	3.15
Dividend income	297.27	406.35
Interest on income tax refund	1.04	12.66
Net gain on sale of current investment carried at fair value through profit and loss	21.69	22.35
Gain on investment carried at fair value through profit or loss	-	
Net gain on foreign currency transactions	140.97	32.10
Reversal of Allowances for expected credit loss & doubtful advances		39.83
	-	
Other non-operating income (refer note (i) below)	342.97	294.90
	807.93	811.34

Note (i) Other non-operating income comprises:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Gain on sale of property, plant and equipment (net)	-	0.03
Gain on investment carried at fair value through profit and loss	4.02	3.56
Liabilities no longer required written back	89.35	11.74
Change in fair value of financial instrument	247.89	279.08
Gain on lease termination	1.09	-
Miscellaneous income	0.62	0.50
	342.97	294.90

MPS Interactive Systems Limited
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20 Employee benefits expenses

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries and wages	2,678.22	3,317.91
Contribution to provident and other funds (refer note 27)	96.95	138.77
Staff welfare expenses	17.61	18.41
	2,792.78	3,475.09

21 Finance costs

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest on lease liabilities (refer note 34)	3.70	8.55
Income tax interest expense	1.71	-
Interest expense on inter corporate borrowings	3.75	95.13
	9.16	103.68

22 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment (refer note 3.1)	40.09	77.50
Depreciation on right of use assets (refer note 3.2)	49.77	49.77
Amortization on intangible assets (refer note 4)	220.87	220.87
	310.73	348.14

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2026

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

23 Other expenses

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Outsourcing cost	511.74	445.71
Power and fuel	7.20	7.20
Rent	25.45	24.73
Repairs and maintenance - buildings	8.74	8.93
Repairs and maintenance - others	0.90	0.99
Insurance	0.38	0.41
Rates and taxes	0.97	-
Communication	6.64	9.75
Travelling and conveyance	108.11	112.69
Legal and professional	108.39	83.85
Sales and marketing expense	251.42	244.61
Software expense	227.28	282.04
Directors sitting fees	13.00	8.00
Payments to auditors (refer note (i) below)	23.65	21.86
Bad debts written off	0.95	129.58
Less: Allowances for expected credit loss utilised for the above	0.95	129.58
Allowances for expected credit loss and doubtful advances	2.43	-
Loss on sale/disposal/discard of property, plant and equipment	0.02	-
Expenditure on corporate social responsibility (refer note 36)	34.00	30.55
Miscellaneous expenses	15.17	54.69
	1,345.49	1,336.01

(i) Payments to the auditors comprises (net of GST credit, where applicable):	For the year ended 31 March 2026	For the year ended 31 March 2025
To statutory auditors		
for statutory audit	18.00	18.00
for tax audit	2.00	2.00
for other services	2.00	-
for reimbursement of expenses	1.65	1.86
	23.65	21.86

MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2026
(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 2026 and 31 March 2025 are:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current income tax:		
Current income tax charge for the year	285.11	295.39
Adjustments related to previous year	5.19	21.36
	290.30	316.75
Deferred tax:		
Deferred tax on profits for the year	(79.92)	256.45
Total	(79.92)	256.45
Income tax expense reported in the Statement of Profit and Loss	210.38	573.20
Other comprehensive income section		
Tax related to items that will not be reclassified to Profit and Loss	(13.72)	(1.51)
Income tax charged to Other comprehensive income	(13.72)	(1.51)

Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March 2026 and 31 March 2025:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Accounting profit before income tax	1,615.06	2,558.15
At India's statutory income tax rate	25.17%	25.17%
Computed tax expense	406.48	643.83
Non-deductible expenses	13.09	8.76
Additional allowances for tax purpose	(1.12)	(4.31)
Exempt Income	(74.82)	(102.27)
Tax relating to earlier years	5.19	21.36
Others	(138.50)	5.82
Income tax charged to Statement of Profit and Loss	210.33	573.20

Effective tax rate has been calculated on profit before tax.

