LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder/beneficial owner of **MPS Limited**. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Offer / Registrar to the Offer. In case you have recently sold your equity shares in **MPS Limited**, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the stock exchange through whom the said sale was effected. Please refer to the section on 'Definitions' for the definition of the capitalized terms used herein.

ADI BPO Services Private Limited

("Acquirer" or "ADI BPO")

Registered Office: N-49, Greater Kailash - I, New Delhi – 110048, India,

Telephone Number: +91-120 4021 200, Fax Number: +91-120 4021 280

MAKES A CASH OFFER AT ₹ 37/- (RUPEES THIRTY SEVEN) PER FULLY PAID-UP EQUITY SHARE OF FACE VALUE ₹ 10/- (RUPEES TEN) EACH ("SHARES")

Pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto **("SEBI (SAST) Regulations")**

TO ACQUIRE 33,64,534 SHARES

representing 20% of the paid-up equity share capital **("OFFER")** OF

MPS LIMITED ("Target Company" or "MPS")

Registered Office: 27 G N Chetty Road, T Nagar, Chennai 600 017.

Telephone Number: + 91-44 30974550, Fax Number: +91-44 30974600

Please Note:

1. This Offer is being made pursuant to Regulations 10 and 12 and in compliance with other applicable provisions of the SEBI (SAST) Regulations.
2. If the aggregate of the valid responses to the Offer exceed 33,64,534 Shares, the Acquirer shall accept only 33,64,534 Shares on a proportionate basis, in consultation with the Manager to the Offer, in accordance with Regulation 21(6) of SEBI (SAST) Regulations.
3. **The Offer is not a conditional offer and is not subject to any minimum level of acceptance by the Shareholders of the Target Company.**
4. The Offer is not subject to any statutory and regulatory approvals except those stated in paragraph 8.1.1 of this Letter of Offer.
5. The Acquirer is permitted to revise the Offer Price of Shares upward any time up to seven working days prior to the date of closure of the Offer. If there is any upward revision in the Offer Price by the Acquirer until the last date of revision i.e. December 22, 2011 in accordance with the SEBI (SAST) Regulations, such upward revision will be informed to all Shareholders of the Target Company by way of a public announcement in the same newspapers mentioned in paragraph 3.2.1 of this Letter of Offer where the original Public Announcement had appeared. The Acquirer would pay such revised offer price for all the Shares of MPS Limited validly tendered at anytime during the Offer and accepted under the Offer.
6. The procedure for acceptance and withdrawal of acceptance of the Offer is set out in paragraph 9 of this Letter of Offer. A Form of Acceptance-cum-Acknowledgement and a Form of Withdrawal is attached with this Letter of Offer.
7. Shareholders who have accepted the Offer by tendering the requisite documents, in accordance with the Public Announcement / Letter of Offer, can withdraw the same up to three (3) working days prior to the date of closure of the Offer. Requests for such withdrawals should reach the designated collection centres before the close of business hours on Wednesday, December 28, 2011.
8. **The Public Announcement, Letter of Offer, Form of Acceptance-cum-Acknowledgement and Form of Withdrawal will also be available on the website of Securities and Exchange Board of India http://www.sebi.gov.in.**
9. This Offer is not a competitive bid. There has been no competitive bid until the date of this Letter of Offer.
10. **There has been no competitive bid.**

All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned below:

Manager to the Offer	**Registrar to the Offer**
ERNST & YOUNG *Quality In Everything We Do* **Ernst & Young Merchant Banking Services Pvt. Ltd.** 14th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar (West), Mumbai 400028. Tel: + 91- 22- 6192 1288 / 6192 0000 Fax: +91- 22- 6192 1000 Email: nishita.john@in.ey.com Contact Person: Ms. Nishita John	CAMEO **Cameo Corporate Services Limited** Subramanian Building, No. 1, Club House Road, Chennai - 600 002 Tel: + 91- 44 2846 0390 Fax: + 91- 44 2846 0129 Email: cameo@cameoindia.com Contact Person: Ms. K Sreepriya
Offer Opens on : Wednesday, December 14, 2011	**Offer Closes on :** Monday, January 2, 2012

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Original Schedule	Revised Schedule
	Date (Day)	**Date (Day)**
Date of publication of Public Announcement	October 14, 2011 (Friday)	October 14, 2011 (Friday)
Specified Date*	November 11, 2011 (Friday)	November 11, 2011 (Friday)
Last date for competitive bid	November 4, 2011 (Friday)	November 4, 2011 (Friday)
Date by which Letter of Offer to be posted to Shareholders	November 23, 2011 (Wednesday)	December 9, 2011 (Friday)
Date of Opening of the Offer	December 7, 2011 (Wednesday)	December 14, 2011 (Wednesday)
Last date for revising the Offer Price/ Offer Size	December 15, 2011 (Thursday)	December 22, 2011 (Thursday)
Last date for withdrawal by Shareholders who have accepted the Offer	December 21, 2011 (Wednesday)	December 28, 2011 (Wednesday)
Date of Closure of the Offer	December 26, 2011 (Monday)	January 2, 2012 (Monday)
Last date for communicating acceptance/rejection under the Offer and payment of consideration for accepted tenders / return of unaccepted Shares.	January 10, 2012 (Tuesday)	January 17, 2012 (Tuesday)

* Specified Date is only for the purpose of determining the names of Shareholders as on such date to whom the Letter of Offer will be sent. All eligible owners (registered or unregistered including beneficial owners) of the Shares (except the Acquirer and the Seller) are eligible to participate in the Offer any time before the closure of the Offer.

RISK FACTORS

Risks related to the Transaction the Offer and in associating with the Acquirer:

Risks related to the Transaction:

i. The transaction is subject to completion risks as would be applicable to other transactions of similar nature.

ii. The transaction is subject to the terms of the SPA entered into between the Acquirer and the Seller.

Risks related to the Offer:

i. The Offer is subject to the Acquirer obtaining all necessary approvals as mentioned in paragraph 8.1.1 of this Letter of Offer, including the approval from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 as amended from time to time and the rules and regulations made there under for the acquisition/transfer of Offer Shares tendered pursuant to this Offer, if required. In the event, any of the required statutory approvals is refused, the Offer will stand withdrawn in accordance with the SEBI (SAST) Regulations.

ii. In the event that either (a) a regulatory approval is not received in time; or (b) there is any litigation leading to a stay on the Offer; or (c) the SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities as indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders of MPS whose Shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In the event of any delay, due to non-receipt of statutory approval(s), in accordance with Regulation 22(12) of the SEBI (SAST) Regulations, the SEBI, may, if satisfied, that the non receipt of approvals was not due to any willful default or negligence on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to pay interest to the eligible Shareholders, as may be specified by the SEBI.

iii. Shareholders should note that after the last date of withdrawal i.e. December 28, 2011, the Shareholders who have lodged their acceptances will not be able to withdraw their acceptances even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered Shares and documents in connection with such Shares will be held by the Registrar to the Offer until the process of acceptance of tendered Shares and the payment of consideration for such Shares is completed. The Shareholders will not be able to trade in such tendered Shares which will remain in the custody of the Registrar to the Offer.

iv. This Offer involves an offer to acquire 20% of the paid-up equity share capital of MPS from all eligible Shareholders for the Offer. In the event the Shares tendered in the Offer by the Shareholders, are more than the Shares to be acquired under the Offer, the acquisition of Shares from each Shareholder will be in accordance with the provisions of Regulation 21 (6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a Shareholder shall not be less than the minimum marketable lot. Market lot for the Target Company’s share is 1 (one) share. Accordingly, there is no certainty that all the Shares tendered by the Shareholders in the Offer will be accepted by the Acquirer.

v. The Shares tendered in the Offer will be held in trust by the Registrar to the Offer to the credit of a designated escrow account until the completion of the Offer formalities and the Shareholders will not be able to trade in such Shares. During the Offer period there may be fluctuations in the market price of the Shares.

Risks involved in associating with the Acquirer:

i. The Acquirer makes no assurance with respect to the market price of the Shares of MPS, which may prevail during the Offer period and upon at the time of completion of the Offer, and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

ii. The Acquirer makes no assurance with respect to the financial performance of MPS. The Acquirer also makes no assurances with respect to its investment/ divestment decisions relating to its proposed shareholding in the Target Company.

The Acquirer accepts no responsibility for the statements made otherwise than in this Letter of Offer or Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) will be doing so at his/her/their own risk.

The indicative risk factors set forth above pertain to the acquisition and the Offer and not in relation to the present or future business or operations of MPS or the Acquirer or any of their subsidiaries or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Shareholder in the Offer. Shareholders of MPS are advised to consult their stockbroker or investment consultant, for further risks with respect to their participation in the Offer.

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1 DEFINITIONS

The following definitions apply through this document, unless the context requires otherwise:

Acquirer / ADI BPO	ADI BPO Services Private Limited
Board	Board of directors of the Target Company
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Depositories	Collectively, NSDL and CDSL
Form of Acceptance/ FOA	Form of Acceptance-cum- Acknowledgement
FOW	Form of Withdrawal
FY	Financial Year
Letter of Offer/ LOF	This Letter of Offer
Macmillan Group	(i) the Seller, (ii) the subsidiaries of the Seller and (iii) any Person controlled by the Seller or the subsidiaries of the Seller. For the purpose of this definition, "subsidiary" shall have the meaning assigned to such term in the Companies Act 2006 of England and Wales.
Manager/ Manager to the Offer/ EYMBS	Ernst & Young Merchant Banking Services Private Limited
MPS/Target Company	MPS Limited
MSE	Madras Stock Exchange Limited
Non-Compete Fee	A fee of an aggregate amount of ₹ 9,30,00,000 (Rupees Nine Crores Thirty Lakhs) paid by the Acquirer to the Seller in consideration for the undertakings of the Seller regarding non-complete set out in the SPA.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Offer	Open offer made by the Acquirer pursuant to Regulations 10 and 12 of the SEBI (SAST) Regulations, to the Shareholders of MPS to acquire 33,64,534 fully paid up Shares with a face value of ₹ 10/- each of MPS representing 20% of the paid-up equity share capital of MPS at a price of ₹ 37/- (Rupees Thirty Seven) per Share payable in cash as set out in this Letter of Offer.
Offer Price	₹ 37/- (Rupees Thirty Seven) per Share determined in accordance with Regulation 20 of the SEBI (SAST) Regulations.
Offer Size / Offer Shares	33,64,534 Shares
Persons Eligible to participate in the Offer	All Public Shareholders of MPS except the Acquirer and Seller
Public Announcement/ PA/ Original Public Announcement	Announcement of this Offer issued on October 14, 2011 in Financial Express (national daily – all English editions), Jansatta (Hindi national daily – all editions), Makkal Kural (Tamil regional language – all editions) and Navshakti (Marathi regional language – Mumbai edition) by the Manager to the Offer for and on behalf of the Acquirer.
Purchase Consideration	₹ 37,37,90,277/- (Rupees Thirty Seven Crores Thirty Seven Lakhs Ninety Thousand Two Hundred and Seventy Seven) paid by the Acquirer to the Seller for the acquisition of the Sale Shares.
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
Registrar to the Offer/Registrar	Cameo Corporate Services Limited
Sale Shares	1,03,39,980 Shares representing 61.46% of the issued, subscribed and fully paid up share capital of MPS Limited
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
SEBI Takeover Code or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 1997 and subsequent amendments thereto.
Seller or HMPHL	HM Publishers Holdings Limited
Share(s)	Fully paid-up equity shares with a face value of ₹ 10 (Rupees Ten) each of MPS
Shareholders	Equity shareholders of the Target Company
SPA	The Share Purchase Agreement dated October 11, 2011 entered into by the Acquirer with the Seller to acquire 1,03,39,980 Shares representing 61.46% of the issued, subscribed and fully paid up share capital of the Target Company from the Seller.
Specified Date	November 11, 2011
Stock Exchanges	Collectively the BSE, NSE and MSE

Note: *All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI (SAST) Regulations.*

2. DISCLAIMER CLAUSE

AS REQUIRED, A COPY OF THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MPS TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, ERNST & YOUNG MERCHANT BANKING SERVICES PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 25, 2011 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 The Acquirer is making an offer to the Shareholders of the Target Company, other than the Seller, to acquire 33,64,534 Shares, representing 20% of the paid up equity share capital of MPS at a price of ₹ 37/- (Rupees Thirty Seven) per Share , payable in cash, in accordance with Regulation 10 and Regulation 12 of the SEBI (SAST) Regulations, subject to the terms and conditions mentioned hereinafter and in the Public Announcement for the purpose of substantial acquisition of equity shares and voting rights of MPS together with the change in control and management of MPS as the aggregate equity stake of the Acquirer in the paid up equity share capital of MPS will be more than 50% of the paid up share capital of the Target Company as a result of the completion of the acquisition.

3.1.2 The Acquirer entered into the SPA with HM Publishers Holdings Limited to acquire the Sale Shares on October 11, 2011.

3.1.3 The Sale Shares were acquired (subject to paragraph 3.1.4.6) pursuant to an open market block deal transaction on the National Stock Exchange of India Limited at a price of ₹ 36.15/- (Rupees Thirty Six and Fifteen paise) per share payable in cash, for a total purchase consideration of ₹ 37,37,90,277/- (Rupees Thirty Seven Crores Thirty Seven Lakhs Ninety Thousand Two Hundred and Seventy Seven). The Seller is the present Promoter of the Target Company (as defined under the SEBI (SAST) Regulations). This acquisition is not a result of any global acquisition leading to an indirect acquisition of the Target Company.

3.1.4 The salient features of the SPA are as follows:

3.1.4.1 In accordance with Regulation 22(16) of the Takeover Code, the Acquirer and the Seller have agreed to reverse the sale and purchase of the Sale Shares and not act upon the SPA, in the event of non-compliance by the Acquirer of its obligations under the SEBI (SAST) Regulations.

