PUBLIC ANNOUNCEMENT UNDER REGULATION 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

OPEN OFFER FOR ACQUISITION OF UP TO 8,84,700 FULLY PAID-UP EQUITY SHARES OF FACE VALUE ₹ 10/- EACH OF MPF SYSTEMS LIMITED [*formerly known as Mather and Platt Fire Systems Limited*] ('TARGET COMPANY') FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ROYAL NIRMAN PRIVATE LIMITED (HEREIN AFTER REFERRED AS 'ACQUIRER')

This Public Announcement ('**PA**' / '**Public Announcement**') is being issued by Ashika Capital Limited ('**Manager to the Offer**') for and on behalf of the Acquirer to the public shareholders of the Target Company pursuant to and in compliance with, amongst others, Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendment thereto ('**SEBI (SAST) Regulations, 2011**').

1. OFFER DETAILS :

1.1. Offer Size: The Acquirer hereby makes this Open Offer ('Open Offer' / 'Offer') to the Public Shareholders of the Target Company to acquire up to 8,84,700, fully paid-up equity shares of face value of ₹ 10/- each of the Target Company, constituting 26% of the paid-up and voting equity share capital of the Target Company ('Voting Share Capital'), as of the 10th working day from the Closure of the Tendering Period, subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement ('DPS') that will be published in connection to the Offer and the Letter of Offer ('LoF') that will be sent to the Shareholders will be in accordance with the SEBI (SAST) Regulations, 2011.

1.2. Price / Consideration: The Offer Price of ₹ 2/- (Rupees Two only) per Equity Share, calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011 ('Offer Price'), aggregating to a consideration of up to ₹ 17, 69,400/- (Rupees Seventeen Lakhs Sixty Nine Thousand Four Hundred only) assuming full acceptance ('Offer Size').

1.3. Mode of Payment: The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.

1.4. Type of Offer: The Offer is a Triggered Offer in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION:

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for shares/voting rights acquired (₹)	Mode of Payment (Cash/ Securities)	Regulations which have been triggered
		Number	%			
Direct	Share Purchase Agreement dated July 01, 2014 ('SPA')	18,87,697	55.48	17,56,000/-	Cash	3(1) & (4)

3. ACQUIRER :

Details	Acquirer
Name of Acquirer	Royal Nirman Private Limited
Corporate Identification Number (CIN)	U70102WB2010PTC154596
Address of the Acquirer	1st Floor, Block - D, Mercantile Buildings, 9/12, Lal Bazaar Street, Kolkata – 700001.
Name of persons in control/promoters of Acquirer, where Acquirer is a company	Mr. Bijay Kumar Dokania, Humalife Distributors Private Limited, Aargee Property Services Private Limited and Dokania Consultancy Services Private Limited
Name of the Group, if any to which the Acquirer belongs to	-
Pre Transaction Shareholding: **Number** **% of Voting Share Capital**	 NIL Not Applicable
Proposed Shareholding after the acquisition of shares which triggered the Open Offer	18,87,697 Equity Shares (55.48% of the Voting Share Capital)
Any other interest in the Target Company	NIL

There is no Person Acting in Concert in relation to the present Open Offer within the meaning of 2(1)(q) of the SEBI (SAST) Regulations, 2011.

4. DETAILS OF SELLING SHAREHOLDERS:

Name	**Part of the Promoter Group (Yes / No)**	**Details of shares / voting rights held by the selling shareholders**					
		Pre Transaction		**Shares to be sold under SPA**		**Post Transaction**	
		Number	**%**	**Number**	**%**	**Number**	**%**
Wilo Se	Yes	18,87,697	55.48	18,87,697	55.48	Nil	NA

5. TARGET COMPANY :

5.1. Name: MPF Systems Limited *(formerly known as Mather and Platt Fire Systems Limited)*

5.2. Corporate Identification Number (CIN) : L65999PN1993PLC014500

5.3. Registered Office: Greaves Compound, Chinchwad Works, Bombay-Pune Road, Chinchwad (East), Pune-411019, Maharashtra.

5.4. Exchanges where Listed: The Equity shares of the Target Company are listed on the BSE Limited, Mumbai ("BSE") (Scrip Code: 532470) and Pune Stock Exchange Limited, Pune ('PSE') (Scrip Code: MATPF-660286) only.

6. OTHER DETAILS :

6.1. Further details of the Open Offer shall be published on or before July 08, 2014 in the Detailed Public Statement ('DPS') to be issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations 2011 and published in terms of Regulation 14(3) of the SEBI (SAST) Regulations 2011.

6.2. The Acquirer and each of the Directors, jointly and severally, undertake that they are fully aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations, 2011 in relation to the Offer.

6.3. This PA is not being issued pursuant to a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. Further, this Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations 2011.

6.4. Completion of the Offer and the underlying transaction, as envisaged under the SPA, is subject to satisfaction of the conditions precedent set out in the SPA, including the receipt of statutory approvals required, if any.

Issued by Manager to the Offer:

ASHIKA CAPITAL LIMITED
(CIN: U30009WB2000PLC091674)
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214, Nariman Point, Mumbai-400 021.
Tel: +91-22-6611 1700; Fax: +91-22-6611 1710
E-mail: mbd@ashikagroup.com
Contact Person: Mr. Niraj Kothari / Mr. Narendra Kumar Gamini

For and on behalf of Acquirer: Royal Nirman Private Limited

Place: Mumbai
Date: July 01, 2014