25 Earnings per equity share

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Profit for the year attributable to the equity holders of the Company	1,404.68	1,984.95
Weighted average number of equity shares outstanding	65,152,652	62,000,000
Face value per share (INR)	10	10
Earnings per share- basic & diluted (INR)	2.16	3.20

MPS Interactive Systems Limited**Notes forming part of Financial Statements for the year ended 31 March 2026****(INR in Lacs, except share and per share data, unless otherwise stated)****26 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 2026	As at 31 March 2025
(i) The principal amount remaining unpaid to any supplier as at Balance Sheet date	49.03	26.02
(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	-	-

27 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	For the year ended 31 March 2026	For the year ended 31 March 2025
Employer's contribution to provident fund	85.12	125.86
Employer's contribution to superannuation fund	6.69	12.62
Employer's contribution to employee state insurance	0.20	0.22
Employer's contribution to labour welfare fund	0.15	0.06
	92.16	138.77

(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 6.77% (31 March 2025: 6.59%) 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 2025 : IALM 2012-14).

The estimates of future salary increases, considered in actuarial valuation is 5% (31 March 2025: 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 6.77% (31 March 2025: 6.59%) p.a.

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

Particulars	As at 31 March 2026	As at 31 March 2025
Present value of obligation at the beginning of the year	346.99	463.52
Current service cost	31.53	38.06
Interest cost	22.06	29.89
Past Service cost	85.78	-
Liability transferred-in acquisition	(1.87)	-
Actuarial gain	(53.52)	18.07
Benefits paid	(166.99)	(202.55)
Present value of obligation	263.98	346.99

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

Particulars	As at 31 March 2026	As at 31 March 2025
Present value of obligation	263.98	346.99
Fair value of plan assets	(79.71)	(233.95)
Net (Assets) / liabilities recognised in the Balance Sheet	184.27	113.03

The maturity profile of defined benefit obligation is as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Within 1 year	42.14	52.34
1-2 year	49.34	43.55
2-3 year	35.90	51.51
3-4 year	32.94	48.67
4-5 year	25.82	35.10
5-10 years	108.44	141.90
More than 10 years	62.52	109.04

Fair Value of plan assets

Particulars	As at 31 March 2026	As at 31 March 2025
Plan assets at the beginning of the year	233.95	387.97
Expected return on plan assets	11.75	24.47
Assets acquired on acquisitions	-	-
Actual benefits paid	(166.99)	(202.55)
Actuarial gain/ (loss)	1.00	24.06
Plan assets	79.71	233.95

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

Particulars	As at 31 March 2025
Central government securities	41.49%
State government securities	38.66%
Others, MF, Bank balance, etc	19.85%

The above composition of plan assets are based on details received for 31 March 2025. Details for 31 March 2026 are awaited from LIC.

27 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	For the year ended 31 March 2026	For the year ended 31 March 2025
Current service cost	31.53	38.06
Past Service cost	85.78	-
Interest cost (Net of return on plan assets)	5.42	5.42
Expense recognised in the Statement of Profit and Loss	122.73	43.48

Amount recognised in the other comprehensive income:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Actuarial loss/(gain) due to demographic assumption change	-	-
Actuarial loss/(gain) due to financial assumption change	(53.52)	18.07
Actuarial loss/(gain) due to experience adjustment	-	-
Actuarial (gain)/loss on plan assets	(1.00)	(24.06)
Amount recognised in the other comprehensive income	(54.52)	(6.00)

Sensitivity analysis

Particulars	As at 31 March 2026	As at 31 March 2025
Assumptions -discount rate		
Sensitivity Level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation -increase of sensitivity level	(9.67)	(14.18)
Impact on defined benefit obligation -decrease of sensitivity level	10.50	15.48
Assumptions -Future salary rate		
Sensitivity level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation-increase of sensitivity level	9.75	15.04
Impact on defined benefit obligation-decrease of sensitivity level	(9.40)	(14.11)

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 2026 based on actuarial valuation carried out by using Projected Accrued Benefit Method resulted in increase in liability by INR 71.96 lakhs (31 March 2025: 65.53).

(i) Financial Assumptions

Particulars	As at 31 March 2026	As at 31 March 2025
Discount rate	6.77%	6.59%
Salary Escalation Rate	5.00%	6.00%

(ii) Demographic Assumptions

Particulars	As at 31 March 2026	As at 31 March 2025
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 31 March 2026	As at 31 March 2025
Present value of obligation at the end of the year	71.96	65.53

MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2026

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

(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.

Description of the ESOS 2023

Particulars	Terms
Vesting requirements	Options granted under this ESOS 2023 would vest in 4 (Four) equal tranches over a period of 4 (Four) years from the grant date. The options shall vest subject to 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.

