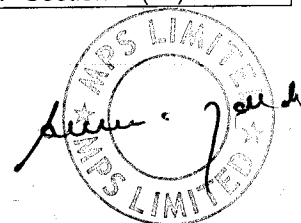
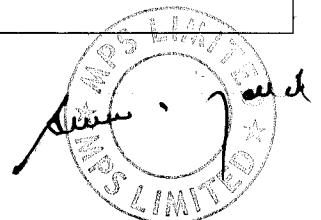


Brief Particulars of the Demerged Company, Resulting/Transferor Company and Transferee Company

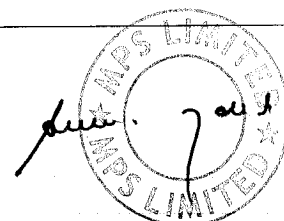
Particulars	Resulting Company	Demerged Company/ Transferor Company	Transferee Company
Name of the Company	ADI Media Private Limited ('ADI Media')	ADI BPO Services Limited ('ADI BPO')	MPS Limited ('MPS')
Date of Incorporation & details of name changes, if any	The Company was incorporated on January 10, 2003.	The Company was incorporated as ADI Publishing Services Private Limited on January 9, 2006. The name of the company was changed to ADI BPO Services Private Limited vide fresh certificate of incorporation dated November 8, 2007. Further, the company was converted from private limited to public limited, i.e. the current name, vide certificate dated May 8, 2012.	The Company was incorporated on January 19, 1970 with the name styled as The Macmillan Company of India Private Limited. The name of the company was changed to The Macmillan Company of India Limited vide fresh certificate of incorporation dated September 14, 1971. Name of the Company was further changed to Macmillan India Limited vide fresh certificate of incorporation dated October 4, 1980. Name of the company was further changed to its current name i.e. MPS Limited vide fresh certificate of incorporation dated June 25, 2009.
Registered Office	RR Tower IV, Super A, 16/17 Thiru-Vi-Ka Industrial Estate, Guindy Chennai, Tamil Nadu- 600032	RR Tower IV, Super A, 16/17 Thiru-Vi-Ka Industrial Estate, Guindy Chennai, Tamil Nadu- 600032	RR Tower IV, Super A, 16/17 Thiru-Vi-Ka Industrial Estate, Guindy Chennai, Tamil Nadu- 600032
Brief particulars of the scheme	<p>The draft Scheme involves the following:</p> <p>Chapter 1: Demerger of the Infrastructure Management Business Undertaking/ Demerged Undertaking of ADI BPO Services Limited into ADI Media Private Limited.</p> <p>Chapter 2: Amalgamation of ADI BPO Services Limited (Post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) with MPS Limited.</p>		
Rationale for the Scheme	<p><u>Rationale for demerger of Infrastructure Management Business Undertaking of ADI BPO Services Limited into ADI Media Private Limited</u></p> <p>The demerger of the Infrastructure Management Business Undertaking of the ADI BPO Services Limited into the ADI Media Private Limited is sought to be undertaken with the end and intent of realigning the business operations. Such demerger is in the interests of the shareholders, creditors and employees of each of the companies as it would result in consolidation of the business operations of the ADI BPO Services Limited and the ADI Media Private Limited and savings in the operational costs to the group.</p> <p><u>Rationale for amalgamation of ADI BPO Services Limited (post demerger of its Infrastructure Management Business Undertaking) into MPS Limited</u></p> <p>The MPS Limited is actively considering opportunities to acquire Indian entities with a view to expand its business, operations and revenue. Currently, MPS Limited is the one layer subsidiary of ADI BPO Services Limited. Any acquisition(s) by MPS Limited involving more than one layer of Indian subsidiaries would be impermissible having regard to the provisions of Section 2(87) of the</p>		



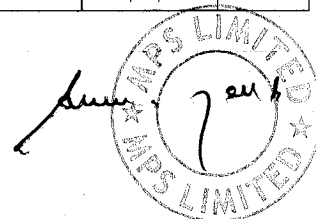
	<p>Companies Act, 2013, read with Companies (Restriction on number of layers) Rules, 2017. That being so, the MPS Limited is prevented from acquiring an Indian subsidiary company which has its own Indian subsidiary, should such an opportunity arise. The absence of this proposed structure could result in loss of business opportunities available to the MPS Limited, its growth and future revenues. Flexibility to the MPS Limited in structuring its affairs is desirable to enable it to consider suitable opportunity (ies) for acquisition of an Indian entity which has an existing Indian subsidiary of its own and/ or for the MPS Limited to set up a step-down subsidiary (ies), should it so require. This would enable the MPS Limited to enhance its growth and revenues which would be clearly to the advantage of and in the interest of all its shareholders. To this end, the current structure is proposed to be rationalized by eliminating the existing one layer (i.e. ADI BPO Services Limited).</p> <p>Hence, it is proposed to amalgamate ADI BPO Services Limited (post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) with MPS Limited.</p> <p>Upon the amalgamation taking full effect in accordance with the terms of this Scheme, ADI BPO Services Limited will stand dissolved without winding up.</p> <p>The proposed amalgamation would be to the advantage to MPS Limited and hence be in the interest of its stakeholders including public shareholders. It would enhance the future growth of the MPS Limited business operations and help grow its revenues.</p>		
Date of resolution passed by the Board of Director of the company approving the scheme	January 21, 2018	January 21, 2018	January 22, 2018
Date of meeting of the Audit Committee in which the draft scheme has been approved	Not Applicable	Not Applicable	January 22, 2018
Appointed date	April 1, 2017		
Name of Exchanges where securities of the company are listed	Unlisted	Unlisted	BSE Limited and National Stock Exchange of India Limited
Nature of Business	The Resulting Company is primarily a B2B magazine publisher with four niche publications – TV Veopar Journal, Communications Today, Broadcast and Cablesat and Medical Buyer. Further, it creates rich business content which reaches targeted business audiences via print, web and exhibitions. It also provides facility management services.	The Demerged Company is primarily engaged in the business of providing customer service, lead generation, data process and business processing outsourcing. It also provides facility management services. It also is the holding company for MPS Limited.	The Transferee Company is engaged in providing content creation, production, transformation and technology services to global academic, scientific and educational publishers.



