

February 6, 2017

Listing Department**National Stock Exchange of India Limited**

Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051
Trading Symbol: MPSLTD

Ref.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub.: Agreement to acquire 'THINK Subscription'

Dear Sir/ Madam,

This is in reference to the clarification sought by the National Stock Exchange of India Limited on the disclosure filed by the Company vide letter dated February 6, 2017. We hereby wish to furnish the following details against the clarification sought:

1. Name of the target entity, details in brief such as size, turnover etc:

Think Subscription is subscription management software. The acquisition cost including working capital to be introduced by MPS is estimated at USD 1 million.

2. Whether the acquisition would fall within related party transactions 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":

This Acquisition would not fall within Related Party Transaction and none of the promoter/ promoter group/ group companies have any interest in the business being acquired.

3. Industry to which the entity being acquired belongs:

THINK Subscription is a subscription management software business that provides publishers with platforms and services to help them manage their subscriber and fulfillment needs.

4. 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):

The acquisition of THINK Subscription business will enhance our platform capabilities to include subscription management and fulfillment solutions.

www.adi-mps.com



5. Brief details of any governmental or regulatory approvals required for the acquisition:

There is no governmental or regulatory approvals required for the acquisition.

6. Indicative time period for completion of the acquisition:

The acquisition is likely to be completed by April 30, 2017.

7. Cost of acquisition or the price at which the shares are acquired:

The acquisition cost including working capital to be introduced by MPS is estimated at USD 1 million.

8. Nature of consideration - whether cash consideration or share swap and details of the same:

Nature of Consideration will be Cash.

9. Percentage of shareholding / control acquired and / or number of shares acquired:

The Company is acquiring the entire business of THINK Subscription.

10. 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):

THINK Subscription is a subscription management software business that provides publishers with platforms and services to help them manage their subscriber and fulfillment needs. The business is being operated from the main office situated at Provo Utah, USA.

You are requested to kindly take the above information on your record.

Thanking you,

Yours Sincerely,

For **MPS Limited**

Hitesh Kumar Jain

DGM- Legal and Company Secretary

