OFFER TO BUY BACK UP TO 5,66,666 (FIVE LAKHS SIXTY SIX THOUSAND SIX HUNDRED AND SIXTY SIX) FULLY PAID-UP EQUITY SHARES OF MPS LIMITED (THE “COMPANY”) OF FACE VALUE OF INR 10 EACH (“EQUITY SHARES”), REPRESENTING 3.04% OF THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARES OF THE COMPANY, FROM ALL ELIGIBLE SHAREHOLDERS AS ON MONDAY, AUGUST 24, 2020, (THE RECORD DATE), ON A PROPORTIONATE BASIS, THROUGH THE ‘TENDER OFFER’ PROCESS, AT A PRICE OF INR 600.00 (INDIAN RUPEES SIX HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING INR 34,00,00,000 (INDIAN RUPEES THIRTY FOUR CRORES ONLY) EXCLUDING THE TRANSACTION COSTS, (“BUYBACK”) UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED (“SEBI BUYBACK REGULATIONS”).

(Unless otherwise defined, capitalized terms used but not defined in this advertisement shall have the meaning assigned to such terms in the Letter of Offer)

This advertisement (“Advertisement”) is being issued by the Company pursuant to and in compliance with the circular issued by SEBI vide circular no. SEBI/CIR/CFD/CIR/02/2020 dated May 14, 2020 read with SEBI circular No. SEBI/HO/CFD/CIR/02/2020 dated July 27, 2020 (“Relaxation Circulars”). This is to be read together with: (a) the Public Announcement dated Wednesday, August 12, 2020 published on Thursday, August 13, 2020 and (b) the Letter of Offer dated Tuesday, September 8, 2020.

1. Dispatch of Letter Offer:

In terms of the Relaxation Circulars and in light of the COVID-19 situation, the Letter of Offer along with Tender Form has been electronically dispatched to all the Eligible Shareholders holding Equity Shares as on Record Date and whose email IDs have been registered with the Company. The Company will not undertake any physical dispatch of the Letter of Offer and Tender Form in compliance with the Relaxation Circulars, 2. Availability of Letter of Offer along with Tender Form:

An Eligible Shareholder may access the Letter of Offer along with Tender Form, on the websites of the Company [https://www.mpslimited.com/mps-buy-back-2020], the Registrar to the Buyback [https://buyback.cameoindia.com/MPS], the Stock Exchanges i.e., NSE [www.nseindia.com], BSE [www.bseindia.com] and the Manager to the Buyback [https://www.ev.com/en_in/strategy-transactions/valuation-modelling-economics/offer-documents]. Eligible Shareholders who have not registered their email IDs with the Depositories/the Company, and who want to know their entitlement can do so by accessing the website of the Registrar [https://buyback.cameoindia.com/MPS]. Further, in case of non-receipt of Letter of Offer, the application can be made on plain paper in writing signed by the Eligible Shareholders during the Tendering Period, i.e., from Wednesday, September 16, 2020 to Tuesday, September 29, 2020. For detailed procedure for tendering Equity shares and settlement, please refer to “Procedure for Tender Offer and Settlement” on page 31 of Letter of Offer.

3. Brief Schedule of Activities:

The schedule of major activities is set forth below:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Day and Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Buyback Opening Date</td>
<td>Wednesday, September 16, 2020</td>
</tr>
<tr>
<td>Buyback Closing Date</td>
<td>Tuesday, September 29, 2020</td>
</tr>
<tr>
<td>Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar</td>
<td>Thursday, October 1, 2020</td>
</tr>
<tr>
<td>Last date of verification by Registrar</td>
<td>Thursday, October 8, 2020</td>
</tr>
<tr>
<td>Last date of instruction to the Stock Exchange regarding Acceptance or non-acceptance of tendered Equity Shares by the Registrar</td>
<td>Thursday, October 8, 2020</td>
</tr>
<tr>
<td>Last date of completion of settlement by the stock exchange</td>
<td>Friday, October 9, 2020</td>
</tr>
<tr>
<td>Last date of dispatch of share certificate(s) by Registrar / return of payment to Eligible Shareholder(s) return of unaccepted shares to Eligible Shareholders</td>
<td>Friday, October 9, 2020</td>
</tr>
<tr>
<td>Last date of extinguishment of Equity Shares bought back</td>
<td>Friday, October 16, 2020</td>
</tr>
</tbody>
</table>

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last date.

4. Contact Details:

The Eligible Shareholders may also contact the following for receiving the Letter of Offer and the Tender Forms in electronic form:

MPS Limited
Corporate Office: C-35, Sector-42, Noida-201307,
Uttar Pradesh, India
Tel. No.: +91-120-4595954
Fax No.: +91-120-402-1280
Email: Investors@mpslimited.com, secretarial@mpslimited.com
Website: www.mpslimited.com
Contact Person: Mr. Shiwani Dayal, Compliance Officer

Ernst & Young Merchant Banking Services LLP
The Ruby, 14th Floor, 29 Bapuji Marg, Dadar West, Mumbai - 400 028, India
Tel No.: +91-22-4692 0000
Fax No.: +91-22-4692 1000
Email: mps.buyback2020@ney.com
Website: www.ev.com/India
Contact Person: Chirag Mehta

Cameo Corporate Services Limited
Subramani Building, 1 Club House Road,
Chennai - 600 002, Tamil Nadu, India
Tel No.: +91 44 4002 0700/0710/2846 0390
Fax No.: +91 44 2846 0129
Email: priya@cameoindia.com
Website: www.cameoindia.com
Contact Person: Sreema N K

5. Other Information:

a. The information contained in this Advertisement is in accordance with the Relaxation Circulars.

b. Details relating to the procedure for tendering the Equity Shares are more particularly set out in the Letter of Offer.

The Advertisement will also be available on the websites of the Company [https://www.mpslimited.com/mps-buy-back-2020], the Registrar to the Buyback [https://buyback.cameoindia.com/MPS], the Stock Exchanges i.e., NSE [www.nseindia.com], BSE (www.bseindia.com) and the Manager to the Buyback [https://www.ev.com/en_in/strategy-transactions/valuation-modelling-economics/offer-documents].

6. Directors Responsibility:

As per Regulation 24(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Advertisement and confirms this Advertisement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of MPS Limited

Mr. Rahul Arora
CEO & Managing Director
DIN: 0535333

Mr. Nishith Arora
Chairman and Non-Executive Director
DIN: 00227593

Mr. Sunit Malhotra
Chief Financial Officer and Company Secretary
DIN: 00248639

Date: September 9, 2020
Place: Gurugram