Capital before the scheme (No. of equity shares as well as capital in rupees)	<u>Authorized share capital</u> – Rs. 25,000,000 divided into 2,500,000 equity shares of Rs 10 each <u>Issued, Subscribed and Paid up share capital</u> – Rs. 2,080,000 divided into 208,000 equity shares of Rs. 10 each	<u>Authorized share capital</u> – Rs. 15,000,000 divided into 15,000,000 equity shares of Re 1 each <u>Issued, Subscribed and Paid up share capital</u> – Rs. 11,746,375 divided into 11,746,375 equity shares of Rs. 1 each	<u>Authorized share capital</u> – Rs. 2,00,000,000 divided into 20,000,000 equity shares of Rs 10 each <u>Issued, Subscribed and Paid up equity share capital</u> – Rs 1,86,169,260 divided into 18,616,926 of Rs 10 each
No. of shares to be issued	<u>No. of shares to be issued pursuant to demerger of Infrastructure Management Business Undertaking of ADI BPO Services Limited into ADI Media Private Limited</u> ADI Media Private Limited shall issue 1 (One) equity share of face value of Rs 10/- each at par for every 311 (Three Hundred and Eleven) equity shares of face value of Re. 1/- each of the ADI BPO Services Limited. Accordingly, pursuant to such demerger, ADI Media Private Limited will issue 34,586 equity shares to the shareholders of ADI BPO Services Limited. <u>No. of shares to be issued pursuant to amalgamation of ADI BPO Services Limited (post demerger of its Infrastructure Management Business Undertaking) into MPS Limited</u> MPS Limited shall issue 1,07,41,183 (one crore seven lakh forty one thousand one hundred eighty three) equity shares of face value Rs. 10 each credited as fully paid-up for every 1,00,00,000 (one crore) equity shares of face value of Re. 1/- each held in the ADI BPO. Accordingly, pursuant to such amalgamation MPS Limited will issue 1,26,16,996 equity shares to the shareholders of ADI BPO Services Limited.		
Cancellation of shares on account of cross holding, if any	Not Applicable	Not Applicable	Upon the Scheme becoming effective, the existing shareholding of ADI BPO Services Limited in MPS Limited amounting to 1,26,16,996 shares shall stand cancelled.
Capital after the scheme (No. of equity shares as well as capital in rupees)	<u>Authorized share capital</u> – Rs. 25,000,000 divided into 2,500,000 equity shares of Rs 10 each <u>Issued, Subscribed and Paid up share capital</u> – Rs. 2,425,860 divided into 242,586 equity shares of Rs. 10 each	The Company shall be dissolved after the Scheme coming into effect	<u>Authorized share capital</u> – Rs. 2,00,000,000 divided into 20,000,000 equity shares of Rs 10 each <u>Issued, Subscribed and Paid up share capital</u> – Rs. 1,86,169,260 divided into 18,616,926 equity shares of Rs. 10 each
Net Worth (Rs in crores)-			
Pre-Scheme	14.42	58.23	344.36
Post- Scheme	28.50	Not Applicable	344.36