Number and Weighted average Exercise price of Options

Sr. No	Particulars	ESOS 2023	
		Number of options	Wt. Avg Exercise Price
1	Outstanding at the beginning of the year	15,580	900.05
2	Granted during the year	26,620	2,136.40
3	Cancelled during the year	12,518	1,294.13
4	Forefeited/Lapsed during the year	-	-
5	Exercised during the year	-	-
4	Outstanding at the end of the year	29,682	1,842.66
5	Exercisable at the end of the period	-	-
6	Weighted Average share price of Options exercised during the year	No options were exercised during the year	

Exercise price and weighted average remaining contractual life of Outstanding Options

Scheme Name	Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Exercise Price (Rs.)
ESOP 2023	29,682	6.53	900.05

Fair Value of stock options granted

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

Sr. No	Particulars	ESOS 2023 (Grant 1)	ESOS 2023 (Grant 2)
1	Grant date	11 April 2023	29 September 2024
2	Risk Free Interest Rate	7.02%	6.60%
3	Expected Life of share option	2.51-5.51 years	3.50-6.50 years
4	Expected Volatility	45.10%	47.16%
5	Dividend Yield	3.33%	3.51%
6	Price of the underlying share in market at the time of the option grant (INR)	900.05	2136.40

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 2026	Year ended 31 March 2025
Employee stock option scheme	3.66	9.28

MPS Interactive Systems Limited
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(INR in Lacs, except share and per share data, unless otherwise stated)

28 Fair value measurements

Particulars	Note	Level of hierarchy	As at 31 March 2026			As at 31 March 2025		
			FVTPL	FVOCI	Amortised cost	FVPL		Amortised cost
Financial assets								
Investments in mutual fund	(c)	1	828.90	-	-	298.80	-	-
Trade receivables	(a)		-	-	633.41	-	-	673.91
Cash and bank balances	(a)		-	-	289.24	-	-	233.31
Other financial assets	(a, b)	3	-	-	91.90	638.74	-	45.19
Total financial assets			828.90	-	1,014.55	937.55	-	952.41
Financial liabilities								
Trade payables	(a)		-	-	222.63	-	-	155.63
Borrowings	(d)	1	-	-	-	-	-	325.00
Lease liabilities	(a)		-	-	4.74	-	-	62.69
Contingent consideration	(e)	3	-	-	-	-	-	-
Other financial liabilities	(a)		-	-	120.66	-	-	94.25
Total financial liabilities			-	-	348.02	-	-	637.57

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 26		Year ended 31 March 25	
	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	(0.00)	638.74	553.71	312.94
Acquisitions through business combinations (refer note 40)	-	-	-	-
Fair value gain/(loss) recorded in Consolidated Statement of Profit and Loss	-	247.89	34.64	313.72
Liabilities no longer required written back*	-	(912.19)	(591.07)	-
Net exchange differences	-	25.55	2.72	12.08
As at 31 March 2025	(0.00)	-	(0.00)	638.74
	-	-	-	-

29 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, CAD, 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 2026				31 March 2025			
	USD	AUD	GBP	Others	USD	AUD	GBP	Others
Cash and cash equivalents	56.10	-	1.36	231.78	21.67	-	6.92	204.36
Trade receivables	505.98	-	11.88	115.55	557.84	-	6.91	106.59
Other financial assets	-	-	-	-	-	638.74	-	-
Trade payables	(6.19)	-	-	(216.44)	(19.95)	-	-	(135.68)
Other financial liabilities	(36.28)	-	-	-	(117.78)	-	-	-
Net statement of financial position exposure	519.61	-	13.24	130.88	441.78	638.74	13.83	175.26

Sensitivity analysis

A reasonably possible strengthening (weakening) of the USD, CAD and GBP against INR at 31 March would have affected the measurement of financial exposure denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact on forecast revenue and expenses.

	Profit or Loss (before tax)		Profit or Loss (before tax)	
	For the year ended		For the year ended	
	31 March 2026		31 March 2025	
	Strengthening	Weakening	Strengthening	Weakening
USD (1% movement)	5.20	(5.20)	4.42	(4.42)
AUD (1% movement)	-	-	6.39	(6.39)
GBP (1% movement)	0.13	(0.13)	0.14	(0.14)
Others (1% movement)	1.31	(1.31)	1.75	(1.75)

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 2026	31 March 2025
Revenue from top customers (more than 10% revenue individually)	738.54	854.82
Revenue from top 15 customers	3,554.37	4,081.54

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 custom 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.

