

A/C PAYEE ONLY



ICICI Bank

Drawee Branch

(04)NARIMAN POINT, MUMBAI

VALID FOR THREE MONTHS ONLY

DATE

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DD No.

239703

ON DEMAND PAY\*\*\* NATIONAL STOCK EXCHANGE OF INDIA LIMITED\*\*\*\*\*ON ORDER

RUPEES

Two Lakh Two Thousand Two Hundred Forty Eight Only



\*\*\*\*\*2,02,248.00

FOR VALUE RECEIVED

TL/2/6 Not Above 2,02,248.00

0253DDCENFAY

NOIDA SEC - 61

Issuing Branch

Authorised Signatory

Authorised Signatory

Please sign above

⑈239703⑈ 000229000⑈ 000253⑈ 16



**Annexure - II**

December 21, 2012

The Managing Director  
National Stock Exchange of India Limited  
Exchange Plaza, plot no. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

Dear Sirs,

**Subject: Offer for Sale (OFS) of Equity Shares of MPS Limited**

ADI BPO Services Limited (the "Seller"), a company incorporated under Companies Act, 1956 having its registered office at N-49, Greater Kailash, Part-I, New Delhi - 110048 wish to offer for sale of 2,14,500 Equity Shares of face value Rs. 10 each to meet the minimum public shareholding requirements

In view of the above we wish to offer our shares for sale of 2,14,500 Equity Shares of face value Rs.10 (Rs. ten only) each to meet the minimum public shareholding requirements as issued by Securities and Exchange Board of India ("SEBI").

In this connection, we wish to avail the Offer for Sale facility provided by the Exchange for offering shares based on the above SEBI guideline. We, therefore, request you to kindly allow us to use NSE screen based facilities and oblige. Please find attached details regarding Offer for Sale as enclosed in Annexure 1.

We shall undertake to comply with all terms and condition of Offer for Sale (OFS) scheme mentioned in the Exchange Circular CIR/MRD//DP/18/2012 dated July 18, 2012 and any other circular issued by the Exchange or SEBI in this regard from time to time.

We shall ensure compliance with the requirements specified in the above SEBI circular and such other requirements as may be specified from time to time by SEBI.

For providing the above mentioned services, please find enclosed a Demand Draft No. 239703 dated 21.12.2012 of ICICI Bank Limited payable at Mumbai of amount Rs. 2,02,248 (Rs.Two Lacs Two Thousand Two Hundred Forty Eight Only) inclusive of service tax in favour of National Stock Exchange of India Limited.

We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by NSEIL from time to time.

Thanking you.

Yours faithfully

  
Anju Arora  
Director  
ADI BPO Services Limited







# Annexure I

Sr.No	From the seller Company			
1	Name of the Seller	ADI BPO Services Limited		
2	Name of the company	MPS Limited		
3	Issue Size	2,14,500 Equity Shares		
4	Maximum number of shares over and above the Issue Size	Nil		
5	A Letter from seller confirming criteria under which the seller is coming for OFS	Non-compliant under clause 40A of listing agreement		
6	Calculation regarding the number of shares to be offered along with the face value	<b>Current shareholding</b>	<b>No. of shares</b>	<b>%</b>
		Promoter Holding	12,831,496	76.28%
		Public Holding	3,991,172	23.72%
		<b>Total</b>	<b>16,822,668</b>	<b>100.00%</b>
		<b>Equity Shares in OFS</b>	<b>2,14,500</b>	<b>1.28%</b>
		<b>Post OFS Shareholding</b>	<b>No. of shares</b>	<b>%</b>
		Promoter Holding	12,616,996	75.00%
Public Holding	4,205,672	25.00%		
<b>Total</b>	<b>16,822,668</b>	<b>100.00%</b>		
7	Offer size v/s paid up capital	2,14,500 equity shares of face value of Rs. 10 each representing 1.28% of the total paid up equity share capital of the Company.  The paid up equity share capital of the Company is 16,822,668 equity shares of Rs. 10 each.		
8	Date of Offer for Sale	December 28, 2012		
9	Session Timings	The Sale shall take place on the separate window of the Stock Exchanges and shall commence on December 28, 2012 at 9.15 a.m. and shall close on the same day at 3.30 p.m. (IST) (“Sale Date”)		
10	ISIN	INE943D01017		
11	Floor price ( disclosed or undisclosed)	Undisclosed		
12	If disclosed, actual floor price, else the	Floor price to be given in a sealed envelope on 27 <sup>th</sup>		