3.1.4.2 Under the non-compete clause in the SPA, the Seller has undertaken that for a period of 3 (three) years from the date of completion of all the formalities under the Offer, neither it nor any member of the Macmillan Group shall directly or indirectly, alone or jointly with any other Person (as defined in the SPA).

3.1.4.2.1 carry on or be engaged in, concerned or interested with or otherwise compete with the Business (as defined in paragraph 6.1.4) in the jurisdiction in which the Target Company currently operates in as such involvement would have a detrimental effect on, and cause irreparable harm to the Business and the Target Company.

3.1.4.2.2 solicit or entice away or offer employment to or endeavour to solicit or entice away or offer employment to any employee or officer of the Target Company, whether or not such person would commit a breach of contract by reason of leaving service or office.

3.1.4.3 In consideration for the undertakings of the Seller set out in the clause 3.1.4.2 above, the Acquirer has paid the Seller a non compete fee of an aggregate amount of ₹ 9,30,00,000 (Rupees Nine Crores Thirty Lakhs).

3.1.4.4 In accordance with Regulation 22(7) of SEBI (SAST) Regulations, the Acquirer has the right to nominate a director on the Board after depositing hundred per cent (100%) of the consideration payable under the Offer in the open offer escrow account after 21 days from the date of the PA. The Acquirer shall reconstitute the Board upon completion of the formalities under the Offer.

3.1.4.5 The directors representing the Seller, namely, Lawrence Jennings and W. Hanson Farries shall resign from the Board, upon completion of the formalities under the Offer by the Acquirer.

3.1.4.6 The Acquirer shall not exercise any right over the Sale Shares including any voting right until the completion of the Offer formalities.

3.1.4.7 Both parties have provided certain representations and warranties to each other, which are intended to protect the rights of the receiving party.

3.1.5 As on the date of signing the SPA, the Seller held 1,03,39,980 Shares representing 61.46% of the voting share capital of the Target Company.

3.1.6 The details of the block deal transaction executed between the Acquirer and the Seller on NSE are given below:

Acquirer	Seller	Date of the transaction	No. and percentage of Shares acquired	Price of each share (in ₹)
ADI BPO Services Private Limited	HM Publishers Holdings Limited	October 12, 2011	1,03,39,980 (61.46%)	36.15*

*excluding brokerage and Securities Transaction Tax.

3.1.7 The above acquisition by the Acquirer would lead to a change of control of the Target Company. The Acquirer is making the Offer in accordance with Regulations 10 and 12 of the SEBI (SAST) Regulations.

3.1.8 The Acquirer shall acquire the title and interest of the Seller in and unto the Sale Shares together with all benefits and rights and obligations attaching thereto only upon the completion of the Offer.

3.1.9 In accordance with Regulation 22(7) of SEBI (SAST) Regulations, the Acquirer has the right to nominate a director on the Board after depositing in the escrow account hundred per cent of the consideration payable in cash. Accordingly, pursuant to the deposit of 100% of the consideration payable in cash, Mr. Nishith Arora, nominee of the Acquirer, has been appointed as an Additional Director on the Board of the Target Company with effect from December 7, 2011.

3.1.10 There are no persons acting in concert with the Acquirer for the purpose of the Offer. Due to the operation of Regulation 2(1)(e)(2) of the SEBI (SAST) Regulations, there could be persons who could be deemed to be acting in concert with the Acquirer. However such persons are not persons acting in concert for the purpose of this Offer.

3.1.11 Neither the Acquirer nor the Target Company nor the Seller has been prohibited by the SEBI from dealing in securities, in accordance with direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.12 This Offer is being made to all the Shareholders of the Target Company (except the Acquirer and the Seller) and is not conditional on any minimum level of acceptance by the Shareholders of the Target Company. The Acquirer will acquire all the Shares that are validly tendered as per the terms of the Offer, up to a maximum of 33,64,534 Shares at the Offer Price.

3.1.13 The Acquirer has not acquired any Shares in the Target Company since the date of the PA and up to the date of this Letter of Offer through open market purchases or otherwise. The Acquirer has neither acquired nor has been allotted any Shares in the last 12 months except for the acquisition of the Sale Shares.

3.1.14 The Acquirer may purchase additional Shares of MPS from the open market or through negotiation or otherwise, after the date of the PA and this Letter of Offer in accordance with Regulation 20(7) of SEBI (SAST) Regulations and the details of such acquisition, if any, will be disclosed by the Acquirer within 24 hours of such acquisition to the BSE, NSE and MSE where the Shares of MPS are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the SEBI (SAST) Regulations.

3.1.15 As on the PA date, the Acquirer was not holding any Shares in the Target Company other than the Sales Shares.

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3.2 Details of the Offer

3.2.1 The Acquirer is making a mandatory Offer to the public Shareholders of the Target Company for acquiring up to 33,64,534 fully paid up Shares constituting 20% of the paid up equity share capital of the Target Company at ₹ 37/- (Rupees Thirty Seven) per Share aggregating to ₹ 12,44,87,758/- (Rupees Twelve Crores Forty Four Lakhs Eighty Seven Thousand Seven Hundred and Fifty Eight) in accordance with Regulation 20 of the SEBI (SAST) Regulations payable in cash subject to the terms and conditions mentioned in the PA and the terms and conditions that are set out in this Letter of Offer in relation to the Offer.

3.2.2 As on the date of the PA, there were no partly paid-up equity shares of the Target Company or any other instruments convertible into equity shares at a future date.

3.2.3 The PA announcing the Offer in accordance with Regulation 15(1) of the SEBI (SAST) Regulations was made on October 14, 2011 in the following newspapers:

Newspaper	**Language**	**Edition**
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Makkal Kural	Tamil	All Editions
Navshakti	Marathi	Mumbai

(The PA is also available on the SEBI website www.sebi.gov.in)

3.2.4 The Shares acquired by the Acquirer, pursuant to the Offer, will be free from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividend, bonus and rights declared after all the formalities relating to this Offer are completed.

3.2.5 The Offer is not conditional on any minimum level of acceptances. The Acquirer will be obliged to acquire all the Shares that are validly tendered in accordance with the terms of the Offer and the SEBI (SAST) Regulations, up to a maximum of 33,64,534 Shares at the Offer Price that are tendered in the valid form specified in this Offer subject to the terms and conditions mentioned in the PA and this Letter of Offer.

3.2.6 There has been no competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of the shares of MPS.

3.2.7 Ernst & Young Merchant Banking Services Private Limited, the Manager to the Offer, does not hold any Shares of MPS as on the date of the PA and this Letter of Offer. It declares and undertakes that it shall not deal in the Shares of MPS during the period commencing from the date of appointment as Manager to the Offer until the expiry of fifteen (15) days from the date of closure of the Offer.

3.2.8 In the event the number of Shares tendered for sale by the Shareholders is more than the Shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the Shareholders on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations in consultation with the Manager to the Offer. The minimum marketable lot for the purposes of acceptance, for both physical and demat Shares will be one Share. To the extent of the Offer Size and in accordance with the PA and this Letter of Offer, the Shares of the Target Company that are validly tendered and accepted pursuant to this Offer are proposed to be acquired by the Acquirer.

3.2.9 The Offer is made to all the Shareholders of MPS except the Acquirer and the Seller.

3.3 Object of the Acquisition/ Offer and the Acquirer's Future Plans for MPS

3.3.1 The Acquirer has entered into an SPA on October 11, 2011 to acquire 1,03,39,980 Shares each of MPS, representing 61.46% of the paid up equity share capital of MPS from the Sellers. The Offer is a mandatory open offer, since the SPA contemplates that the Acquirer shall acquire more than 15% of the paid up share capital of the Target Company and also acquire control over the Target Company by virtue of the acquisition of more than 50% of the paid up share capital of the Target Company. The Acquirer will seek reconstitution of the board of directors of the Target Company, in accordance with the provisions of the SEBI (SAST) Regulations and the Companies Act, 1956. As a result of this acquisition, provisions of Regulations 10 and 12 of the SEBI (SAST) Regulations have been attracted.

3.3.2 The Acquirer is making this Offer to acquire 33,64,534 fully paid up Shares each being 20% of the paid up equity share capital of MPS in order to comply with the provisions of the SEBI (SAST) Regulations. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights together with effective management control over the Target Company.

3.3.3 After conclusion of the Open Offer, assuming full acceptance in the Open Offer the shareholding of the Acquirer in the Target Company will be as follows:

Sr. No.	Particulars	Shareholding	Percentage (%)
A.	Existing Shareholding	Nil	Nil
B.	Acquisition through the SPA	1,03,39,980	61.46%
C.	Open Offer	33,64,534	20%
	Total	**1,37,04,514**	**81.46%**

3.3.4 The investment by the Acquirer in the equity share capital of MPS is for long term strategic reasons. Nishith Arora, the promoter of ADI BPO Services Private Limited has substantial experience in the business area of MPS i.e. publishing services and is confident of building the MPS business and improving profitability. In the future, the Acquirer intends to integrate its business with the business of MPS with a view to building a consolidated and well balanced domestic and international business.

3.3.5 The Acquirer does not have any plans to make any change to the existing line of business of the Target Company or to dispose off or otherwise encumber any assets of the Target Company in the next 24 months except in the ordinary course of business of the Target Company and except to the extent deemed necessary for the purpose of restructuring and/or rationalization of business, assets, investments, liabilities or otherwise of the Target Company for commercial reasons, operational efficiencies or otherwise. It will be the responsibility of the Board of the Target Company to take appropriate decisions in these matters as per the requirements of the business of the Target Company. Such steps relating to sale or encumbrance, if any, of any substantial asset of the Target Company and restructuring as aforesaid will be governed by the applicable provisions of the Companies Act, 1956, and such approvals as may be required under applicable laws at the relevant time including the SEBI (SAST) Regulations to the extent applicable.

3.3.6 The Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial asset of the Target Company except with the prior approval of the Shareholders of the Target Company as required under the applicable laws.

3.3.7 In accordance with Regulation 22(7) of SEBI (SAST) Regulations, the Acquirer has the right to nominate a director on the Board after depositing hundred per cent (100%) of the consideration payable under the Offer in the open offer escrow account after 21 days from the date of the PA. Accordingly, pursuant to the deposit of 100% of the consideration payable in cash, Mr. Nishith Arora, nominee of the Acquirer, has been appointed as an Additional Director on the Board of the Target Company with effect from December 7, 2011. The Acquirer shall reconstitute the Board upon completion of the formalities under the Offer. Thereafter, the Acquirer or its authorized representatives, who will be in control of the management of the Target Company, will take decisions regarding the future course of the Target Company. The Acquirer reserves the right to change the name of the Target Company at a later date subject to the Shareholders' / other applicable regulatory approvals. Upon completion of the Offer, the Acquirer will be classified as the Promoter of the Target Company.

4 BACKGROUND OF THE ACQUIRER

4.1 ADI BPO Services Private Limited is a private limited company with its registered office situated at N-49, Greater Kailash-I, New Delhi – 110048, India. The Corporate Office of the Acquirer is situated at C 35, Sector 62, Noida– 201307, Tel. No. +91-120 4021 200, Fax No.: +91-120 4021 280.

4.2 The Acquirer was incorporated on January 9, 2006 under the Companies Act, 1956 in the name of ADI Publishing Services Private Limited. The name of the Acquirer was changed to ADI BPO Services Private Limited on November 8, 2007. The Corporate Identification Number of ADI BPO Services Private Limited is U22110DL2006PTC144592.

4.3 The Acquirer is engaged in the business of providing call centre services to the domestic market from its facilities in Dehradun and Noida. The Acquirer has a 2,000 seat facility in Dehradun and a 400 seat infrastructure in Noida and its clients include operators in the telecom and DTH markets. The major areas of operation of ADI BPO are Information Technology Enabled Services **("ITES")** and Business Process Outsourcing **("BPO")**.

4.4 The promoter of ADI BPO Services Private Limited is Mr. Nishith Arora, an IIM Ahmedabad and Harvard Business School alumnus and an entrepreneur with a successful track record. Mr. Nishith Arora is also the founder of International Typesetting and Composition (now renamed Glyph), a leading provider of publishing services to American book publishers. He is also the co-founder of ADI Media Private Limited, a leading B2B magazine publisher.

4.5 As on the date of the PA and this Letter of Offer, the paid up share capital of the Acquirer is ₹ 1,17,46,375/- divided into 1,17,46,375 equity shares of Re. 1 each. The shareholding pattern of ADI BPO Services Private Limited as on the date of this Letter of Offer is as under:

Sr. No.	Shareholder Name	Number of shares (of face value Re.1) held	Percentage
1.	Nishith Arora	1,06,56,000	90.72%
2.	Anju Arora	1,00,000	0.85%
3.	ADI Media Private Limited	9,90,375	8.43%
Total		**1,17,46,375**	**100.00%**

4.6 The details of the board of directors of ADI BPO Services Private Limited as on the date of this Letter of Offer, are as follows:

Name/Designation/Date of Appointment	Educational Qualifications	Experience	Residential Address
Nishith Arora Director January 1, 2006	Bachelor of Arts – Economics (Honors), Master of Business Administration (MBA)– Indian Institute of Management, Ahmedabad (IIM-A), Owner/ President Management Program(OPM) - Harvard Business School	Over 30 years of experience and founder of International Typesetting and Composition (Now renamed as Glyph International Limited), a leading provider of publishing services to American book publishers. He is the founder of ADI BPO Services Private Limited and the co-founder of ADI Medial Private Limited, a leading B2B magazine publisher	B-80 Sector 31, Noida 201 301
Anju Arora Director January 1, 2006	Bachelor of Arts – Economics – (Honors), MBA – Indian Institute of Foreign Trade (IIFT)	Over 25 years of experience in B2B magazine publishing in the consumer electronics, telecom, broadcast and medical equipment verticals	B-80 Sector 31, Noida 201 301

4.7 Pursuant to depositing 100% of the consideration payable in cash, Mr. Nishith Arora, nominee of the Acquirer, has been appointed as an Additional Director on the Board of the Target Company with effect from December 7, 2011 in accordance with 22(7) of the SEBI (SAST) Regulations.