29 Financial risk management

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

Particulars	As at 31 March 2026			As at 31 March 2025		
	Gross carrying amount	Allowance for credit losses	Net carrying amount	Gross carrying amount	Allowance for credit losses	Net carrying amount
Less than 180 days	633.18	0.74	632.43	676.89	4.01	672.88
More than 180 days	18.12	17.15	0.97	3.17	2.14	1.03
	651.30	17.89	633.41	680.06	6.15	673.91

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

Particulars	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	6.15	148.52
Add: addition during the year	12.68	-
Less: reversal during the year	-	(12.80)
Less: amount written off	(0.95)	(129.58)
Balance for the year ended 31 March 2026	17.89	6.15

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 2026			As at 31 March 2025		
	Carrying amount	Within 1 year	More than 1 year	Carrying amount	Within 1 year	More than 1 year
Non-derivative financial liabilities						
Trade payables	222.63	222.63	-	155.63	155.63	-
Borrowings	-	-	-	325.00	65.00	260.00
Lease liabilities	4.74	4.74	-	62.69	53.30	9.39
Other financial liabilities	120.66	120.66	-	94.25	94.25	-

30 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The capital structure is as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Total equity attributable to the equity shareholders of the Company	12,626.15	11,103.06
As percentage of total capital	100%	97%
Total lease liabilities	4.74	62.69
Total borrowings	-	325.00
As a percentage of total capital	0%	3%
Total capital (equity and borrowings)	12,630.88	11,490.74

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 31 March 2026	As at 31 March 2025
Long term borrowing	-	260.00
Current portion of long term borrowing	-	65.00
Total borrowing	-	325.00
Less :		
Cash and cash equivalents	289.24	233.31
Other bank balance	-	-
Net debt	(289.24)	91.69
Total equity	12,626.15	11,103.06
Gearing ratio	(0.02)	0.01

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Notes forming part of Financial Statements for the year ended 31 March 2026

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

31 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 (100%) Liberate eLearning Pty Ltd (100%) App eLearn Pty Ltd (100%) Liberate Learning Limited (100%) (Strike-off w.e.f. 7 November 2024)
3. Related parties where control exist via holding company:		
	Fellow subsidiary company	MPS Europa AG, Switzerland TOPSIM GmbH, Germany Semantico Limited, UK American Journal Experts LLC (SPV-100%) American Journal Experts LLC, North Carolina, USA (formerly known as "Research Square AJE LLC, North Carolina, USA") American Journal Online (Beijing) information Consulting Company Limited Unbound Medicine Inc. (w.e.f.9 February 2026)
4. Other related parties:		
	Key management personnel (KMP)	Rahul Arora, Chairman, CEO and Whole-time Director 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 (till 02 February 2026) Karthik Bhat Khandige - Non-Executive Director (w.e.f. 01 January 2025) Jayantika Dave - Non-Executive Director (w.e.f. 16 May 2025) Divya Verma - Non-Executive Director (w.e.f. 31 March 2026)

B Transactions during the year

	Description of transactions	Name of related party	For the year ended 31 March 2026	For the year ended 31 March 2025
1	Finance costs	MPS Limited	3.75	95.13
2	Rent and other administration expenses	MPS Limited	71.12	71.12
3	Fixed assets sale	MPS Limited	12.35	0.84
4	Fixed assets purchase	MPS Limited	14.72	-
5	Repayment of loan	MPS Limited	325.00	875.00
6	Reimbursement of expenses received	MPS Limited	-	17.62
7	Dividend paid	MPS Limited	800.07	585.90
8	Expenses incurred during the year by the Company	MPS NA LLC MPS Limited AJE LLC Semantico Ltd	46.48 6.08 8.58 3.47	18.43 6.13 50.80 2.58
9	Director sitting fees	Mr. Ajay Mankotia Mrs. Yamini Tandon Mr.Kartik Khandige Mr. Jayantika Dave	- 5.00 5.00 3.00	4.00 3.00 1.00 -
10	Dividend income	Liberate Learning Pty Ltd	297.27	406.35

