



MPS Limited

C - 35, Sector- 62, Noida- 201 307, Uttar Pradesh (INDIA)
Tel: +91 120 4599 750

December 12, 2018

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	Department of Corporate Services – Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 532440
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Subject: Outcome of the Board Meeting held on Tuesday, December 11, 2018

Dear Sir / Madam,

1. This is in continuation of the intimation dated 6th December 2018. The Board of Directors in its meeting held yesterday, i.e. December 11, 2018, considered the communication dated December 6, 2018 received by the Company from ADI BPO Services Limited (Transferor Company), wherein it has been informed that the Board of ADI BPO Services Limited have decided to withdraw the proposed Scheme of Demerger of 'Infrastructure Management Business Undertaking' of ADI BPO Services Limited into ADI Media Private Limited.

The Board noted that the proposed Scheme of Amalgamation of ADI BPO Services Limited [post demerger] with MPS Limited (Transferee Company) was conditional upon and subject to the Scheme of Demerger becoming legally effective in all respects in accordance with the terms set out. Since the Scheme of Demerger of 'Infrastructure Management Business Undertaking' of ADI BPO Services Limited into ADI Media Private Limited has already been withdrawn by the Transferor Company, the Scheme of Amalgamation between the Transferor Company and Transferee Company cannot be made effective. The Board also noted that the proposed Scheme of Amalgamation had a proviso that the Board(s) of the Transferor Company and the Transferee Company may in their absolute discretion, adopt any part of the Scheme or declare the Scheme to be null and void and in that event no rights and /or liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person.

Based on the above and as per the provisions of the Scheme of Amalgamation, the Board of Directors of the Company has decided to withdraw the said Scheme and take necessary steps to give effect to the same. The Board also noted that the withdrawal of the Scheme would have no impact on the operations of the Company.

2. Pursuant to Regulation 30 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), based on the recommendation of Nomination and Remuneration Committee, the Board at the meeting held yesterday, i.e. December 11, 2018, considered and approved the Appointment of Mr. Sunil Manubhai Shah (DIN: 00137105), as an

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Additional Director of the Company, with effect from December 11, 2018 , who shall hold office up to the date of the next General Meeting of the Company.

Please find below the following disclosures with respect to the aforesaid appointment of Mr. Sunil Manubhai Shah:

A. Disclosure of relationships between the Directors:

None of the Directors of the Company is directly/indirectly related to Mr. Sunil Manubhai Shah. Mr. Shah is thus an independent director.

B. Brief Profile of Mr. Sunil Manubhai Shah :

After graduating from IIM, Ahmedabad, Mr. Shah joined his family business; which he ran along with his father and elder brother. Mr. Shah successfully projected himself as a conciliatory figure in his large family business and was elected as the Managing Partner. Thereafter Mr. Shah started his own Equity Research Business, which focused on Foreign Institutional Investors and high net worth individuals. As times changed, and India opened up to foreign investment banks, he sold his company, Evergreen Broking Private Limited to Barclays Bank. Subsequently, Mr. Shah became the Managing Director of HDFC Securities Limited in 2002, a three way joint venture between HDFC Limited, HDFC Bank Limited and JP Morgan Chase Private Equity. Mr. Shah worked with HDFC Securities Limited till 2008. He was also a Board Member at Bharat Serums and Vaccines Limited during 2010-2013 and Indian Advisory Board Chartered Institute for Securities and investment Institute during 2011-2013.

Mr. Shah has been the President of the IIM Ahmedabad Alumni Association (Bombay) and Co-Chairperson of the Indian Merchant Chamber Finance Sector Committee.

Currently, Mr. Shah is a promoter at Evergreen Family Business Advisors. Evergreen helps create practical solutions to common issues confronting Family Businesses. Through structured processes and meetings, families learn to resolve the most important issues and create a roadmap for the next generation also.

Please take the above information on your record.

Thanking you,

Yours Sincerely,

For MPS Limited



Sunit Malhotra

CFO & Company Secretary

**MPS Limited**

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December 6th, 2018

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Scrip Code: MPSLTD	Scrip Code: 532440

**Subject – Receipt of intimation from ADI BPO Services Limited for withdrawal of
Scheme of Amalgamation of ADI BPO Services Limited with the Company**

We would like to inform you that the Company has received a communication dated December 6, 2018 from ADI BPO Services Limited, wherein they have intimated that their Board of Directors in its meeting held on December 6, 2018 have decided to withdraw the Scheme of Demerger of 'Infrastructure Management Business Undertaking' of ADI BPO Services Limited into ADI Media Private Limited and Scheme of Amalgamation of ADI BPO Services Limited [post demerger] with MPS Limited ["hereinafter referred to as Scheme"]

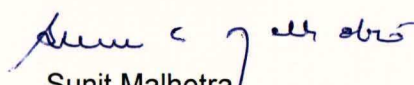
The communication states that the demerger may not be commercially viable due to legal uncertainties/risks and the current stamp duty position in Tamil Nadu post the issuance of recent circular declaring that amalgamation/ demerger schemes may be liable to stamp duty. Further, as per the provisions of the Scheme of Amalgamation, since the amalgamation cannot be made effective on a standalone basis, without the Scheme of demerger getting effective, the Board of Directors of ADI BPO Services Limited have decided to withdraw the entire Scheme.

Please note that this matter will be considered by the Board of Directors of the Company in their next Board Meeting. There will be no impact on the public shareholding, capital structure, earnings etc., as the original scheme itself was neutral in that respect.

Request you to take the above on record.

Thanking you,

Yours Sincerely,
For **MPS Limited**


Sunit Malhotra
CFO and Company Secretary

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