4.8 The brief audited financials for the past three (3) financial years and unaudited financial data for the six months ended September 30, 2011, certified by the statutory auditors of ADI BPO Services Private Limited are presented below:

Profit & Loss Statement **(₹ in Lakhs)**

Particulars	6 months ending September 30, 2011*	March 31, 2011	March 31, 2010	March 31, 2009
Income from operations	1,004.96	1,006.61	401.89	15.55
Other Income	(4.02)	25.05	0.9	0.06
Total Income	1,000.94	1,043.32	402.79	15.55
Total Expenditure	519.52	568.60	253.80	27.81
Profit before depreciation, interest and tax	481.42	474.72	148.99	(12.2)
Depreciation	101.49	157.13	231.15	44.22
Interest	2.10	-	-	-
Profit before Tax	377.83	317.58	(82.16)	(56.43)
Provision for Tax	81.00	72.93	(10.84)	59
Profit after Tax	296.83	243.79	(71.57)	(114.51)

* Unaudited financials certified by the statutory auditors

Balance Sheet Statement (₹ in Lakhs)

Particulars	6 months ending September 30, 2011*	March 31, 2011	March 31, 2010	March 31, 2009
Sources of funds				
Paid up share capital	117.46	117.46	117.46	117.46
Reserves and Surplus (excluding revaluation reserve)	1,740.02	1,441.52	1,383.81	1,383.81
Net Worth	1,857.48	1,558.99	1,501.27	1,501.27
Secured Loans	56.31	-	-	18.17
Unsecured Loans	0	-	-	-
Deferred Tax liabilities	58.61	58.41	47.23	57.95
Total	**1,972.40**	**1,617.40**	**1,548.50**	**1,577.39**
Uses of funds				
Net fixed assets	1,663.24	1,453.63	1,325.50	1,468.31
Investments	179.39	151.55	29.26	-
Net Current assets	129.77	12.21	4.75	(9.31)
Total miscellaneous expenditure not written off	-	-	2.91	3.89
Profit and Loss Account	-	-	186.08	114.52
Total	**1,972.40**	**1,617.40**	**1,548.50**	**1,577.41**

* Unaudited financials certified by the statutory auditors

Other Financial Data			
Particulars	**March 31, 2011**	**March 31, 2010**	**March 31, 2009**
Dividend (%)	0	0	0
Earnings per share (₹)	2.08	(0.61)	(0.97)
Return on Net Worth (%)	15.64	(4.77)	(7.63)
Book Value per share (₹)	13.27	12.78	12.78

- Earnings per share has been calculated as Profit after Tax/ No. of shares
- Return on Net worth has been calculated as Profit After Tax / Net Worth
- Book Value per share has been calculated as Net Worth/ No. of shares

4.9 **Significant Accounting Policies of ADI BPO Services Private Limited**

A. Basis of Preparation

The accounts are prepared on accrual basis under the historical cost convention in accordance with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956 and the other relevant provisions of the Companies Act, 1956.

B. Use of Estimates

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amount of assets and liabilities as of the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialize.

C. Revenue Recognition

Revenue from contracts are recognized on accrual basis as the services are rendered and no significant uncertainty exists regarding the ultimate collection and the amount of the consideration that will be derived from rendering of such services.

D. Fixed Assets

Fixed assets are stated at historical cost less accumulated depreciation.

E. Depreciation

(i) Depreciation on fixed assets other than fixed assets costing ₹ 5,000/ or less, has been provided on written down value method at the rates prescribed in Schedule XIV to the Companies Act, 1956.

(ii) Assets costing ₹ 5,000/- or less are depreciated at the rate of 100% per annum on proportionate basis.

F. Intangible Assets:

Intangible assets are stated at historical cost less accumulated amortization.

G. Amortization of Intangible Assets:

(i) Intangible assets are amortized on straight line method over the estimated useful life of the asset.

(ii) The useful life of the intangible assets for the purpose of amortization is estimated to be five years.

H. Impairment of Assets

At each balance sheet date an assessment is made whether an indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided for in the books of account.

I. Foreign Currency Transactions

(i) Foreign currency transactions are recorded on initial recognition at the rates prevailing on the date of transaction.

(ii) Monetary items denominated in foreign currency are reported at the closing rates as at the date of Balance Sheet. Non-monetary items which are carried at historical cost denominated in foreign currency are reported at the exchange rate at the date of transaction.

(iii) Exchange differences arising on the settlement of monetary items are recognized as an income or as an expense in the period in which they arise.

J. Employees Benefits

Short Term Employee benefit

Short term Employee Benefits are recognized as an expense on an undiscounted basis in the Profit and Loss account of the year in which the related service is rendered.

Post Employment Benefits

Defined Contribution Plans

The Employer's contribution to Provident Fund and Employees Pension Scheme, a defined contribution plan is made in accordance with the Provident Fund Act, 1952 read with the Employees Pension Scheme, 1995.

Defined Benefit Plan

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at Balance Sheet Date. Actuarial gains or losses are recognized in full in the Profit and Loss account for the period they occur. The retirement benefit obligation recognized in the Balance Sheet represents the present value of defined benefit obligation.

Long Term Employees Benefits

The liability for leave encashment is recognized on the basis of actuarial valuation made at the end of the year.

K. Taxation

Minimum alternative tax (MAT) paid in accordance with the Income Tax Act, 1961, as amended, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the company and the asset can be measured reliably.

As the company enjoys the tax holiday period under section 80IC, Deferred tax expense or benefit is recognized on timing differences, being the differences between taxable income and accounting income, that originate in the tax holiday period but are capable of reversal after the tax holiday period, are to be recognized in the year in which the timing differences originate. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction and the company intends to settle the asset and liability on a net basis.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize such assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

The company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

L. Inventories

Work -in-process is valued at cost or net realizable value, whichever is lower. The cost of work in process includes personnel cost and other expenses directly attributable to work in process up to the stage of completion.

M. Provisions and Contingent Liabilities

Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation, if:

(i) the company has a present obligation as a result of a past event

(ii) a probable outflow of resources embodying economic benefits is expected to settle the obligation and

(iii) the amount of the obligation can be reliably estimated

Contingent liability is disclosed in case of:

(i) a present obligation arising from a past event when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or

(ii) a possible obligation , unless the probability of outflow in settlement is remote

4.10 Details of contingent liabilities

There are no contingent liabilities as on March 31, 2011 and as on September 30, 2011.

4.11 Reasons for fall/rise in total income and PAT in the last 3 years

For the initial years, ADI BPO Services Private Limited incurred losses and had less income. However, from the financial year 2010-2011 onwards, ADI BPO was able to increase the income substantially and record profit.

4.12 The Acquirer has not made any acquisitions in the Target Company except as provided in clause 3.1.6 of this Letter of Offer. The Acquirer has complied with the applicable provisions of chapter II of SEBI (SAST) Regulations within the time specified.

4.13 There are no companies promoted by ADI BPO Services Private Limited.

4.14 Disclosure in terms of Regulation 16(ix) of the SEBI (SAST) Regulations

Please refer to paragraph 3.3 on page 8 of this Letter of Offer.

5 OPTION IN TERMS OF REGULATION 21(2), IF APPLICABLE

As per the listing agreements between BSE, NSE and MSE and the Target Company ("Listing Agreements"), the Target Company is required to maintain a minimum threshold of 25% public shareholding for listing on a continuous basis.

Upon completion of the Offer, assuming full acceptances in the Offer and taking into account the Sale Shares, the Acquirer will hold 1,37,04,514 Shares in the Target Company representing 81.46% of the total paid up equity share capital of the Target Company. In the event that the public shareholding of the Target Company is found to be reduced below the minimum level required under the Listing Agreements as a result of the acquisition of Shares by the Acquirer under the SPA, any acquisition of Shares from the open market and the Offer, the Acquirer shall take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreements and notification of the Government of India dated June 4, 2010 amending the Securities Contracts (Regulation) Rules, 1957 within the time period stipulated therein in accordance with the provisions of Regulation 21(2) of the SEBI (SAST) Regulations.

6 BACKGROUND OF THE TARGET COMPANY

6.1 General Information

6.1.1 MPS Limited is a public listed company with its registered office situated at 27 G N Chetty Road, T Nagar, Chennai 600 017, Tel. No. 044- 30974550, Fax No. 044- 30974600. The corporate office of MPS Limited is situated at HMG Ambasdor, 137 Residency Road, Bangalore 560 025, Karnataka Tel. No. 080- 41784242, Fax No. 080-41784222.

6.1.2 The Target Company was incorporated on January 19, 1970 as a private limited company under the Companies

Act, 1956 in the name of The Macmillan Company of India Private Limited in the State of Tamil Nadu. The Target Company became The Macmillan Company of India Limited, a public limited company, on September 14, 1971. The name of the Target Company was further changed to Macmillan India Limited on October 4, 1980 and to MPS Limited on June 25, 2009.

6.1.3 The Shares of the Target Company are currently listed on BSE, NSE and MSE.

6.1.4 The Target Company is engaged in the business of publishing business process outsourcing (BPO) services which comprises of project management services, copy-editing services, proofreading services, composition/ type-setting services and graphics design services ("Business").

6.1.5 MPS Limited has production facilities at Bangalore, Chennai, New Delhi and Gurgaon and sales offices at 4 Crinan Street, London N1 9XW, United Kingdom and MPS North America, 607 North Avenue, Door #11 Wakefield, MA 01880, United States of America.

6.1.6 MPS Limited does not have any subsidiary.

6.1.7 Share capital structure of the Target Company is given below :

Paid up equity shares of Target company	No. of Shares/ voting rights	% of shares/ voting rights
Fully paid up equity shares	1,68,22,668	100%
Partly paid up equity shares	-	-
Total paid up equity shares	1,68,22,668	100%
Total voting rights in Target company	1,68,22,668	100%

6.1.8 As on the date of the PA and this Letter of Offer, the authorized share capital of the Target Company is ₹ 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 Shares and the paid up equity share capital is ₹ 16,82,26,680/- (Rupees Sixteen Crores, Eighty Two Lakhs Twenty Six Thousand Six Hundred and Eighty) divided into 1,68,22,668 Shares.

6.1.9 As on the date of the PA, there are no outstanding partly paid up shares in the Target Company and there are no other instruments convertible into Shares of the Target Company at a future date.

6.1.10 The entire 1,68,22,668 issued and paid up Shares of the Target Company are listed on the BSE, NSE and MSE.

6.1.11 Build up of the share capital of MPS since inception and the status of compliance with applicable provisions of SEBI (SAST) Regulations/ other applicable Regulations under the SEBI Act, 1992 and other statutory requirements as applicable are as follows:

Date of Allotment/ Period	No & shares allotted	% of Shares Issued	Cumulative paid up capital	Mode of Allotment	Identity of Allottees (Promoters/ ex-promoters /others)	Status of Compliance
19-Jan-1970	4,25,000	100%	4,25,000	Issue of Shares on incorporation	Promoters	Complied
20-Jan-1970 to 31-Dec-1978	45,260	11%	4,70,260	Issue of Shares upon conversion of debenture stock	Others	Complied
31-Mar-1989	4,70,260	100%	9,40,520	Issue of Bonus Shares	Promoters and Others	Complied
19-Jan-1993	9,40,520	100%	18,81,040	Issue of Bonus Shares	Promoters and Others	Complied
28-Jan-1995	9,40,520	50%	28,21,560	Issue of Bonus Shares	Promoters and Others	Complied
31-Mar-1999	56,43,120	200%	84,64,680	Issue of Bonus Shares	Promoters and Others	Complied
25-Jan-2002	84,64,680	100%	1,69,29,360	Issue of Bonus Shares	Promoters and Others	Complied

Date of Allotment/ Period	No & shares allotted	% of Shares Issued	Cumulative paid up capital	Mode of Allotment	Identity of Allottees (Promoters/ ex-promoters /others)	Status of Compliance
25-Jun-2003	(1,09,506)	(0.65%)	1,68,19,854	Cancellation of issued shares upon amalgamation of subsidiaries	Others	Complied
28-Jul-2005	2,814	(0.02%)	1,68,22,668	Further issue of shares upon amalgamation of subsidiary	Others	Complied

Note: In the year 1979, HMPHL reduced its holding to 1,88,000 shares by divesting 2,37,000 shares to financial institutions and others as per Reserve Bank of India approval letter reference no. EC CO FCS 551/583 (Activity) 79 dated September 5, 1979, in compliance with Section l9(5) of the Foreign Exchange Regulations Act, 1973, which forbade foreign equity holdings of more than 40% in Indian companies. Pursuant this divestment of shares by HMPHL, the Target Company got its equity shares listed on the Madras Stock Exchange.

6.1.12 No penal / punitive action has been initiated by the Stock Exchanges against MPS. The Target Company is in compliance with the Listing Agreement as on the date of the PA.

6.1.13 There has been no suspension of trading in Shares of the Target Company.

6.1.14 The Target Company has complied with applicable provisions of Chapter II of SEBI (SAST) Regulations except for the delay of 533 days and 517 days for the reports under Regulation 8(3) of the SEBI (SAST) Regulations 1997 during the year 2002 for the financial year end and for the dividend filings respectively. The Promoter of the Target Company has complied with applicable provisions of Chapter II of SEBI (SAST) Regulations 1997 except for the delay of 537 days for the year end filing under Regulations 8(1) and 8(2) and 521 days delay for the dividend filing under Regulation 8(2) of the SEBI (SAST) Regulations 1997 and during the year 2002. Further, the Target Company and the Promoter of the Target Company have not complied with the Chapter II of SEBI Regulations for the period 1997 till 2001. SEBI may initiate suitable action against the Target Company and the Promoter of the Target Company for the non-compliances made under the required provisions of Chapter II of the SEBI (SAST) Regulations 1997 for the year 1997 to 2002.