<p>Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.</p>	<p><u>Valuation for demerger of Infrastructure Management Business Undertaking of ADI BPO Services Limited into ADI Media Private Limited</u></p> <p>Report on share entitlement ratio for demerger of the Infrastructure Management Business Undertaking of ADI BPO Services Limited into ADI Media Private Limited ('Valuation Report') dated January 21, 2018 of M/s. Doogar & Associates., Independent Chartered Accountants.</p> <p>Firm Registration No.– 000561N, Address – 13, Community Centre, East of Kailash – New Delhi – 110065</p> <p><u>Valuation for amalgamation of ADI BPO Services Limited (post demerger of its Infrastructure Management Business Undertaking) into MPS Limited</u></p> <p>Report on share entitlement ratio for amalgamation of ADI BPO Services Limited (post demerger of its Infrastructure Management Business Undertaking into ADI Media Private Limited) with MPS Limited ('Valuation Report') dated January 21, 2018 of M/s. SS Kothari Mehta & Co., Independent Chartered Accountants.</p> <p>Firm Registration No.– 000756N, Address -Plot No 68, Okhla Industrial Area Phase – III, New Delhi 110020</p>											
<p>Methods of valuation and value per share arrived under each method with weight given to each method, if any.</p>	<p>As per Valuation Report enclosed as Annexure 2</p>			<p>As per Valuation Report enclosed as Annexure 2</p>			<p>As per Valuation Report enclosed as Annexure 2</p>					
<p>Fair value per share</p>	<p>As per Valuation Report enclosed as Annexure 2</p>			<p>As per Valuation Report enclosed as Annexure 2</p>			<p>As per Valuation Report enclosed as Annexure 2</p>					
<p>Exchange ratio</p>	<p><u>No. of shares to be issued pursuant to demerger of Infrastructure Management Business Undertaking of ADI BPO Services Limited into ADI Media Private Limited</u></p> <p>ADI Media Private Limited shall issue 1 (One) equity share of face value of Rs 10/- each at par for every 311 (Three Hundred and Eleven) equity shares of face value of Re. 1/- each of the ADI BPO Services Limited.</p> <p><u>No. of shares to be issued pursuant to amalgamation of ADI BPO Services Limited (post demerger of its Infrastructure Management Business Undertaking) into MPS Limited</u></p> <p>MPS Limited shall issue 1,07,41,183 (one crore seven lakh forty one thousand one hundred eighty three) equity shares of face value Rs. 10 each credited as fully paid-up for every 1,00,00,000 (one crore) equity shares of face value of Re. 1/- each held in the ADI BPO.</p>											
<p>Name of Merchant Banker giving fairness opinion</p>	<p>Not Applicable</p>								<p>Emkay Global Financial Services Limited</p>			
	<p>Pre</p>		<p>Post</p>		<p>Pre</p>		<p>Post</p>		<p>Pre</p>		<p>Post</p>	
	<p>No. of Shares</p>	<p>%</p>	<p>No. of Shares</p>	<p>%</p>	<p>No. of Shares</p>	<p>%</p>	<p>No. of shares</p>	<p>%</p>	<p>No. of shares</p>	<p>%</p>	<p>No. of shares</p>	<p>%</p>
<p>Promoter</p>	<p>2,08,000</p>	<p>100</p>	<p>2,42,586</p>	<p>100</p>	<p>1,17,46,375</p>	<p>100</p>	<p>-</p>	<p>-</p>	<p>1,26,16,996</p>	<p>67.77</p>	<p>1,26,16,996</p>	<p>67.77</p>
<p>Public</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>59,99,930</p>	<p>32.23</p>	<p>59,99,930</p>	<p>32.23</p>



Custodian	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	2,08,000	100	2,42,586	100	1,17,46,375	100	-	-	1,86,16,926	6	100	1,86,16,926	100
No. of shareholders	2		2		7		0		11,892		11,898		
Names of the Promoters	Name	PAN		Name	PAN		Name		PAN				
	Nishith Arora	AAEPA1938R		ADI Media Private Limited	AAECA1780C		ADI BPO Services Limited		AAFCA7116B				
				Nishith Arora	AAEPA1938R								
	Anju Arora	AAHPA6366N		Anju Arora	AAHPA6366N								
				Rahul Arora	AKCPA2190D								
					Yamini Tandon	AIAPT2801N							
					Neha Rathor	AFEPR8987C							
				Neeraj Rathor	AFEPR8987C								
Names of the Board of Directors	Name	PAN		Name	PAN		Name		PAN				
	Nishith Arora	AAEPA1938R		Nishith Arora	AAEPA1938R		D E Udwadia		AAAPU2263K				
	Anju Arora	AAHPA6366N		Anju Arora	AAHPA6366N		Nishith Arora		AAEPA1938R				
	Neha Rathor	AFEPR8987C		Rahul Arora	AKCPA2190D		Vijay Sood		AAAPS4268E				
					Neha Rathor	AFEPR8987C		Rahul Arora		AKCPA2190D			
					Gagan Sahni Tyagi	CTRPS0716B		Yamini Tandon		AIAPT2801N			
					Pooja Singh	BDLPS309G							
Please specify relation among the companies involved in the scheme, if any	<p>ADI Media Private Limited and ADI BPO Services Limited are both primarily held by common promoters. Additionally, ADI Media Private Limited holds 8.43% equity shares in ADI BPO Services Limited.</p> <p>MPS Limited is the subsidiary of ADI BPO Services Limited, wherein ADI BPO Services Limited holds 67.77% shares in MPS Limited.</p>												
Details regarding change in management control in listed or resulting company seeking listing if any	<p>There is no change in the management control of MPS Limited and ADI Media Private Limited upon consummation.</p> <p>On Scheme becoming effective, ADI BPO shall stand dissolved without winding up.</p>												

For MPS Limited

Sunit Malhotra
CFO & Company Secretary