Pre-Offer Advertisement under Regulation 18(7) in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

MPF SYSTEMS LIMITED

[Formerly known as Mather and Platt Fire Systems Limited]

Registered Office: Greaves Compound, Chinchwad Works, Bombay-Pune Road, Chinchwad (East), Pune-411019, Maharashtra
Tel.: +91-020-27442100; Fax: +91-020-27442111; E-mail: compliancempf@gmail.com
Corporate Identification Number (CIN): L65999PN1993PLC014500

This Advertisement ('Offer Opening Public Announcement') is being issued by **Ashika Capital Limited** ('Manager to the Offer') on behalf of **Royal Nirman Private Limited** (hereinafter referred as 'Acquirer') pursuant to and in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011') in respect of Open Offer for acquisition of upto 8,84,700 fully paid up Equity Shares of ₹ 10/- each, constituting 26% of the paid-up and voting equity share capital of **MPF Systems Limited** (hereinafter referred to as 'Target Company'). The Detailed Public Statement ('DPS') with respect to the aforementioned Offer was published on July 08, 2014 in all editions of **Financial Express** (English), **Jansatta** (Hindi), **Mumbai Lakshadeep** (Marathi) and **Loksatta** (Marathi).

1. The Offer Price is ₹ 2/- (Rupees Two only) per fully paid-up equity Share ('Offer Price'). There has been no revision in the Offer Price.
2. The Committee of Independent Directors ('IDC') of the Target Company is of the opinion that the Offer Price is fair and reasonable and recommends the acceptance of the Open Offer, in the light of the following:
   - The Offer Price is in line with the SEBI (SAST) Regulations, 2011.

   The IDC has issued its recommendation on the Offer, which was published on June 17, 2015 in the same newspapers in which the DPS was published.
3. This Offer is not a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
4. The Letter of Offer (LoF) has been dispatched to the shareholders of Target Company on June 12, 2015 (Friday).
5. A copy of the LoF along with Form of Acceptance-cum-Acknowledgement ('Form of Acceptance') is also available on Securities and Exchange Board of India ('SEBI') website (http://www.sebi.gov.in). Registered/Unregistered Shareholders, if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details, so as to reach the Registrar to the Offer on or before the closing of the business hours on the Date of Closing of Tendering Period i.e. July 02, 2015 (Thursday):
   i. **In case of Physical Shares:** Name, Address, Number of Equity Shares held, Number of Equity Shares tendered, Folio Nos., Distinctive Numbers together with the original Equity Share Certificate(s), valid Transfer Deeds and PAN Card copy (in case of Joint holders, PAN card copy of all transferors) with the details of the buyer kept blank.
   ii. **In case of Dematerialized Shares:** Name, Address, Number of Equity Shares held, Number of Equity Shares tendered, DP Name, DP ID, Beneficiary Account Number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the Depository Participant for transferring the equity shares in favour of the Escrow Demat Account:

Depository	National Securities Depository Limited ('NSDL')
DP Name	Stock Holding of Corporation of India Limited
DP ID	IN301330
Client ID	21420312
ISIN	INE095E01014
Account Name	OPEN OFFER MPFSL OPERATED BY SHAREPRO
Mode of Instruction	Off-Market

6. In terms of Regulation 16(1) of the SEBI SAST Regulations, 2011, the Draft Letter of Offer had been submitted to SEBI on July 15, 2014. We have received the comments on the Draft Letter of Offer from SEBI, in terms of regulation 16(4) of the SEBI (SAST) Regulations, 2011; vide their letter dated June 03, 2015. The comments have been incorporated in the LoF.
7. **Schedule of Activities:**

Activities	Original Date & Day	Revised Date & Day
Public Announcement	July 01, 2014 (Tuesday)	July 01, 2014 (Tuesday)
Publication of Detailed Public Statement	July 08, 2014 (Tuesday)	July 08, 2014 (Tuesday)
Filing of Draft Letter of Offer with SEBI along with soft copies of Public Announcement and Detailed Public Statement	July 15, 2014 (Tuesday)	July 15, 2014 (Tuesday)
Last date for a Competing Offer	July 30, 2014 (Wednesday)	July 30, 2014 (Wednesday)
Receipt of comments from SEBI on Draft Letter of Offer	August 06, 2014 (Wednesday)	June 03, 2015 (Wednesday)
Identified Date*	August 08, 2014 (Friday)	June 05, 2015 (Friday)
Date by which the Letter of Offer will be dispatched to the shareholders	August 19, 2014 (Tuesday)	June 12, 2015 (Friday)
Last date for upward revision of Offer Price and/or Offer Size	August 21, 2014 (Thursday)	June 16, 2015 (Tuesday)
Last date by which Committee of Independent Directors of the Board of the Target Company shall give its recommendation	August 22, 2014 (Friday)	June 17, 2015 (Wednesday)
Offer Opening Public Announcement	August 25, 2014 (Monday)	June 18, 2015 (Thursday)
Date of commencement of Tendering Period	August 26, 2014 (Tuesday)	June 19, 2015 (Friday)
Date of closing of Tendering Period	September 09, 2014 (Tuesday)	July 02, 2015 (Thursday)
Last date of communicating of rejection/ acceptance and payment of consideration for accepted shares/return of unaccepted shares	September 23, 2014 (Tuesday)	July 16, 2015 (Thursday)

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.*

Capitalized terms used but not defined herein shall have the same meaning as assigned in the PA, DPS and LoF. All other terms and conditions of the Offer shall remain unchanged.

The Acquirer and their directors accept, jointly and severally, full responsibility for the information contained in this Announcement and shall be jointly and severally responsible for the fulfillment of obligations under the SEBI (SAST) Regulations, 2011 in respect of this Offer.

This Pre Offer Advertisement will also be available on SEBI's website at www.sebi.gov.in.

ISSUED BY MANAGER TO THE OFFER

ASHIKA
GROWING & SHARING WITH YOU

ASHIKA CAPITAL LIMITED

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1008, 10th Floor, Raheja Centre, 214, Nariman Point, Mumbai-400021
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E-mail: mbd@ashikagroup.com
Contact Person: Mr. Niraj Kothari/Mr. Narendra Kumar Gamini

Place : Mumbai
Date : June 18, 2015

For and on behalf of Royal Nirman Private Limited

Size: 12(w) x 38(h)