C Balance at the year end

Particulars	Name of related party	As at 31 March 2026	As at 31 March 2025	
1	Intercorporate loan	MPS Limited	-	325.00
2	Trade payables	MPS NA LLC	6.19	1.59

Notes:

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

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 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2025: 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

32 Revenue

(i) Revenue from contracts with customers

Revenues for the year ended 31 March 2026 and 31 March 2025 are as follows:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
eLearning	5,355.43	6,418.66
Revenue by geographical markets	For the year ended 31 March 2026	For the year ended 31 March 2025
India (country of domicile)	248.12	322.17
Europe	1,439.46	1,506.51
United State of America	2,795.87	3,283.48
Rest of the World	871.97	1,306.49
Total	5,355.43	6,418.66

(iii) 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)	633.41	673.91
Contract assets (refer note no. 8 (ii))	299.10	273.32
Contract liabilities (refer note no. 16)	810.61	1,060.66

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	For the year ended 31 March 2026		For the year ended 31 March 2025	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
Balance as at beginning of the year	273.32	1,060.66	242.73	2,261.91
Contract liability acquired on account of business combination (refer note 38)	-	-	-	-
Increases due to cash received, excluding amounts recognised as revenue during the period	-	500.20	-	477.89
Revenue recognised that was included in the unearned balance at the beginning of the year	-	(719.75)	-	(1,695.80)
Advance received from customer	-	18.38	-	16.66
Contract assets acquired on account of business combination (refer note 38)	-	-	-	-
Increases due to revenue recognised during the year	299.10	-	273.32	-
Transfers from contract assets recognised at the beginning of the year to receivables	(273.32)	-	(242.73)	-
Balance at the end of the year	299.10	859.49	273.32	1,060.66

(iv) 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 2026****(INR in Lacs, except share and per share data, unless otherwise stated)****33 Contingent liabilities and commitments to the extent not provided for:**

- (a) There are no contingent liabilities as at 31 March 2026 and as at 31 March 2025.

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 2025: Nil).

34 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 2026	31 March 2025
Balance as at beginning of the year	62.69	111.14
Addition during the year	-	-
Interest on lease liabilities (refer note 21)	3.70	8.55
Repayment of lease liabilities including interest expenses	(57.00)	(57.00)
Disposal during the year	3.56	-
Impact on lease termination	(1.09)	-
Balance at the end of the year	11.86	62.69

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

Particulars	As at	As at
	31 March 2026	31 March 2025
Interest on lease liabilities (refer note 21)	3.70	8.55
Depreciation on right-of-use assets (refer note 22)	49.77	49.77
Deferred tax (credit) (refer note 12)	0.33	0.33
Impact on the statement of profit and loss for the year	53.80	58.65

(v) Amount recognised in the statement of cash flow

Particulars	As at	As at
	31 March 2026	31 March 2025
Repayment of lease liabilities excluding interest	(53.30)	(48.45)
Repayment of interest (refer note 21)	(3.70)	(8.55)
Impact on the statement of cash flows for the year	(57.00)	(57.00)

35 Acquisition of Liberate Group

On 31 August 2023, the Company acquired 65% of the shares held by the shareholders of each entity of Liberate Group i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) 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 was to 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.

During the year, the Company completed the 100% acquisition of the Liberate Group, comprising Liberate Learning Pty Ltd, App-eLearn Pty Ltd, and Liberate eLearning Pty Ltd, on 28 October 2025. Following completion, the Liberate Group has become a wholly owned subsidiary of the Company.

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 has been recorded at nil value pursuant to the purchase of 35% stake of Liberate Group.

36 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 44 Lacs. (INR 30.55 Lacs as on 31 March 2024)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
a) Details of amount required, spent and shortfall in CSR expense during the year		
Amount required to be spent by the Company	34.00	30.55
Amount incurred during the year (<i>Refer "b" below</i>)	34.00	30.55
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 2026		Year ended 31 March 2025	
	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	24.00	-	28.85	-
Promoting Gender Equality & Women Empowerment	10.00	-	1.70	-
Total	34.00	-	30.55	-

c) There was no shortfall as at 31 March 2026 (31 March 2025: 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.

37 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 2026**

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

38 (i) Loan

The Company has 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).