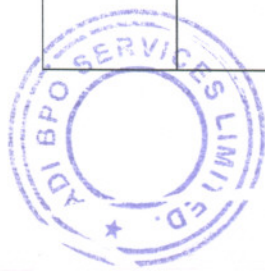
*Anj- Arora*

**ADI BPO Services Limited**

N-49, Greater Kailash-I, New Delhi-110048



	floor price in a sealed envelope	December 2012.
13	Date and time of the declaration of floor price,	December 28, 2012 after closure of Offer for Sale
14	Details of the authorized personnel for the purpose of OFS such as contact number, email id etc.	Anju Arora Director Tel. +91 9811028914, +91 120 4021204 Email: <a href="mailto:anju@adi-media.com">anju@adi-media.com</a>
15	Name of Appointed Seller Broker and Broker Code	SPA Securities Limited  Trading Member Code - 11782
16	Name of Designated Stock Exchange	National Stock Exchange of India Limited
17	Name of the Exchange/s wherein the orders shall be placed.	National Stock Exchange of India Limited
18	Allocation methodology	<p>The allocation shall be on a 'price-priority basis' at multiple clearing prices in accordance with the circular.</p> <p>A minimum of 25% of the sale shares being offered shall be reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996 as amended ("<b>Mutual Funds</b>") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory Development Authority Act, 1999 as amended ("<b>Insurance Companies</b>") subject to receipt of valid bids or order at or above the Clearing price. In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders.</p> <p>No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale</p>
19	Conditions, if any, for withdrawal of the offer.	<p>The Seller reserves the right not to proceed with the sale at any time prior to opening of the Sale on the Sale Date.</p> <p>In such a case, there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal.</p>
20	Conditions, if any, for cancellation of the offer.	In the event (i) the aggregate number of orders received in the sale at or above the Floor Price is less than the total number of sale shares being offered for sale or (ii) of a default in settlement obligations, the seller reserves the right to either conclude the Sale to the extent of



Anju Arora

ADI BPO Services Limited

N-49, Greater Kailash-I, New Delhi-110048





		valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
21	Copy of advertisement	Not Applicable
22	Undertaking from seller for usage of Exchange's OFS platform as per Annexure – 2	As Attached
23	Confirmation from promoter/promoter group entities on non-purchase and /or sale of shares of the company in the 12 weeks period prior to the offer and undertaking not to purchase and/or sale of shares of the company in the 12 weeks period after the offer	It is Confirmed that none of the promoters/promoter group entities have purchased and / or sold shares of the Company in the 12 weeks period prior to the date of Offer. Further on behalf of Promoter group undertake not to purchase and/ or sell shares of the Company in the 12 weeks period after the Offer. ( Undertaking enclosed)
24	Details of the personnel(s) who shall be present while opening the sealed envelope containing the floor price.	Rajneesh Gaharana Assistant Manager Accounts



Anil Arora



Date: 21<sup>st</sup> December 2012

The Managing Director  
National Stock Exchange of India Limited  
Exchange Plaza, plot no. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

**Sub: Offer for Sale (OFS) of Equity Shares of MPS Limited**

Dear Sir,

We, ADI BPO Services Private Limited, Promoters of MPS Limited are intending to make an Offer for Sale (OFS) of 2,14,500 equity shares ("Shares") of the face value of Rs. 10 each, through the Stock Exchange mechanism in accordance with SEBI circular no. CIR/ MRD/ DP/ 18/ 2012 dated July 18, 2012.

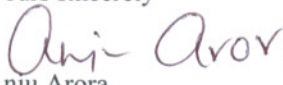
In this regard, we confirm the following:

- a. We are the Promoter of MPS Limited
- b. We are not barred by SEBI or any other regulatory authority to carry out the Offer for Sale
- c. MPS Limited is required to maintain a minimum public shareholding of 25% in terms of rule 19(2)(b)/ 19A of Securities Contracts (Regulation) Rules, 1957 and the OFS has been undertaken by us to comply with the said rule.
- d. The shares offered are all listed on the Exchange and are in dematerialized mode
- e. **None of the promoter/ promoter group entities have bought or sold shares during the 12 week period prior to the date of Offer for Sale.**
- f. The shares being offered for sale are free from all encumbrances and there is no regulatory prohibition on the said shares
- g. We are aware NSE can change and amend requirements, guidelines and give further instructions to us and we shall bound by such regulatory requirements as intimated by NSE.
- h. We shall provide all information as required for OFS as specified by the Exchange from time to time.

Further, we wish to undertake that:

- i. We shall make an announcement of OFS, atleast one trading day prior to the commencement of OFS along with the necessary details as given in para 5(b) of the aforesaid circular.
- ii. We shall be depositing the shares with the designated stock exchange through the trading member appointed as per (iii) below atleast 1 day prior to the opening of the offer.
- iii. We shall appoint a trading member of NSE to undertake the transaction and shall inform the same to NSE.
- iv. We shall bear all the expenses relating to the OFS.
- v. **We shall not buy/ sell shares of the company for a period of 12 weeks from the closure of OFS as prescribed by SEBI in its aforesaid circular, except offering the shares through OFS by maintaining of time gap of at least 2 weeks.**
- vi. We shall disclose the floor price to NSE in a sealed envelope where the same is not declared to the market. In such a case, we shall not disclose the floor price to anybody including the trading member(s) appointed to undertake the OFS.
- vii. In case of withdrawal of offer for sale prior to its proposed opening, we shall not make an OFS within a period of 10 trading days from the date of such withdrawal
- viii. We shall not cancel the OFS during the bidding period
- ix. We shall co-operate with NSE for completion of the allocation and settlement process in a timely manner as prescribed in the aforesaid SEBI circular

Yours sincerely

  
Anju Arora  
Director  
ADI BPO Services Limited



**ADI BPO Services Limited**

N-49, Greater Kailash-I, New Delhi-110048