6.1.15 The Board of MPS as on the date of the LOF is as under:

Sr. No.	Name of Director	Designation on the Board and Date of Appointment	Qualification	Residential Address	Experience
1	Lawrence David Jennings	Chairman 25/02/2009	Fellow Member Of The Institute Of Chartered Accountants Of England And Wales	Mallards The Common Andover Longparish Hampshire SP116PH United Kingdom	Lawrence Jennings has extensive knowledge and experience in the Publishing Industry having worked for 25 years in this segment of the Industry. He has total experience of around 45 years. He has worked in various industries viz. manufacturing, giftware, publishing etc at different levels. He had earlier worked for Thomson Books, part of International Thomson, as Group Finance Director where he worked for 8 years. This was followed by 7 years at Orbis Publishing, first as Finance Director and subsequently Managing Director.

Sr. No.	Name of Director	Designation on the Board and Date of Appointment	Qualification	Residential Address	Experience
2	Rajiv Kumar Seth	Managing Director 23/04/2007	B.Tech.-Electronics,Benarus Hindu Universitty/ Post Graduate Diploma-Management, All India Management Association	B-9, Friends Colony West, New Delhi -110065	Mr. Rajiv K Seth has 36 years of business and technology management experience include his tenure as President of Cyber Media India Limited. In addition to this, Mr Seth earlier served as Managing Director of Intersolutions Private Limited (a subsidiary of Lotus Management Group, USA), Managing Director of TechBooks Electronic Services Private Limited (a subsidiary of TechBooks, USA, now known as Aptara) and as a Director on the board of BPL Display Devices Limited, a BPL-Sanyo Group Company. Mr Seth is an engineer by profession (B.Tech. Electronics), trained in technology in Japan and the USA. The majority of his management experience comes from his professional career and executive development programs conducted by IIM Kolkotta (Managing the Sales Force) and the University of Pennsylvania, Wharton (Corporate Governance). He is also a life member of the All India Management Association.
3	William Hanson Farries	Non-Executive Director 24/10/2007	Master of Arts (Honors.) - English Language & Literature/ C.A. (ICAS)	40,Blandford Avenue, Oxford OX2 *DZ, United Kingdom	Mr. Hanson Farries is a Fellow member of the Institute of Chartered Accountant of Scotland having qualified in 1976 and has 34 years experience in publishing industry, having worked previously in senior financial positions in the Pearson Group. He has been with Macmillan Group for 18 years. He is a graduate of Edinburgh University with an Honours Degree in English Language and Literature
4	Darius Erach Udwadia	Non-Executive Vice-Chairman 27/11/1994	Bachelor of Law and Master of Arts.	Empress Court, Maharshi Karve Road, Church gate, Mumbai 400020	Advocate & Solicitor Bombay High Court, Solicitor Supreme Court of England, Founder Partner of M/s Udwadia & Udeshi, Solicitor & Adcocates, Mumbai. Former partner of Crawford Bayley & Co, Solicitor & Advocates, Mumbai for over 20 years. He has 43 years standing in the legal profession. He and his firm are legal counsel for several Indian Companies, multinational corporation and foreign banks having a presence in India.His practice areas cover Corporate Law Commercial Law, Joint Ventures, Foreign Investments, Mutual Funds, Mergers & Acquisitions, International Loans, Project Finance, Intellectual Property & Conveyancing.

Sr. No.	Name of Director	Designation on the Board and Date of Appointment	Qualification	Residential Address	Experience
5	Ashish Dalal	Non-Executive Director 24/10/2010	F.C.A.(Chartered Accountant) ICAI	Pallav Bungalow, 1st Floor Near Lalubhai Park Andheri West Mumbai-400058	Mr. Dalal was a partner of Dalal & Shah, Chartered Accountants and was also a partner of Price Waterhouse & Co. He has been in professional practice since 1982. Mr. Dalal has been actively practicing the professional practice of Assurance and has also extensively practiced in various fields relating to Mergers, Acquisitions, Strategic Alliances, Business Valuations, Specialized Investigations, Due Diligences, Foreign Collaborations & Joint Ventures and has acted as a domestic counsel for cross border transactions. Other than the Assurance practice, Mr. Dalal specializes in business valuations, Strategic Value evaluations, Synergy valuations and valuations of intangibles He has also undertaken special purpose reviews for financial institutions with a view to search for data under purview of government sponsored Committee Reports.
6	Nishith Arora	Additional Director 7/12/2011	Bachelor of Arts – Economics (Honors), Master of Business Administration (MBA) – Indian Institute of Management, Ahmedabad (IIM-A), Owner/President Management Program(OPM) - Harvard Business School	B-80 Sector 31, Noida 201 301	Over 30 years of experience and founder of International Typesetting and Composition (Now renamed as Glyph International Limited), a leading provider of publishing services to American book publishers. He is the founder of ADI BPO Services Private Limited and the co-founder of ADI Medial Private Limited, a leading B2B magazine publisher

6.1.16 As on the date of this Letter of Offer, there is one director representing the Acquirer on the Board of the Target Company. Mr. Nishith Arora, nominee of the Acquirer, has been appointed as an Additional Director on the Board of the Target Company with effect from December 7, 2011, in accordance with 22(7) of the SEBI (SAST) Regulations.

6.1.17 Details of merger/demerger/spin offs/acquisitions involving MPS during the last three (3) years.

Pursuant to Sections 391 to 394 of the Companies Act, 1956 , Charon Tec Limited and Macmillan ICC Publishing Solutions Private Limited were amalgamated with the Target Company and the domestic publishing business undertaking of the Target Company was demerged into Macmillan Publishers India Limited ("MPIL") with effect from January 1, 2008 and May 12, 2008 respectively.

The Target Company purchased the Fulfillment Services carried on by its wholly owned subsidiary, MPS Technologies Limited, with effect from 1st April 2008.

Pursuant to Sections 391 to 394 of the Companies Act, 1956 and Oregon Business Corporation Act, USA, MPS Technologies Ltd. and MPS Content Services Inc. USA, the wholly owned subsidiaries of the Target Company and MPS Content Services India Private Limited, the wholly owned subsidiary of MPS Content Services Inc. USA were amalgamated with the Target Company, with effect from December 31, 2010.

6.1.18 The brief audited financials for the last three (3) years and the 6 months unaudited financial data for period ended June 30, 2011, duly certified by the statutory auditors of MPS are presented below:

Profit & Loss Statement (₹ in Lakhs)

Particulars	6 months ending 30-Jun-2011*	31-Dec-2010	31-Dec-2009	31-Dec-2008
Income from Operations	7,111.00	12,742.27	13,995.38	16,249.82
Other Income	357.00	900.74	278.42	183.97
Total Income	7,468.00	13,643.01	14,273.80	16,433.79
Total Expenditure	6,843.00	13,910.85	12,769.34	13,488.97
Profit Before Depreciation Interest and Tax (PBDIT)	625.00	(267.84)	1,504.46	2,944.82
Depreciation	402.00	667.43	632.62	613.77
Interest	61.00	33.79	2.87	2.13
Profit Before Tax (PBT)	162.00	(969.06)	868.97	2,328.92
Provision for Tax	30.00	(88.35)	156.32	512.83
Profit After Tax (PAT)	132.00	(880.71)	712.65	1,816.09

* Unaudited financials certified by the statutory auditor

Balance Sheet Statement (₹ in Lakhs)

Particulars	6 months ending 30-Jun-2011*	31-Dec-2010	31-Dec-2009	31-Dec-2008
Sources of Funds				
Paid up Share Capital	1,682.27	1,682.27	1,682.27	1,682.27
Reserves and Surplus (excluding Revaluation Reserves)	5,175.00	5,043.47	9,166.82	8,650.99
Networth	6,857.27	6,725.74	10,849.09	10,333.26
Secured Loans	673.00	1,086.32	70.65	-
Unsecured Loans	619.00	-	-	-
Total	**8,149**	**7,812**	**10,920**	**10,333**
Uses of Funds				
Net Fixed Assets	3,392.00	3,702.43	3,088.28	2,900.37
Investments	-	-	4,320.47	4,330.26
Net Current Assets	4,757.00	4,109.63	3,510.99	3,102.63
Total Miscellaneous Expenditure Not Written-off	-	-	-	-
Total	**8,149.00**	**7,812.06**	**10,919.74**	**10,333.26**

* Unaudited financials certified by the statutory auditor

Other Financial Data

Particulars	31-Dec-2010	31-Dec-2009	31-Dec-2008
Dividend (%)	-	10%	-
Earning Per Share	(5)	4.24	10.80
Return on Net Worth	(13.09)	6.57	17.58
Book Value Per Share	39.98	64.49	61.42

- Return on Net worth has been calculated as Profit After Tax / Net Worth
- Book Value per share has been calculated as Net Worth/ No. of shares
- Earnings per share has been calculated as Profit after Tax/ No. of shares

6.1.19 Details for change/rise/fall in income, profit etc.

The Target Company went through a demerger in 2008 and as a result, the domestic publishing business undertaking was demerged to Macmillan Publishers India Limited on May 12, 2008. The sales and profit for the year 2008 of the Target Company are not comparable with that of 2009 and 2010 since the Audited Profit and Loss Account of 2008 of the Target Company includes the income and expenditure attributable to the domestic publishing company for the period of January 1, 2008 to May 12, 2008.

The Target Company has made a loss of ₹ 881 Lakhs in 2010 as compared to a profit of ₹ 713 Lakhs in 2009. The reasons for this decline in profits are as follows:

1. Decline in sales revenue due to:
   - Discounts passed to various clients, driven by market conditions, for obtaining higher quantitative volumes of typesetting work in the Journals division.
   - Delay in receipt of orders from clients for the Book typesetting business due to all round delay in finalizing the publishing programme by publishers in 2010 driven by change in business scenario following the launch of the Apple iPad and other similar tablet reading devices.
2. Increase in manpower cost by ₹ 692 lakhs due to increse in wages and payment of severance compensation for rationalizing workforce size during 2010.
3. Increase in other cost such as rent, cost of power, other occupancy changes and outsourcing costs to the extent of ₹ 270 lakhs.

The cost optimization measures taken in 2010 and the first quarter of 2011 resulted in substantial savings in Manpower costs as well as Infrastructure and General & Administrative costs in 2011 that has resulted in a positive PAT of ₹ 132 Lakhs during the first six months of 2011 as opposed to a negative PAT of ₹ 996 Lakhs during the corresponding period of six months ended June 30, 2010.

6.1.20 Details of contingent liabilities

The contingent liabilities of MPS Limited as on June 30, 2011, are as under:

(₹ in Lakhs)

Sr. No.	Nature of liability	Amount
1.	On account of Income Tax dues	610.28
2.	On account of Service Tax dues	376.75
3.	Capital Commitments	24.77
4.	Bank Guarantees	18.94
	Total	**1,030.74**

Note: No provision has been made for Service Tax demand amounting to ₹ 227.80 Lakhs on overseas commission for the period from July 1, 2003 to December 31, 2006 as, in the opinion of the management of the Company based on the legal opinion obtained, the demad is not sustainable. On the basis of the said legal opinion, an appeal has been filed by the Target Company in the Appellate Tribunal against the said demand.

However, the Central Board of Excise & Customs vide its instruction ref. 276/8/2009-CX8A dated September 26, 2011, have accepted the contention that service tax liability on any taxable service provided by a non resident or a person located outside India, to a recipient in India, would arise w.e.f. April 18, 2006, i.e., the date of enactment of section 66A of the Finance Act, 1994. Consequently, the Target Company's liability for service tax on agency commission would now arise from April 19, 2006 which is estimated to be ₹ 72 Lakhs. The Target Company has deposited ₹ 35 Lakhs as pre deposit as directed by the Tribunal. The case has not come up for hearing till date.

6.1.21 Pre and Post Offer Shareholding pattern of MPS Limited (as on the date of this Letter of Offer) is as follows:-

Sr. No.	**Shareholders' Category**	**Shares and voting rights prior to the Acquisition and the Offer**		**Shares and voting rights acquired / (sold) which triggered off SEBI (SAST) Regulations**		**Shares and voting rights to be acquired in open Offer (Assuming full acceptance)**		**Shareholding & voting rights after the Acquisition and the Offer**	
		(A)		(B)		(C)		(A)+(B)+(C) = (D)	
		No.	%	No.	%	No.	%	No.	%
(1)	**Promoter Group.**								
(a)	Parties to the agreement, if any	1,03,39,980	61.46%	(1,03,39,980)	(61.46%)	NIL	NIL	NIL	NIL
(b)	Promoters other than (a) above	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (a+b)	**1,03,39,980**	**61.46%**	**(1,03,39,980)**	**(61.46%)**	**NIL**	**NIL**	**NIL**	**NIL**
(2)	**Acquirer**								
(a)	Acquirer	NIL	NIL	1,03,39,980	61.46%	33,64,534	20.00%	1,37,04,514	81.46%
(b)	PACs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**NIL**	**NIL**	**1,03,39,980**	**61.46%**	**33,64,534**	**20.00%**	**1,37,04,514**	**81.46%**
(3)	**Parties to agreement other than(1) (a) & (2)**	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(4)	**Public (other than the Acquirer and the Seller)**								
(a)	FIs/MFs/FIIs/Banks, SFIs	50,000	0.30%	NIL	NIL	(33,64,534)	(20.00%)	31,18,154	18.54%
(b)	Macmillan Staff Trust Fund (holding more than 1% of the total shares)	15,40,000	9.15%	NIL	NIL				
(c)	Others	48,92,688	29.08%	NIL	NIL				
	Total (4)(a+b+c)	**64,82,688**	**38.54%**	**NIL**	**NIL**	**(33,64,534)**	**(20.00%)**	**31,18,154**	**18.54%**
	GRAND TOTAL (1+2+3+4)	**1,68,22,668**	**100.00%**	**NIL**	**NIL**	**NIL**	**NIL**	**1,68,22,668**	**100.00%**

Notes:

a. Please refer to the 'Option in terms of Regulation 21(2)' under paragraph 5 in this Letter of Offer.

b. No Shares of the Target Company have been purchased by the Acquirer after the Public Announcement until the date of this Letter of Offer.

c. As on the date of Letter of Offer there are 8,027 Shareholders of the Target Company.

d. Upon completion of the Offer, the Acquirer will be classified as the Promoter of the Target Company.

