



A Macmillan Company

MPS Limited

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17th January 2012

To

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra East
Mumbai - 400 051
Listing Ph:- 022-26538236 Compliance: 0222-26598235
Fax:- 022-26598237/38/26598191
E-Mail :- cm1ist@nse.co.in

Bombay Stock Exchange Limited
Listing Department, P J Tower, 1st Floor, Dalal Street
Mumbai - 400001
Ph: 22655656 / 0525
Fax: 022 22673677 / 22721072
Email: isc@bseindia.com

The Madras Stock Exchange
Exchange Building, Post Box No. 183, 11, Second Line Beach,
Chennai - 600 001
Ph: 25224382/92/93
Fax: 044-25244897
E-Mail: mseed@md3.vsnl.net.in

Dear Sir,

Sub: Open Offer – Change of Control

You will recall that ADI BPO Services Private Limited (ADI BPO) had acquired 61.46% of the share capital of the Company from HM Publishers Limited, UK on 13th October 2011.

Consequent to that an Open Offer got triggered in pursuance of Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations 1997, as amended (SAST Regulations). The said Open Offer closed on 2nd January 2012. We have been informed by Ernst & Young Merchant Banking Services Private Limited that all formalities with SAST Regulations have been complied with.

Accordingly, ADI BPO has informed the Company that it is now holding 76.27% of the share capital of the Company and that it may deemed to be the promoter of the Company under clause 35 of the Listing Agreement(s) with the Stock Exchanges. Copy of the letter dated 13th January 2012 is enclosed for your ready reference.

The Board at its meeting held today has taken note of it. You are requested to bring this to the notice of your members.

Yours faithfully
MPS Limited

S.K Guha
Company Secretary
Encl.: as above.



Dated 13th January 2012

The Company Secretary
MPS Limited
27 G N Chetty Road
T Nagar
Chennai 600017
Dear Sir,

Sub: Declaration as Promoter

We hereby inform you that in addition to acquiring **103,39,980 shares** from HM Publishers Limited, UK, we have also **acquired 24,91,516 shares** in the Open Offer that closed on 2nd January 2012.

Our total holding is now **12831496 shares aggregating to 76.27%** of the share capital of the Company.

Hence, we may be deemed to be the promoter of the Company under clause 35 of the Listing Agreement(s) with the Stock exchanges.

We also declare that there is no other person acting in concert with us.

Yours faithfully,
ADI BPO Services Private Limited

A handwritten signature in dark ink, appearing to read 'Nishith', followed by a horizontal line extending to the right.

Nishith Arora
Director