38 (ii) Disclosure pursuant to section 186(4) of the Companies Act, 2013 in respect of unsecured loans from holding company (refer note 31)

MPS Limited	As at	As at
	31 March 2026	31 March 2025
Outstanding as at the beginning of year	325.00	1,200.00
Received during the year	-	-
Repaid during the year	325.00	875.00
Maximum balance outstanding	-	1,200.00
Outstanding as at the end of year	-	325.00

The loan outstanding as on 31 March 2026 is NIL (INR 325 Lacs as on 31 March 2025) is received from the holding company for further investment in 65% equity shares of Liberate Group at 10.5% per annum interest rate which is repayable as per stipulated schedule over a period of 7 years.

39 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 2026	31 March 2025
India (country of domicile)	248.12	322.17
Europe	1,439.46	1,506.51
United State of America	2,795.87	3,283.48
Rest of the World	871.97	1,306.49
Total	5,355.43	6,418.65

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

Particular	INR in Lacs	
	As at	As at
	31 March 2026	31 March 2025
India (country of domicile)	13,606.76	12,388.34
United State of America	1.51	2.04
Rest of the World	1.13	0.31
Total	13,609.40	12,390.69

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

40 Additional regulatory informations

(a) Ratios

Ratios	Formulas for computation	Measures (Times / Percentage)	As at 31 March 2026	As at 31 March 2025	Variation	Remarks
Current Ratio	Current Assets / Current Liabilities	Times	1.58	1.18	33.82%	Improved due to write back of deferred consideration during the year ended 31 March 2026
Debt-Equity Ratio	Total Debts / Net Worth	Times	-	0.03	-100.00%	Improved due to repayment of inter corporate loan during the year ended 31 March 2026
Debt Service Coverage Ratio	EBITDA / Debt Service	Times	1.79	5.76	-396.34%	Improved due to repayment of inter corporate loan during the year ended 31 March 2026
Return on Equity Ratio	Profit after Tax / Average Total Equity	Percentage	11.84%	19.09%	-37.99%	Decline due to business slow down during the year ended 31 March, 2026.
Trade Receivable turnover Ratio	Revenue from Operations / Average Debtors	Times	8.05	5.31	51.53%	Improved efficiency in the collection of receivables during the year
Trade Payable turnover Ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	6.92	7.40	-6.44%	Improved due to timely payment to vendors during the year ended 31 March 2026.
Net Capital turnover Ratio	Revenue from Operations/ Average Working Capital (i.e Total Current Assets Less Total Current Liabilities)	Times	9.38	206.61	-95.46%	Decline due to business slow down during the year ended 31 March, 2026.
Net Profit Ratio	PAT/ Revenue from Operations	Percentage	26.23%	30.92%	-15.18%	Decline due to business slow down during the year ended 31 March, 2026.
Return on Capital Employed	EBIT/Capital Employed ((Net Worth +Lease Liabilities+Deferred Tax Liabilities)	Percentage	11.21%	19.92%	-43.69%	Decline due to business slow down during the year ended 31 March, 2026.
Return on Investments	Profit before Tax / Total Assets	Percentage	10.10%	17.06%	-40.81%	Decline due to business slow down during the year ended 31 March, 2026.

41 Audit Trail

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall only use such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The new requirement is applicable with effect from the financial year beginning on 1 April 2023

The Company uses an accounting software as the primary accounting software for maintaining its books of accounts. During the current financial year, the audit trail (edit log) features for any direct changes made at the database level were not enabled for the accounting software used for maintenance of all the accounting records by the Company. However, the audit trails (edit log) at the applications level (entered from the frontend by users) for the accounting software were operating for all relevant transactions recorded in the software.

The Company also uses one third party application for processing its payroll. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SSAE 21, Statement on Standards for Attestation Engagements does not comment on existence of audit trail (edit logs) for any maintenance of logs of direct changes made at the database level. Further audit trail feature for the changes made through application level are retained only for 365 days as the same results into slowing down of system due to huge volume of data.

42 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 transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) 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
- (vi) The Company has not received any fund, other than those disclosed in Note No. 39, 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,

For Walker Chandniok & 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 Number: 504774
Place : New Delhi
Date :

Rahul Arora
Chairman, Chief Executive Officer
& Whole Time Director
DIN: 05353333
Place :
Date :

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

Prarthana Agarwal
Chief Financial Officer
Membership No : 402811
Place : Noida, Uttar Pradesh
Date :

Raman Sapra
Company Secretary
Membership No : F9233
Place : Noida, Uttar Pradesh
Date :