6.1.22 Details of change in shareholding of HMPHL as and when it took place in the Target Company and the status of compliance with applicable provisions of SEBI (SAST) Regulations/other applicable Regulations under the SEBI Act and other statutory requirements as applicable are as follows:

Date	No of shares issued	% change	Cumulative shareholding	% of shares held	Mode of allotment/ Description	Status of compliance
19-Jan-70	4,25,000	N.A	4,25,000	100%	Issue of Share	Complied with
5-Sept-79	(2,37,000)	-50.40%	1,88,000	39.98%	Equity Dilution by HMPHL	Complied with*
31-Mar-89	1,88,000	Nil	3,76,000	39.98%	Issue of Bonus Shares	Complied with
19-Jan-93	3,76,000	Nil	7,52,000	39.98%	Issue of Bonus Shares	Complied with
28-Jan-95	3,76,000	Nil	11,28,000	39.98%	Issue of Bonus Shares	Complied with
June -1998	5,95,330	21.10%	17,23,330	61.08%	Equity purchase by HMPHL from others	Complied with#
31-Mar-99	34,46,660	200%	51,69,990	61.08%	Issue of Bonus Shares	Complied with
25-Jan-02	51,69,990	100%	1,03,39,980	61.46%	Issue of Bonus Shares	Complied with

** In the year 1979, in compliance with Section I9(5) of the Foreign Exchange Regulations Act, 1973, which forbade foreign equity holdings of more than 40% in Indian companies, HMPHL reduced its holding by divesting 2,37,000 Shares to financial institutions and others pursuant to the approval letter dated September 5, 1979 received from the Reserve Bank of India bearing reference no. EC CO FCS 551/583 (Activity) 79.*

 # In the year 1998, HMPHL acquired 2,84,830 Shares representing 10.10% of the paid up capital of MPS through an open offer made to acquire 5,64,312 Shares being 20% of the paid up capital of MPS, in accordance with the SEBI (SAST) Regulations. The open offer was triggered on account of the acquisition by HMPHL of 3,10,500 Shares representing 11% of paid up capital of MPS from Industrial Credit and Investment Corporation of India Limited after obtaining the sanction from the Secretarial of Industrial Approvals vide their letter reference no. FC II 391(97)/358(97)dated July 9, 1997 and RBI vide letter vide letter reference no. EC CO FID (I) 938/10I 07.02 200 (184) /97-98 dated August 29, 1997.

6.1.23 Status of Corporate Governance

The Target Company has confirmed that it is in compliance with the Corporate Governance provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges.

6.1.24 Pending litigations

Following are the pending material legal cases and notices issued by MPS / against MPS, as on the date of this Letter of Offer, as per the certification provided by the target Company. Unless specifically stated, the amounts of the claims do not include the interest that may be awarded by the authorities on these claims.

Sr. No.	Appeal No. / Case No.	Parties	Amount under consideration/ probable liability (₹)	Name and Address of the Court / Arbitration Panel	Brief description of the case	Status
1.	ITA No. 425/ CHNY of 2011	MPS Limited v/s DCIT Company Circle IV(1)	24,36,000	Income Tax Appellate Tribunal	The income tax authorities have filed an appeal against the order of the Commissioner of Income Tax allowing telecommunication charges and depreciation on uninterrupted power supply to MPS.	The matter is yet to come up for hearing before the Tribunal
2.	ITA No. 426/ CHNY of 2011	MPS Limited v/s DCIT Company Circle IV(1)	1,47,28,000	Income Tax Appellate Tribunal	The income tax authorities have filed an appeal against the order of the Commissioner of Income Tax allowing telecommunication charges, depreciation on uninterrupted power supply , agency commission and expenditure under Rule 8D of the Income Tax Act, 1961 on exempted income to MPS.	The matter is yet to come up for hearing before the Tribunal

Sr. No.	Appeal No. / Case No.	Parties	Amount under consideration/ probable liability (₹)	Name and Address of the Court / Arbitration Panel	Brief description of the case	Status
3.	ITA 2630/DEL-2011 2002-03	DCIT Circle-11(1) New Delhi Vs ICC India Pvt LTD.	28,50,000	Income Tax Appellate Tribunal	The income tax authorities have filed an appeal against the order of the Commissioner of Income Tax (appeals) matters decided in favour of MPS.	The matter is pending
4.	ID No. 237/ 2000	Sharbani Chattterjee & others Vs. ICC India Pvt Ltd.	7,40,000	Labor Court, Karkardooma, New Delhi	A suit has been filed against MPS by a group of 52 dismissed workers of the erstwhile ICC India Private Limited (erstwhile subsidiary of MPS?) claiming back wages and rehabilitation and alleging unlawful termination by ICC India Private Limited in 1998.	The matter is pending
5.	ITA 1375-Chennai 2008	ACIT Company Circle –I(3) Chennai Vs Charon Tech Pvt. Ltd.	5,21,000	Income Tax Appellate Tribunal	MPS has filed an appeal against the order of the Commissioner of Income Tax (appeals) for a demand of ₹ 5,21,000.	The matter is pending
6.	No case number has been allotted to MPS as on date	ACIT Company Circle –I(3) Chennai Vs Charon Tech Pvt. LTD	1,56,000	Commissioner of Income Tax (appeals)	MPS has filed an appeal against the order of the assessing authority for a demand of ₹ 1,56,000.	The matter is yet to come up for hearing.
7.	ST/191/09	Macmillan India Ltd. Vs. Commissioner of Service Tax.	2,27,00,000	Custom Excise and Service Tax Appellate Tribunal	MPS has filed an appeal against the order of the Commissioner of Service Tax towards service tax on agency commission payments made by the Company to Macmillan UK. The Central Board of Excise & Customs vide its instruction ref. 276/8/2009-CX8A dated 26-Sept-2011, has accepted the contention that service tax liability on any taxable service provided by a non resident or a person located outside India, to a recipient in India, would arise w.e.f. 18.4.2006, i.e., the date of enactment of section 66A of the Finance Act, 1994. Consequently, the Company's liability for service tax on agency commission would now arise from 19th April 2006 which is estimated to be ₹ 72 lacs. The Company has deposited ₹ 35 lacs as pre deposit as directed by the Tribunal. The matter is yet to be heard by the Tribunal.	The matter is pending
8.	ST/1264/10	Macmillan India Ltd. Vs. Commissioner of Service Tax.	81,94,000	Custom Excise and Service Tax Appellate Tribunal	MPS has filed an appeal before against the order of the service tax department for the payment of penalty of an amount of ₹ 81,94,000 for a delay in the payment of service tax by the Company for the period October 1, 2007 until September 30, 2008.	The matter is yet to come up for hearing
9.	ST/569/10	Macmillan India Ltd. Vs. Commissioner of Service Tax.	27,00,000	Custom Excise and Service Tax Appellate Tribunal	MPS has filed an appeal against the order of the service tax department for the payment of penalty of an amount of ₹ 27,00,000 for a delay in the payment of service tax by MPS for the period January 1, 2007 until September 30, 2007.	The matter is yet to come up for hearing
10.	AP Nos. 2550/2011	MPS Ltd. Vs. Harinder Singh & others	₹ 4,975,000 plus interest thereon @ 18%	High Court Chennai	Arbitration proceedings have been filed by MPS against Rattha Group, landlords of the Perungudi facility that was earlier leased by the Company (till early 2010). The arbitration proceeding relate to the refund of security deposit arising from the deed of cancellation dated April 21, 2010 with the Rattha Group, to enforce performance of the admitted liabilities	The matter is pending

In addition to the above,

(a) There are 6 cases filed by the Employees State Insurance Corporation ("ESIC") claiming ESIC dues and/or demanding ESIC contribution from MPS. The total amount involved is estimated by MPS at ₹ 12,20,000/-

(b) There is 1 case filed by the Karnataka Provident Fund Commissioner against MPS, alleging delayed payment of provident fund dues alongwith interest relating to the erstwhile subsidiary of MPS; Scientific Data Bank Private Limited. The total amount involved is estimated by MPS at ₹ 2,40,000/-.

(c) There is a suit filed by a person claiming to be an employee of MPS and demanding back wages and re-instatement of services. The amount involved is estimated by MPS at ₹ 2,00,000/-.

(d) For the financial year 1999-2000, the Income Tax Appellate Tribunal allowed the inclusion of subsidy received by MPS towards printing cost amounting to ₹ 8,01,000/-, copy right fee amounting to ₹ 21,000/- and write back of excess provision on account of commission paid to non executive directors amounting to ₹18,11,000/- while computing profit from business for purposes of a claim under Section 80HHC of the Income Tax Act, 1961. An appeal has been filed by the income tax department with Madras High Court against the order of the Income Tax Appellate Tribunal. The amount of tax liability is not determinable.

(e) There are several refund claims filed by MPS on inputs under Rule 5 of CENVAT Credit Rules, 2004 pending at various stages. The total amount involved is estimated by MPS at ₹ 554,35,000/-.

(f) There are three appeals filed with Commissioner of Service Tax (Appeals) by MPS against the order of Deputy Commissioner of Excise & Service Tax for not allowing the refund of input service under Rule 5 of CENVAT Credit Rules, 2004, the total amount of Refund is ₹ 45,58,002/-.

6.1.25 Details of the Compliance Officer of MPS is given below:

Mr. Supriya Kumar Guha

Vice President and Company Secretary

MPS Limited

HMG Ambassador, 137, Residency Road, Bangalore - 560 025

Tel: +91-080 41784242

Fax: +91-080 41784222

Email: Sk.guha@macmillansolutions.com

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The Shares of MPS are currently listed on BSE, NSE and MSE.

7.1.2 The Offer Price is ₹ 37/- (Rupees Thirty Seven) per Share.

7.1.3 The annualized trading turnover during the preceding six calendar months ended September 2011 (6 calendar months preceding the month in which the PA is made) in each of the Stock Exchanges where the shares are listed is as follows:-

Name of the Stock Exchange	Total Number of shares traded during April 2011 – September 2011	Total Number of Listed Shares	Annualized Trading Turnover (% of total listed shares)
BSE	7,31,215	1,68,22,668	8.69%
NSE	4,82,578	1,68,22,668	5.74%
MSE	Not Traded	1,68,22,668	-

Based on the above information, the Shares of MPS are frequently traded on the BSE and NSE and infrequently traded on the MSE during the six months period mentioned above within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations.

7.1.4 The Offer Price of ₹ 37/- per Share is justified in accordance with Regulations 20(4) and 20(5) of the SEBI (SAST) Regulations in view of the following:-

a)	Negotiated price as per the SPA	₹ 36.15 per share
b)	Highest Price paid by the Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of the PA	N.A.
c)	The average of the weekly high and low of the closing prices of the shares of MPS Limited on the BSE, during 26 weeks period ended on October 13, 2011 i.e. the date preceding the date of PA	₹ 36.73 per share
d)	The average of the daily high and low of the prices of the shares of MPS Limited on the BSE, during 2 weeks period ended on October 13, 2011 i.e. the date preceding the date of PA	₹ 35.98 per share
e)	Other parameters with reference to the Target Company	
(i)	Based on the audited financial information of the Target Company	**Year ended December 31, 2010**
	Return on Net Worth (%)	(13.09)%
	Book Value (₹ per share.)	39.98
	Earnings per Share (₹ per share)	(5.24)
	Price Earnings Ratio based on Offer Price	N.A.
(ii)	Based on unaudited financial information certified by the statutory auditor of the Target Company.	**Six months ended June 30, 2011**
	Return on Net Worth (%)	1.92%
	Book Value (₹ per share.)	40.76
	Earnings per Share (₹ per share)	0.78
	Price Earnings Ratio based on Offer Price	47.44
	Price Earnings Ratio – Industry Average (Printing and Stationery) - Source: Capital Market Journal Vol. XXVI/19 Nov 14-27, 2011.	13.1

Mr. Diptikant Parhi (Membership No. 096590) of Parhi Dawar & Associates, Chartered Accountants, New Delhi, having its office at D-133-A, Gali No. 6, Laxmi Nagar, Delhi - 110092, Tel. No. +91-11-22027059, Fax No. +91-11-47657273 has vide his report dated October 13, 2011, certified the value of the Shares of MPS as ₹ 33.91 based on the decision of the Hon'ble Supreme Court of India in case of Hindustan Lever Employees Union vs. Hindustan Lever Limited, 1995, (83 Com case 30) ("HLL Case") using a combination of Book Value (Net Asset Value), Price Earning Capacity Value (PECV) and Market Price. On application of valuation technique as in the HLL Case, the valuation of MPS's share is determined as under:

Sr. No.	Method	Value per share (₹)	Weightage	Weighted average value per share (₹)
1	NAV	32.84	1	32.84
2	PECV	31.62	2	63.24
3	Market Value	36.73	2	73.46
	Total		**5**	**169.54**
	Fair Value per share			**33.91**

In view of the above, the Offer Price of ₹ 37/- per Share is justified as per the SEBI (SAST) Regulations.

