

**Format for disclosures under Regulation 29(2) of SEBI  
Substantial Acquisition of Shares and Takeovers)  
Regulations, 2011**

|                                                                                                                                                                           |                                                          |                                                            |                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                           | MPS Limited                                              |                                                            |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                             | N.A. (# Refer note below)                                |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                   | N.A.                                                     |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                        | BSE Limited and National Stock Exchange of India Limited |                                                            |                                                            |
| Details of the acquisition / disposal as follows                                                                                                                          | Number                                                   | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <b>Before the acquisition under consideration, holding of :</b>                                                                                                           |                                                          |                                                            |                                                            |
| a) Shares carrying voting rights                                                                                                                                          | 12616996                                                 | 74.9999%                                                   | N.A.                                                       |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                   | Nil                                                      | Nil                                                        | N.A.                                                       |
| c) Voting rights (VR) otherwise than by shares                                                                                                                            | Nil                                                      | Nil                                                        | N.A.                                                       |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | Nil                                                      | Nil                                                        | N.A.                                                       |
| e) Total (a+b+c+d)                                                                                                                                                        | 12616996                                                 | 74.9999%                                                   | N.A.                                                       |



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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------|
| <b>Details of acquisition /sale</b><br><br>a) Shares carrying voting rights acquired/sold<br><br>b) VRs acquisition /sold otherwise than by shares<br><br>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold<br><br>d) Shares encumbered / invoked/released by the acquirer<br><br>e) Total (a+b+c+/-d) | (# Refer note below)                                      |                                                       |                                                      |
| <b>After the acquisition /sale, holding of:</b><br><br>a) Shares carrying voting rights<br><br>b) Shares encumbered with the acquirer<br><br>c) VRs otherwise than by shares<br><br>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition<br><br>e) Total (a+b+c+d)                                    | 12616996<br><br>Nil<br><br>Nil<br><br>Nil<br><br>12616996 | 67.77%<br><br>Nil<br><br>Nil<br><br>Nil<br><br>67.77% | N.A.<br><br>N.A.<br><br>N.A.<br><br>N.A.<br><br>N.A. |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                                                                                                                                                                                                                                                                                  | (*Refer note below)                                       |                                                       |                                                      |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                                                                                                                                                                                                                                                                  | (# Refer note below)                                      |                                                       |                                                      |
| Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                                                                                                                                                                                                                                                                    | 16822668                                                  |                                                       |                                                      |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                                                                                                                                                                                                                                                                      | 18616926                                                  |                                                       |                                                      |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                                                                                                                                                                                                                                                                     | N.A.                                                      |                                                       |                                                      |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company with the Stock Exchange under Clause 35 of the listing Agreement.



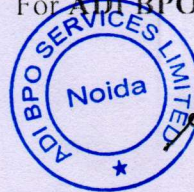
(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

# The percentage Shareholding of ADI BPO Services Limited is diluted from 74.9999% to 67.77% due to issue and allotment of 1794258 new Equity Shares by MPS Limited to Qualified Institutional Buyers through Qualified Institutional Placement. There is no change in the number of shares held i.e. 12616996, by ADI BPO Services Limited in MPS Limited.

Place: Noida

Date: March 23, 2015

For ADI BPO Services Limited



*Sunit Malhotra*  
Sunit Malhotra  
Director

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