

FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS OF MPS LIMITED

OFFER TO BUYBACK 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, capitalised 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/DCR1/CIR/P/2020/83 dated May 14, 2020 read with SEBI circular No. SEBI/HO/CFD/DCR2/CIR/P/2020/139 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.

The Public Announcement was published in the following newspapers:

Name of the Newspaper	Language	Editions
Financial Express	English	All*
Jansatta	Hindi	All
Makkal Kural	Tamil	Chennai

*Except in Ahmedabad edition due to Janmashtami holiday. The Public Announcement appeared in Ahmedabad edition on August 14, 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/as downloaded from the depositories. 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.ey.com/en_in/strategy-transactions/valuation-modeling-economics/offer-documents). Eligible Shareholder 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 at <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:

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

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-62, Noida-201307, Uttar Pradesh, India Tel. No.: +91-120-4599754 Fax No.: +91- 120-402 1280 Email: investors@mpslimited.com, secretarial@mpslimited.com Website: www.mpslimited.com Contact Person: Ms. Shiwani Dayal, Compliance Officer	Ernst & Young Merchant Banking Services LLP The Ruby, 14th Floor, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400 028, India Tel No.: +91-22-6192 0000 Fax No.: +91-22-6192 1000 Email: mps.buyback2020@in.ey.com Website: www.ey.com/india Contact Person: Chintan Hefa	Cameo Corporate Services Limited Subramanian 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: Sreepriya K
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5. Other Information:

- The information contained in this Advertisement is in accordance with the Relaxation Circulars.
- 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>), NSE (www.nseindia.com), BSE (www.bseindia.com) and the Manager to the Buyback (https://www.ey.com/en_in/strategy-transactions/valuation-modeling-economics/offer-documents).

6. Directors Responsibility:

As per Regulation 24(i)(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

Sd/-
Mr. Rahul Arora
 CEO & Managing Director
 DIN: 05353333

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

Sd/-
Mr. Sunit Malhotra
 Chief Financial Officer and Company Secretary
 DIN: 00248939

Date: September 9, 2020

Place: Gurugram