7.1.5 The computation of average price in accordance with Regulation 20(4)(c) of SEBI (SAST) Regulations is as below:

Table 1: The average price for the 26 weeks preceding the date of the PA is shown in the table below:

Source: http://www.bseindia.com/

Week	Week Ending	Close Price at BSE		Avergae Price (₹)	Week Volume
		High (₹)	Low (₹)		
1	April 21, 2011	43.25	40.50	41.88	27,705
2	April 28, 2011	43.95	40.75	42.35	18,446
3	May 05, 2011	39.50	37.90	38.70	16,311
4	May 12, 2011	39.00	37.45	38.23	21,833
5	May 19, 2011	37.35	34.75	36.05	22,307
6	May 26, 2011	34.25	32.85	33.55	15,907
7	June 02, 2011	35.45	33.00	34.23	27,414
8	June 09, 2011	35.30	33.60	34.45	19,178
9	June 16, 2011	35.40	33.15	34.28	15,364
10	June 23, 2011	34.60	33.25	33.93	16,307
11	June 30, 2011	35.25	34.70	34.98	24,618
12	July 07, 2011	44.50	35.50	40.00	179,804
13	July 14, 2011	45.25	40.05	42.65	160,906
14	July 21, 2011	42.55	39.70	41.13	26,891
15	July 28, 2011	38.85	38.10	38.48	13,015
16	August 04, 2011	39.35	36.65	38.00	6,783
17	August 11, 2011	36.70	35.25	35.98	9,280
18	August 18, 2011	35.05	33.50	34.28	8,969
19	August 25, 2011	33.45	32.50	32.98	12,098
20	September 01, 2011	33.40	32.35	32.88	22,032
21	September 08, 2011	36.00	33.45	34.73	6,707
22	September 15, 2011	37.50	35.45	36.48	5,489
23	September 22, 2011	36.65	35.50	36.08	6,123
24	September 29, 2011	36.40	35.40	35.90	8,053
25	October 06, 2011	36.70	33.50	35.10	4,983
26	October 13, 2011	39.80	35.55	37.68	39,016
Average				**36.73**	

Table 2: The average of the daily high and low of the price of Shares of MPS during the 2 weeks preceding the date of the PA is shown in the table below:

Source: http://www.bseindia.com/

Day	Date	Daily Prices at BSE		Average Price (₹)	Volume Shares
		High (₹)	Low (₹)		
Friday	September 30, 2011	36.70	34.25	35.48	1,455
Monday	October 3, 2011	37.75	33.85	35.80	2,461
Tuesday	October 4, 2011	34.95	33.25	34.10	542
Wednesday	October 5, 2011	35.50	33.15	34.33	525
Thursday	October 6, 2011	-	-	-	-
Friday	October 7, 2011	35.55	33.90	34.73	2,448
Monday	October 10, 2011	37.05	35.05	36.05	1,582
Tuesday	October 11, 2011	36.70	35.50	36.10	1,555
Wednesday	October 12, 2011	39.80	36.05	37.93	13,687
Thursday	October 13, 2011	41.75	36.85	39.30	19,744
Average				**35.98**	

7.1.6 There is a non-compete clause in the SPA. Under the non-compete clause in the SPA, the Seller has undertaken that for a period of 3 (three) years from the date of completion of all the formalities under the Offer, neither it nor any member of the Macmillan Group shall directly or indirectly, alone or jointly with any other Person (as defined in the SPA):

(a) carry on or be engaged in, concerned or interested with or otherwise compete with the Business (as defined in clause 6.1.4) in the jurisdiction in which the Target Company currently operates in as such involvement would have a detrimental effect on, and cause irreparable harm to the Business and the Target Company

(b) solicit or entice away or offer employment to or endeavour to solicit or entice away or offer employment to any employee or officer of the Target Company, whether or not such person would commit a breach of contract by reason of leaving service or office.

7.1.7 In consideration for the undertakings of the Seller set out above, the Acquirer has paid the Seller a non compete fee of an aggregate amount of ₹ 9,30,00,000 (Rupees Nine Crores Thirty Lakhs) **("Non- Compete Fee").** The payment of a Non-Compete fee to the Seller is justified for the following reasons:

7.1.7.1 If HMPHL, an affiliate of the Macmillan Group (a leading international publisher) or any other member of the Macmillan Group set-up or carry on or engage in a business that could compete with the business of the Target Company, the same would adversely affect the business and operations of the Target Company.

7.1.7.2 The Macmillan Group is one of the most established players in the global publishing market and has exhibited superior capabilities in publishing across the breadth of media and depth of value chain including in India. In the absence of a non-compete arrangement, it will be extremely easy for HMPHL to (a) call upon any employee of the Target Company for the purpose or with the intent of soliciting such employee away from or out of the employment of the Target Company; or (b) cause, induce or attempt to cause or induce any customer, strategic partner, supplier, distributor, landlord or others doing business with the Target Company to cease or reduce the extent of its business relationship with the Target Company or to deal with any competitor of the Target Company.

7.1.7.3 HMPHL, as a consequence of being the erstwhile holding company of the Target Company, will have confidential and proprietary information related to the business and activities of the Target Company which is material to the conduct of business by the Target Company and could disclose such confidential information to such a competitor of the Target Company or use such information against the Target Company for its own benefit. Similarly, since a substantial part of the Target Company's business is dependent upon work orders from the Macmillan Group, any such competing business set up or carried on by HMPHL or the Macmillan Group will materially adversely affect the Target Company's prospects of receiving these work orders from the Macmillan Group.

7.1.7.4 Even after the sale of shares in HMPHL, the Macmillan Group will continue to have a presence in India including through Macmillan Publishing India Limited, which is a subsidiary of HMPHL. Key personnel in Macmillan Publishing India Limited have worked earlier with the Target Company and have a deep familiarity of the business and customers of the Target Company.

7.1.7.5 Currently, the Target Company is only marginally profitable. The Acquirer would need three years to transition and solidify the business by lowering costs at current production centers, leveraging and integrating the low cost production resources at the Acquirer's centre in Dehradun, reducing corporate costs, building our relationships with customers and ensuring continuity of these relationships and building trust and an actively engage workforce. During this period, the business needs to be insulated from any threat of competition from the Seller or the Macmillan Group.

7.1.7.6 If HMPHL or the Macmillan Group decides to compete with the Target Company directly or indirectly, the purpose of the acquisition by the Acquirer and the gains that could be made by them from the acquisition would be nullified and their investment, existing customer goodwill, and employee faith would be destroyed.

7.1.7.7 The payment of a Non-Compete fee to the Seller is justified to prevent the Seller and the Macmillan Group from setting up or being engaged in a business that is similar to or is competing with the business carried on by the Target Company and will be in the best interest of the Acquirer, the Target Company and all its shareholders, including its minority shareholders.

7.1.8 The Non-Compete Fee is not in excess of twenty five percent (25%) of the Offer Price as computed in paragraph 7.1.4 above and consequently the same is not added to the Offer Price in accordance with Regulation 20 (8) the SEBI (SAST) Regulations.

7.1.9 The Offer Price of ₹ 37/- per share offered by the Acquirer to the Shareholders of MPS under the proposed Open Offer is justified in accordance with Regulations 20(4) and 20(5) of the SEBI (SAST) Regulations. In the opinion of the Manager to the Offer and the Acquirer, the Offer Price is justified.

7.1.10 The Acquirer is permitted to revise this Offer upwards up to seven working days prior to the date of closure of the Offer. In the event of such revision, an announcement will be made in the same newspapers in which the PA has appeared and the revised Offer Price will be paid for all the Shares tendered at any time during the Offer. If the Acquirer acquires Shares of MPS after the date of Public Announcement up to seven working days prior to the closure of the Offer at a price higher than the Offer Price then the highest price paid for such acquisition shall be payable for all valid acceptances received under the Open Offer.

7.1.11 To the extent of the Offer Size, all Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by the Acquirer. The Shares acquired by the Acquirer shall be free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

7.2 Financial Arrangements for the Offer

7.2.1 The total fund requirement or the maximum consideration of the Offer, assuming full acceptance of the Offer, will be ₹ 12,44,87,758/- (Rupees Twelve Crores Forty Four Lakhs Eighty Seven Thousand Seven Hundred and Fifty Eight) **("Maximum Consideration")** i.e. consideration payable for acquisition of 33,64,534 Shares of MPS at an Offer Price of ₹ 37/- per share.

7.2.2 The Acquirer has made firm financial arrangements to meet its obligations in full under the Offer through its own resources.

7.2.3 In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer, EYMBS and The Royal Bank of Scotland N.V., a banking company incorporated in The Netherlands and registered in the Commercial Register under number 33002587 ('RBS'), having its office in India at Sakhar Bhavan, Nariman Point, Mumbai – 400 021 ('Escrow Agent'), have entered into an open offer escrow agreement, dated October 13, 2011 (the 'Escrow Agreement') in accordance with Regulation 28 of the SEBI (SAST) Regulations. By way of security for performance of its obligations under the Regulations, the Acquirer has made a cash deposit of ₹ 3,11,21,940/- (Rupees Three Crores Eleven Lakhs Twenty One Thousand Nine Hundred and Forty) on October 13, 2011 which is equal to 25% of the Maximum Consideration in the 'MPS Open Offer Escrow Account' with the Escrow Agent. The cash deposit complies with the stipulation under Regulation 28 (2) of the SEBI (SAST) Regulations. In addition to the deposit of 25% of the total consideration made by the Acquirer with the Escrow Agent, the Acquirer has deposited additional sum of ₹ 9,33,65,818/- (Rupees Nine Crores Thirty Three Lakhs Sixty Five Thousand Eight Hundred and Eighteen) on December 5, 2011 in the Escrow Account being remaining 75% of the total consideration payable in cash. Therefore, the Acquirer has deposited a total sum of ₹ 12,44,87,758/- (Rupees Twelve Crores Forty Four Lakhs Eighty Seven Thousand Seven Hundred and Fifty Eight), in the Escrow Account being 100% of the total consideration payable in cash. The Manager to the Offer is duly authorised by the Acquirer to realize the value of the aforesaid escrow account in accordance with the SEBI (SAST) Regulations.

7.2.4 Mr. Diptikant Parhi (Membership No. 096590) of Parhi Dawar & Associates, Chartered Accountants, New Delhi having its office at D-133-A, Gali No. 6, Laxmi Nagar, Delhi - 110092, Tel. No. +91-11-22027059, Fax No. +91-11-47657273 has certified vide letter dated October 13, 2011 the adequacy of financial resources of the Acquirer for fulfilling the obligations under the Offer.

7.2.5 Based on the above and based on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the Acquirer's ability to implement the Offer in accordance with the SEBI (SAST) Regulations as firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

8 TERMS AND CONDITIONS OF THE OFFER

8.1.1 The Offer is subject to the Acquirer obtaining all necessary approvals including the approval from Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 as amended from time to time and the rules and regulations made there under for the acquisition/transfer of Offer Shares tendered pursuant to this Offer, if required.

8.1.2 To the best of the knowledge of the Acquirer, as on the date of the PA and this Letter of Offer, there are no statutory approvals or approvals from financial institutions or banks required for the acquisition of Shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would also be subject to the receipt of such other statutory approvals.

8.1.3 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer. It may be noted that if the Acquirer is unable to make payment to the Shareholders who have accepted the Offer within such period of 15 days, due to non receipt of statutory approvals, the SEBI, if satisfied the non receipt of the statutory approvals was not due to willful default or negligence on part of the Acquirer, has the power to grant an extension of the time required for payment of consideration under the Offer provided that the Acquirer agrees to pay interest in accordance with Regulation 22(12) of the SEBI (SAST) Regulations. If the delay occurs due to the willful default or neglect or inaction or non-action on the part of the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will be applicable. The Acquirer will not proceed with the Offer in accordance with Regulation 27 of the SEBI (SAST) Regulation in the event the statutory approvals indicated above are refused.

8.2 Other Terms

8.2.1 The Letter of Offer, specifying the detailed terms and conditions, together with the Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed (for Shareholders holding equity shares in the physical form) will be mailed to the Shareholders of MPS whose names appear on the register of members of MPS and to the beneficial owners of the Shares of MPS whose names appear as beneficiaries on the records of respective depositories, at the close of the business hours on the Specified Date, i.e. November 11, 2011.

8.2.2 All eligible owners of Shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirer and Seller) anytime before closure of the Offer, as per the procedure set out in paragraph 9 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. The acceptance must be unconditional and should be absolute and unqualified. No indemnity is required from the unregistered owners. No Letter of Offer together with a Form of Acceptance-cum-Acknowledgement will be mailed to the Acquirer and the Seller.

8.2.3 Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. A copy of the Letter of Offer (including Form of Acceptance) is expected to be available on SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the site.

8.2.4 There are no Shares that are locked-in in accordance with the erstwhile the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

8.2.5 The Offer is not subject to any minimum level of acceptance.

8.2.6 Any Shares of MPS that are the subject matter of litigation or are held in abeyance due to the restriction from Court/ Forum/ ITO attachment etc. wherein the Shareholder(s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/orders of the court/ forum/ITO etc permitting transfer of these Shares are not received together with the Shares tendered under the Offer.

8.2.7 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and offer acceptance documents during transit and the Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

8.2.8 The acceptance must be unconditional and should be sent with the attached form duly filled in and signed by the applicant Shareholder(s). Incomplete applications, including non-submission of necessary enclosures, if any, are liable to be rejected.

8.2.9 Shares tendered in the Offer by the Shareholders of MPS shall be free from lien, charges and encumbrances of any kind whatsoever.

8.2.10 The instructions and provisions contained in the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal constitute an integral part of the terms of this Offer.

8.3 Tax Deducted at Source

8.3.1 Summary of various provisions related to Tax Deduction at Source (withholding tax) under the Income Tax Act:

8.3.1.1 All the shareholders should be classified as resident and non-resident. The status as resident / non-resident is to be determined on the basis of criteria laid down in Section 6 of the Income Tax Act, 1961.

8.3.1.2 No tax is required to be deducted on payment of consideration to resident shareholders.

8.3.1.3 The rate of deduction of tax in the case of non-resident is dependent on few other factors. Since the Acquirer does not have in-house information in respect of various shareholders, all the shareholders have to specify their category in the form of acceptance.

8.3.1.4 As per the provisions of the Section 2(37A) (iii) of the Income Tax Act, 1961, for the purposes of deduction of tax under Section 195, the rate or rates of income-tax specified in this behalf in the Finance Act of the relevant financial year or the rates or rates of income tax specified in an agreement entered into by the Central Government under Section 90 or an agreement notified by the Central Government under Section 90A, whichever is applicable by virtue of the provisions of Section 90, or Section 90A, as the case may be, i.e. whichever beneficial, would be the applicable rate of TDS

8.3.1.5 In the event the aforementioned categories of shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities either under Section 195(3) or under Section 197 of the Income Tax Act, and submit the same to Acquirer while submitting the Form of Acceptance. In the absence of any such certificate from the income tax authorities, the Acquirer will deduct tax as aforesaid, and a certificate in the prescribed form shall be issued to that effect.

8.3.1.6 As per the provisions of Section 196D (2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ("FII") as defined in Section 115 AD of the Income Tax Act. This exemption is available for payment of consideration in respect of shares held by the FIIs under their Investment/Capital Account and not in respect of shares held in their Trade Account. However, interest payment for delay in payment of consideration, if any, will not be exempt from tax.

8.3.1.7 While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the shares of the Target Company. Further, OCB shareholders, if any, are also required to submit approval from RBI for tendering shares in the Offer. In case the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such shares tendered. While tendering shares under the Offer, NRI/ OCBs/ foreign shareholders will be required to submit a No Objection Certificate ("NOC")/ Tax Clearance Certificate ("TCC")/ Certificate for deduction of tax at lower rate, from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 (the "Income Tax Act"), before remitting the consideration. In case the aforesaid NOC/ TCC is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1 Shareholders who hold Shares of MPS in physical form and wish to tender their Share pursuant to the Offer will be required to submit the duly completed Form of Acceptance, original Share Certificate(s) and Transfer Deed(s) duly signed and witnessed to the Registrar to the Offer – Cameo Corporate Services Limited, at any of the addresses mentioned in paragraph 9.5, so as to reach on or before the closing of the business hours on the date of closure of the Offer i.e. January 2, 2012 in accordance with the instructions provided in the Letter of Offer and the Form of Acceptance. In case of non-receipt of the Letter of Offer / Form of Acceptance / Form of Withdrawal, shareholder(s) may download the same from the SEBI website http://www.sebi.gov.in or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the said shares. In case of registered Shareholders in whose respect, the aforesaid documents have not been received, but the original share certificate(s) and duly signed transfer form(s) have been received, the Offer shall be deemed to have been accepted.

DP Name	Stock Holding Corporation of India Limited
DP ID Number	IN301080
Client ID Number	22805588
Account Name	CAMEO CORPORATE SERVICES LTD ESCROW A/C MPS OPEN OFFER
Depository	National Securities Depository Limited

9.2 Name and Address of the Collection Center of Cameo Corporate Services Limited

Collection Centre	Contact Person	Address	Telephone/email/fax	Mode of Delivery
Ahmedabad	Mr. M Bala Subramanian	Cameo Corporate Services Limited, C/o Shree Vidhya Consultancy, No.4, II Floor, Prasiddhi Complex–1, Opp.: Ambedkar Hall, Saraspur, Ahmedabad - 380018.	079-22920024 bhavani0811@gmail.com	Hand delivery
Bangalore	Mr.Janardhana	Cameo Corporate Services Limited, No.9, P.C. Pallaya Main Road, Akshay Nagar, Ramamoorthy Nagar, Bangalore - 560016.	080-42097498 janardhana@cameoindia.com	Hand delivery
Chennai	Ms. K .Sreepriya	Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai - 600002.	044-2846 0390/ 1989 investor@cameoindia.com 044-2846 0129 (Telefax)	Post and Hand delivery

Collection Centre	Contact Person	Address	Telephone/email/fax	Mode of Delivery
Hyderabad	Mr. Ramesh	Cameo Corporate services Limited, Plot No. 21-22, Moti Valley, Goel Corporate Housing Society, Thirumal Giri, Secunderabad - 500015.	07386127130 Ramesh.ch@cameoindia.com	Hand delivery
Mumbai	Mr. Ashish Binsale	Cameo Corporate Services Limited, 304, Sai Sadan, 76-78 Mody Street, Fort, Mumbai - 400001.	022-2264 4325 / 2979 ashish@cameoindia.com 022-2264 4325	Hand delivery

The collection center of the Registrar to the Offer mentioned herein above will be open as follows: Monday to Friday 10.00 a.m. to 5.30 p.m. and on Saturdays 10.00 a.m. to 1.30 p.m. The center will be closed on Sundays and other Public Holidays.

9.3 Shareholders who cannot hand deliver their documents at any of the collection centers referred above may send the same by registered post/speed post, at their own risk, to the Registrar of the Offer at their office at Subramanian Building, No. 1, Club House Road, Chennai - 600 002, India. Telephone Nos: (044) 2846 0390, Fax No: (044) 2846 0129, Email: cameo@cameoindia.com and not to any other collection center, so that the same are received on or before the close of the business hours on the Offer Closing Date.

9.4 In case of non-receipt of the aforesaid document, but receipt of the Shares in the special depository account, the Offer shall be deemed to have been accepted. Forms of Acceptance of dematerialized Shares not credited to the Special Depository Account on or before the closure of the Offer are liable to be rejected.

9.5 Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed:

For Shares Held in Physical Form

Registered Shareholders should enclose

- Form of Acceptance – cum – Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all Shareholders whose name appear on the share certificates.
- Original share certificates
- Valid transfer deed/ form(s) duly signed as transferors by all registered Shareholders (in case of joint holding) in the same order and as per specimen signature with MPS and duly witnessed at the appropriate place.

Unregistered Owners should enclose

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original share certificate(s)
- Original broker contract note
- Valid share transfer deed(s) as received from the market. The details of the buyer should be left blank failing which the same will be invalid under the Offer. Unregistered Shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered Shareholders.
- All other requirements for valid transfers will be pre-condition for acceptance.

For Shares held in demat form

Beneficial Owners should enclose:

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depository.
- Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by DP in favour of the special depository account.

The Form of Acceptance-cum-Acknowledgement for which corresponding Shares have not been credited to the special depository account as on the date of closure of the Offer will be rejected. Beneficial owners are therefore requested to tender their delivery instructions at least two days prior to the closing of the Offer. Shareholders having their beneficiary account in CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with NSDL.

9.6 Shareholders should also provide all relevant documents, which are necessary to ensure transferability of shares in respect of which application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not limited to)

- Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

9.7 While tendering Shares under the Offer, Shareholders are requested to provide their Permanent Account Number **("PAN")** at the appropriate place in the Form of Acceptance-cum-Acknowledgement.

9.8 The share certificate(s), share transfer form, Form of Acceptance-cum-Acknowledgement and other documents, if any should be sent only to the Registrar to the Offer. **They should not be sent to the Manager to the Offer or to the Acquirer to the Target Company.** The above-mentioned documents can be sent by hand delivery on all days except Sundays and public holidays.

9.9 The minimum marketable lot for the purposes of acceptance, for both physical and demat shares, would be one share.

9.10 In case of unregistered owners or Shareholders who have not received the Letter of Offer, may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer. Unregistered owners should also enclose original broker contract note and valid share transfer deeds as received from the market. Unregistered Shareholders should not sign the transfer deed. The transfer deed should be valid for transfer.

9.11 Shareholders holding shares in physical form should state their name, address, folio number, number of shares held, distinctive numbers, number of shares offered, bank particulars along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer. The details of the buyer should be left blank in the Transfer Deed, failing which, the same will be invalid under the Offer.

9.12 Beneficial owners may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP Name, DP ID, beneficiary account number, bank particulars and a photocopy of the delivery instruction in the "off-market" mode, or counterfoil of the delivery instruction in the "Off-market" mode, duly acknowledged by the DP, in favor of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the closure of the Offer.

9.13 The application should be signed by all the Shareholders as per the registration details available with MPS and should be sent to the Registrar to the Offer in an envelope clearly marked 'MPS Limited Open Offer'.

9.14 Shareholders of MPS who have sent their physical Shares for transfer should submit, Form of Acceptance-cum-Acknowledgement duly completed and signed, copy of the letter sent to MPS (for transfer of said shares) and acknowledgement received thereon and valid share transfer form. Shareholders who have sent their physical shares for dematerialisation should submit their Form of Acceptance-cum-Acknowledgement as applicable along with the copy of the demat request form (DRF) duly acknowledged by their DP. However, they have to ensure that the corresponding credit of the dematerialized shares is received in the escrow depository account on or before closure of the Offer failing which such an acceptance would be rejected. A copy of delivery instructions acknowledged by the DP in favour of the special depository account should be forwarded to the collection centre where the Form of Acceptance-cum-Acknowledgement.

9.15 In accordance with the regulation 22(5A) of SEBI (SAST) Regulations, Shareholders who have tendered the requisite documents in accordance with the Public Announcement and this Letter of Offer shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents in accordance with the instructions below so as to reach the Registrar to the Offer at the collection centre where the original tender was submitted on or before December 28, 2011.

Kindly follow the detailed instructions given below with respect to withdrawal:

a) The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer, duly signed by all the registered holders as per their specimen signature recorded with MPS for Shareholders in case of physical holdings/ with the Depository in case of electronic holdings so as to reach the Registrar to the Offer at the collection centre mentioned above on or before December 28, 2011. The signature of the beneficial owners on the Form of Withdrawal should by attested by the Depository Participants.

b) The withdrawal option can be exercised by submitting the Form of Withdrawal attached to this Letter of Offer, duly completed together with Acknowledgement slip in original / copy of the submitted Form of Acceptance-cum-Acknowledgement in case delivered by Registered A.D. and a photocopy of delivery instructions in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP.

c) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

i. In case of physical shares: Name, address, distinctive numbers, folio number and number of shares tendered / withdrawn.

ii. In case of dematerialised shares: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary Account no., and a photocopy of delivery instructions in “Off market” mode or counterfoil of the delivery instruction in “Off market” mode, duly acknowledged by the DP in favour of the special depository account.

d) Shareholders who have tendered shares in physical form and wish to partially withdraw their tenders, should also enclose valid share transfer form(s) for the remaining Shares (i.e. shares not withdrawn) duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with MPS and duly witnessed at the appropriate place.

e) The withdrawal of Shares will be available only for the share certificates/ shares that have been received by the Registrar to the Offer/ credited to the special depository account.

f) The intimation of returned shares to the Shareholders will be made at the address as per the records of MPS or the Depositories as the case may be.

g) In case of partial withdrawal of shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from MPS.

h) Partial withdrawal of tendered shares can be done only by the registered Shareholders / beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance-cum-Acknowledgement will stand revised to that effect.

i) Shareholders holding shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP accounts.

9.16 In the event the number of Shares tendered for sale by the Shareholders are more than the Shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the Shareholders on a proportionate basis as per regulation 21(6) of SEBI (SAST) Regulations in consultation with the Manager to the Offer. The Shares are compulsorily traded in dematerialized form, hence minimum acceptance will be one share.

Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post/speed post at the Shareholders’/unregistered owners’ sole risk to the sole/first shareholder (in case of joint Shareholders). Shares held in demat form, to the extent not accepted, will be credited back to the beneficial owners’ depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement or otherwise. .

It will be the responsibility of the Shareholders to ensure that the unaccepted Shares are accepted by their respective Depository Participants when transferred by the Registrar to the Offer. Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit, if any, in their DP accounts. Shareholders should ensure that their depository accounts are maintained until the offer formalities are completed.

9.17 The consideration to the Shareholders whose shares or share certificates and/ or other documents are found complete, valid and in order, will be paid by crossed account payee cheques/ demand drafts/Electronic Clearance Service (ECS) where applicable. Such payments through account payee cheques/demand drafts or unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post/ speed post, at the Shareholders’ registered / unregistered owners’ sole risk to the sole/ first shareholder/ unregistered owner. Shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners’ depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement or otherwise. It will be the responsibility of the Shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.

9.18 The Registrars to the Offer will hold in trust the Shares and share certificate(s), Shares lying in credit of the Special Depository Account, Form of Acceptance-cum-Acknowledgement, and the transfer deed(s) on behalf of the Shareholders of MPS who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted Shares/ share certificates are dispatched/ returned.

9.19 The Acquirer can revise the Offer Price upwards up to seven (7) working days prior to the closure of the Offer. If there is any upward revision in the Offer Price by the Acquirer until the last date of revision viz. – December 22, 2011 or withdrawal of the Offer under Regulation 27 of the SEBI (SAST) Regulations, the same would be informed by way of public announcement in the same newspapers in which the PA has appeared. The Acquirer will pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.

9.20 The Acquirer and the Target Company have not been prohibited by the SEBI from dealing in securities, in accordance with directions issued under Section 11B of the SEBI Act, 1992, as amended or any other regulation made thereunder.

9.21 The instructions and authorizations contained in the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal constitute and integral part of the terms of this Offer.

Payment of consideration:

9.22 Shareholders must note that on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Issue will obtain, from the Depositories, the Shareholders' demographic details including address, bank account details, the nine digit Magnetic Ink Character Recognition **("MICR")** code as appearing on a cheque leaf. These bank account details will be used to make payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, the Manager to the Offer, Registrar to the Offer nor the Escrow Bank shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay nor be liable to pay any interest for such delay.

9.23 Shareholders, while tendering their Shares in the Offer may indicate an option to receive the payment of Offer consideration through electronic form by indicating in the space provided in the Form of Acceptance-cum-Acknowledgement. The payment consideration for Shares accepted under the Offer, in such cases, may be made through National Electronic Clearing Services (NECS), Direct Credit, Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), as applicable, at specified centers where clearing houses are managed by the Reserve Bank of India, wherever possible. In other cases, payment of consideration would be made through cheque / demand draft / pay order sent by Registered post / speed post. Shareholders who opt for receiving consideration through electronic form are requested to give the authorization for electronic mode of transfer of funds in the Form of Acceptance-cum-Acknowledgement, provide the Magnetic Ink Character Recognition / Indian Financial System Code of their bank branch and enclose a cancelled cheque or a photocopy of a cheque associated with the particular bank account, along with the Form of Acceptance-cum-Acknowledgement. In case of joint holders/unregistered owners, payments will be made in the name of the first holder/unregistered owner.

9.24 For the purposes of electronic transfer, in case of Shareholders opting for electronic payment of consideration and for purposes printing on the cheque / demand draft / pay-order for the other cases, the bank account details will be directly taken from the depositories' database, wherever possible. A Shareholder tendering Shares in the Offer, is deemed to have given consent to obtain the bank account details from the Depositories, for this purpose. Only if the required details cannot be obtained from the depositories' database then the particulars provided by the Shareholders would be used.

9.25 For Shareholders, who do not opt for electronic mode of transfer and for those Shareholders, whose payment consideration is rejected / not credited through NECS / Direct Credit / RTGS / NEFT, due to any technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through Speed Post / Registered Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the Shareholder is registered. It is advised that Shareholders provide bank details in the Form of Acceptance-cum-Acknowledgment, so that the same can be incorporated in the cheque/demand draft/pay order. It will be the responsibility of the tendering Shareholders to ensure that correct bank account details are mentioned with the Depositories and in the Form of Acceptance-cum-Acknowledgment.

10 DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by Shareholders of MPS Limited at the office of the Manager to the Offer, Ernst & Young Merchant Banking Services Private Limited, 14th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar (West), Mumbai 400028 from 10.30 a.m. to 1.00 p.m. on any day except Saturdays, Sundays and public holidays from the date of opening of the Offer until the Offer closes.

a. Copy of Public Announcement as published in the newspapers on October 14, 2011.

b. A copy the Share Purchase Agreement dated October 11, 2011 between the Acquirer and the Seller.

c. Copy of Contract Note dated October 12, 2011 from RBS Equities (India) Limited for the purchase of 1,03,39,980 Shares of MPS by the Acquirer from the Seller.

d. Certificate of Incorporation and Memorandum and Articles of Association of MPS.

e. Annual Reports of MPS for the financial years ended December 31, 2008, 2009 and 2010.

f. Annual Reports of ADI BPO for the financial years ended March 31, 2009, 2010 and 2011.

g. Certificate dated October 13, 2011 issued by Mr. Diptikant Parhi (Membership No. 096590) of Parhi Dawar & Associates, Chartered Accountants, New Delhi confirming the adequacy of financial resources of the Acquirer for fulfilling the obligations under the Offer.

h. Copy of the engagement letter between Ernst & Young Merchant Banking Services Private Limited, the Manager to the Offer and the Acquirer.

i. Copy of the Letter between Cameo Corporate Services Limited, Registrar to the Offer and the Acquirer.

j. Copy of confirmation from the Registrar regarding opening of Special Depository Account in the name and style of 'CAMEO CORPORATE SERVICES LTD ESCROW A/C MPS OPEN OFFER'.

k. Copy of letters from The Royal Bank of Scotland N.V., dated October 13, 2011 and December 5, 2011, confirming the amount deposited in the escrow account.

l. Certificate dated October 13, 2011 issued by Mr. Diptikant Parhi (Membership No. 096590) of Parhi Dawar & Associates, Chartered Accountants, New Delhi certifying the fair value of Shares of MPS.

m. Letter No. CFD/DCR/TO/SS/OW/ 36452/11 dated November 29, 2011 received from Securities and Exchange Board of India in accordance with provisions of Regulation 18(2) of SEBI (SAST) Regulations.

11 DECLARATION BY ACQUIRER

The Acquirer and its Directors accept responsibility for the information contained in this Letter of Offer. The Acquirer and its Directors are responsible for ensuring compliance with the SEBI (SAST) Regulations and for fulfillment of its obligations in accordance with the SEBI (SAST) Regulations.

For and on behalf of ADI BPO Services Private Limited
Sd/-
Nishith Arora
Director

Place: New Delhi, India
Date: December 7, 2011

Encl: Form of Acceptance-cum-Acknowledgment
Form of Withdrawal
Transfer Deed(s) (for Shareholders holding shares in Physical mode)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to Cameo Corporate Services Limited at the collection centers as mentioned in the Letter of Offer)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGMENT

From :

OFFER OPENS ON	**DECEMBER 14, 2011**
OFFER CLOSES ON	**JANUARY 2, 2012**

Folio No. / DP ID No.: Client ID No.: No, of Shares held:

Name :

Address :

Status: Resident / Non Resident

Tel. No. : Fax No. : E-mail :

To,
The Acquirer,
C/o Cameo Corporate Services Limited
Subramanian Building,
1, Club House Road,
Chennai - 600 002.

Dear Sir,

Sub. : Cash Offer to acquire 33,64,534 fully paid up equity shares of ₹ 10/- each, representing 20% of the paid up equity share capital of MPS Limited ('MPS' or 'Target company') at a price of ₹ 37/- per fully paid up equity share ("Offer Price").

I/We refer to the Letter of Offer dated December 7, 2011 constituting an offer for acquiring the equity shares held by me/us in MPS. I/We, the undersigned, have read the Letter of Offer and understood its contents and unconditionally accept the terms and conditions mentioned therein.

☐ SHARES IN DEMATERIALZED FORM

I/We, holding shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my/ our shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No of Shares

I/We have executed an off-market transaction for crediting the shares to the special depository account with Cameo Corporate Services Limited styled "CAMEO CORPORATE SERVICES LTD ESCROW A/C MPS OPEN OFFER" with the following particulars:

DP Name: Stock Holding Corporation of India Limited	DP ID: IN301080	Client ID: 22805588

Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

I/We note and understand that the shares would lie in the special depository account until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

☐ SHARES IN PHYSICAL FORM

I/We accept the Offer and enclose the original certificate (s) and duly signed transfer deed(s) in respect of my/ our shares as detailed below:

Sr. No.	Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of shares
			From	To	
1.					
2.					
3.					
4.					
5.					
				Total number of shares	

(In case the space provided is inadequate, please attach a separate sheet with details.)

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MPS LIMITED - OPEN OFFER

Folio No.______________ **ACKNOWLEDGEMENT SLIP** **Sr. No.______________**

Received from Mr./Ms. ____

residing at ____

______________________________ Form of Acceptance-cum-Acknowledgement for ______________________shares along with:

☐ Copy of Depository Instruction slip from DP ID ___________________ Client ID________________.

☐ Share certificate(s) ______________ transfer deed(s) under folio number(s) ______________________ for accepting the Offer made by the Acquirer.

Stamp of Collection Centre		Signature of Official		Date of Receipt	

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

For NRIs / OCBs / FIIs / Foreign Shareholders:

I/ We have enclosed the following documents:

☐ No objection Certificate/ Tax Clearance Certificate from Income Tax Authorities

☐ RBI Approvals for acquiring shares of MPS hereby tendered in Offer

I/We confirm that the equity shares of MPS which are being tendered herewith by me/us under this Offer are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us, share certificate(s)/ share(s) in respect of which the Offer is not found valid/ not accepted without specifying the reasons thereof.

I/We authorize the Acquirer, the Registrar to the Offer and the Manager to the Offer to send by Registered Post/ Speed Post as may be applicable, at my/our risk, the draft/ cheque in full and final settlement of the amount due to me/us and or/other documents or papers or correspondence to the sole/ first holder at the address mentioned below:

Yours faithfully
Signed and Delivered

	Full Name(s) of the shareholders	**Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of Sole/First Shareholder ____

____

PAN details: ____________________ Place : ____________________ Date : ____________________

Bank Details: So as to avoid fraudulent encashment in transit, the shareholder(s) holding shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank:	Branch:
Account No:	Savings/Current/Others (Please specify)

For shares that are tendered in demat form, the Bank account as obtained from the beneficiary position (download to be provided by the depositories) will be considered and the draft/cheque will be issued with the said Bank particulars.

PLEASE NOTE THAT NO SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

General Instructions:

1. In case of shares held in joint names, names of Shareholders should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold shares in MPS, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
2. In case where the signature is subscribed by thumb impression, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
3. Non-resident Shareholders should enclose copy (ies) of permission received from Reserve Bank of India to acquire shares held by them in MPS.
4. In case of bodies corporate, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) for the sale of shares along with specimen signatures duly attested by a bank must be annexed.
5. All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
   i. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired
   ii. Duly attested power of attorney if any person apart from the shareholder has signed acceptance form of the transfer deed
   iii. No Objection Certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrances

PLEASE REFER TO THE DETAILED INSTRUCTIONS UNDER PARA 9 TITLED "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT" ON PAGE 29 OF THIS LETTER OF OFFER

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All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your reference Folio No/DP ID/Client ID:

Cameo Corporate Services Limited
(UNIT: CAMEO CORPORATE SERVICES LTD ESCROW A/C MPS OPEN OFFER)
Address: Subramanian Building, # 1, Club House Road, Chennai - 600 002.
Tel: (044) 2846 0390 (5 Lines) **Fax :** (044) 2846 0129
Email: cameo@cameoindia.com
Contact Person: Ms. K. Sreepriya

FORM OF WITHDRAWAL

(Please send this Form with enclosures to Cameo Corporate Services Limited at the collection centers as mentioned in the Letter of Offer)

OFFER OPENS ON	**DECEMBER 14, 2011**
LAST DATE OF WITHDRAWAL ON	**DECEMBER 28, 2011**
OFFER CLOSES ON	**JANUARY 02, 2012**

From :

Folio No. / DP ID No.: Client ID No.: No, of Shares held:

Name :

Address :

Tel. No. : Fax No. : E-mail :

To,
The Acquirer,
C/o Cameo Corporate Services Limited
Subramanian Building,
1, Club House Road,
Chennai - 600 002.

Dear Sir,

Sub. : Cash Offer to acquire 33,64,534 fully paid up equity shares of ₹ 10/- each, representing 20% of the paid up equity share capital of MPS Limited ('MPS' or 'Target company') at a price of ₹ 37/- per fully paid up equity share ("Offer Price").

I/ We refer to the Letter of Offer dated December 7, 2011 for acquiring the equity shares held by me/us in MPS. I/We the undersigned have read the Letter of Offer and understood its contents and unconditionally accept the terms and conditions as mentioned therein

I/We hereby consent unconditionally and irrevocably to withdraw my/ our shares from the Offer and I/we further authorize the Acquirer to return to me / us, the tendered share certificate(s)/ Share(s) at my/ our sole risk(s)

I/ We note that upon withdrawal of my/ our shares from the Offer, no claim or liability shall be against the Acquirer/ Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. December 28, 2011 (Wednesday).

I/We note that the Acquirer / Manager to the Offer/ Registrar to the Offer shall not be liable for any postal delay/ loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialized form in the DP account due to inaccurate/ incomplete particulars/ instructions

I / We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) / shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

The particulars of tendered original share certificate(s) which I/we wish to withdraw are detailed below:

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of shares
			From	To	
Shares Tendered					
1.					
2.					
3.					
				Total Shares Tendered	
Shares Withdrawn					
1.					
2.					
3.					
				Total Shares Withdrawn	

(In case the space provided is inadequate, please attach a separate sheet with details.)

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ACKNOWLEDGEMENT SLIP

Received from Mr./Ms. ____________________

residing at ____________________

____________________ Form of Acceptance cum Acknowledgement for ____________shares along with:

☐ Depository Instruction Slip from DP ID ____________ Client ID ____________

☐ Acknowledgment Slip issued when depositing dematerialized shares

☐ Acknowledgment slip issued when depositing the shares

For withdrawing from the Offer made by the Acquirer

Stamp of Collection Centre:		**Signature of Official:**		**Date of Receipt:**	

I / We hold the following shares in dematerialized form and had executed an off-market transaction for crediting the shares to the 'CAMEO CORPORATE SERVICES LTD ESCROW A/C MPS OPEN OFFER' which I/We wish to withdraw. Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my / our shares have been tendered are as follows:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I / We note that the shares will be credited back only to that depository account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

I / We confirm that the particulars given above are true and correct.

In case of dematerialized shares, I / we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully

Signed and Delivered

	Full Name(s) of the shareholders	Signature	Verified and attested by the DP (In case of demat shares) Bank (In case of physical shares)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Address of First/Sole Shareholder ____

____

Place : ____________________

Date : ____________________

PLEASE NOTE THAT THE FORM OF WITHDRAWAL SHOULD NOT BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

General Instructions

1. In case of shares held in joint names, names of Shareholders should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold shares in MPS, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Counter Offer.
2. In case where the signature is subscribed by thumb impression, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
3. In case of bodies corporate, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) for the sale of shares along with specimen signatures duly attested by a bank must be annexed.
4. All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the withdrawal is being sent. Such documents may include (but not be limited to):
   a. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
   b. Duly attested power of attorney if any person apart from the shareholder has signed withdrawal form or transfer deed(s).

PLEASE REFER TO THE DETAILED INSTRUCTIONS UNDER PARA 9 TITLED "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT" ON PAGE 29 OF THIS LETTER OF OFFER.

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All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your reference Folio No/DP ID/Client ID:

Cameo Corporate Services Limited
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Address: Subramanian Building, # 1, Club House Road, Chennai - 600 002.
Tel: (044) 2846 0390 (5 Lines) **Fax :** (044) 2846 0129
Email: cameo@cameoindia.com
Contact Person: Ms. K. Sreepriya

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